

Information about planned modifications in the Articles of Association of PKP CARGO S.A.

Current report no. 12/2014 of 11 March 2014

General legal basis (selected in ESPI):

Art. 56 sec. 1 item 2 of the Act on Public Offering – current and periodic information

The Management Board of PKP CARGO S.A., with its registered office in Warsaw (“Company”), hereby informs that given the Management Board’s Resolution of 7 March 2014 allocating 1,448,902 (say: one million four hundred and forty-eight thousand nine hundred and two) of C series ordinary registered shares with a nominal value of PLN 50 (say: fifty zł) each, offered in the public offering on the basis of the Company’s information memorandum developed as per Art. 39 in relation to Art. 7(8)(2) of the Act of 29 July 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading, and on Public Companies (Journal of Laws No. 184 of 2005 item 1539) in execution of Resolution no. 60/2013 of the Company’s Extraordinary General Meeting of 2 October 2013 (“Resolution”), on 11 March 2014 the Management Board of the Company - under Art. 310(2) in relation to Art. 431(7) of the Act of 15 September 2000 – Code of Companies and Commercial Partnerships (Journal of Laws No. 94 of 2000, item 1037, as amended) and § 1(2) of the Resolution - made a notarial statement about the revision of the amount of the Company’s share capital and revision of § 6(1) of the Company’s Articles of Association.

In consideration of the above, the Company’s share capital shall be increased from PLN 2,166,900,750 (say: two billion one hundred and sixty-six million nine hundred thousand seven hundred and fifty zł) to PLN 2,239,345,850 (say: two billion two hundred and thirty-nine million three hundred and forty-five thousand eight hundred and fifty zł) by issuance of 1,448,902 (say: one million four hundred and forty-eight thousand nine hundred and two) C series ordinary registered shares with a nominal value of PLN 50 each (say: fifty zł). Once the increased share capital has been registered by a competent register court, the total number of shares and votes resulting from all the issued shares of the Company shall amount to 44,786,917 (say: forty-four million seven hundred and eighty-six thousand nine hundred and seventeen).

Once the increased share capital has been registered by a competent register court, the Company’s Articles of Associations shall be modified in the following way:

The current wording of § 6(1) of the Articles of Association is:

“1. The Company’s share capital is PLN 2,166,900,750 (say: two billion one hundred and sixty-six million nine hundred thousand seven hundred and fifty zł) and is divided into:

1) 43,338,000 (say: forty-three million three hundred and thirty-eight thousand) A series ordinary bearer shares with a nominal value of PLN 50 (say: fifty zł) each; and

2) 15 (say: fifteen) B series ordinary registered shares with a nominal value of PLN 50 (say: fifty zł) each.

The new wording of § 6(1) of the Articles of Association is:

“1. The Company’s share capital is PLN 2,239,345,850 (say: two billion two hundred and thirty-nine million three hundred and forty-five thousand eight hundred and fifty zł) and is divided into:

1) 43,338,000 (say: forty-three million three hundred and thirty-eight thousand) A series bearer shares with a nominal value of PLN 50 (say: fifty zł) each; and

b) 15 (say: fifteen) B series registered shares with a nominal value of PLN 50 (say: fifty zł) each;

1) 1,448,902 (say: one million four hundred and forty-eight thousand nine hundred and two) C series ordinary registered shares with a nominal value of PLN 50 (say: fifty zł) each.”

Legal basis: §38(1)(2) of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information provided by issuers of securities and on conditions under which information required by legal regulations of a third country may be recognized as equivalent (Journal of Laws No. 33 of 28 February 2009, item 259, as amended)