

Division of PKP CARGO S.A.

Current report no. 29/2013 from 4 December 2013

Legal basis (selected in ESPI):

Article 56 par. 1 item 2 of the Act on offers – current and periodic information.

The Management Board of PKP CARGO S.A. ("Company") informs that on 2 December 2013 the division of the Company was registered in accordance with Article 529 § 1 item 4) of the Act of 15 September 2000 – Commercial companies code (i.e.: Journal of Laws of 2013, item 1030, hereinafter referred to as: "C.c.c."), i.e. by transferring a portion of the Company's assets to a newly established company (division by spin-off) ("Division"). The Company established as a result of the Division is Windykacja Kolejowa sp. z o.o. with registered office in Warsaw, entered in the Register of Entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw, 12th Commercial Department of the National Court Register under the number KRS 487558. The Division was performed on the basis of the resolution of the Company's General Meeting No. 63/2013 dated 18 October 2013 and the resolution No. 1 of the sole shareholder of Windykacja Kolejowa sp. z o.o. in organization dated 18 October 2013.

The business of Windykacja Kolejowa sp. z o.o. covers:

- (i) pursuing all claims for compensation and other related claims to which the Company is entitled as a railway carrier against the State Treasury of the Republic of Poland (or PKP Polskie Linie Kolejowe S.A.) in connection with a defective implementation in the Polish legal order of the Directive 2001/14/EC of the European Parliament and of the Council of 26 February 2001 on the allocation of railway infrastructure capacity and the levying of charges for the use of railway infrastructure and safety certification, amended by the Directive 2004/49/EC of the European Parliament and of the Council of 29 April 2004; and
- (ii) pursuing other claims to which the Company is entitled against the State Treasury and regional authorities.

The sole shareholder of Windykacja Kolejowa sp. z o.o. is the sole shareholder of the Company as at the day on which the General Meeting of the Company adopted the resolution on the Division, i.e. on 18 October 2013, i.e. Polskie Koleje Państwowe S.A. with registered office in Warsaw, entered in the Register of Entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw, 12th Commercial Department of the National Court Register under the number KRS 19193.

Windykacja Kolejowa sp. z o.o. was entered in the Register of Entrepreneurs of the National Court Register on 26 November 2013. Pursuant to Article 530 § 2 of the C.c.c., this is also the Spin-off Date.

The Resolution on the Division of the Company was entered in the Register of Entrepreneurs of the National Court Register on 2 December 2013.

As a result of the Division the Company was not deleted from the Register of Entrepreneurs of the National Court Register.

Legal basis:

§ 5 par. 1 item 16 of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information supplied by issuers of securities and conditions for recognition of the equivalence of information required by the laws of a non-member state (Journal of Laws of 2009, No. 33, item 259 as amended).