

Execution of a shareholder agreement to establish a joint venture

Current Report No. 30/2020 of 17 September 2020

Legal basis (selected in ESPI):

Article 17 Section 1 of MAR – confidential information

The Management Board of PKP CARGO S.A. hereby reports that on 17 September 2020 PKP CARGO S.A. and LTG Cargo Polska Sp. z o.o. entered into a shareholder agreement aimed at the pursuit of a joint venture involving the establishment of a special purpose vehicle (“SPV”) to serve as an intermodal operator dedicated to the development of international transport between Lithuania and Western Europe (“Agreement”).

The SPV will provide the following services: (i) terminal-to-terminal intermodal transport services (transport, transshipment, document processing); (ii) whole trainsets, handling of time slots; (iii) RID freight services; (iv) “last mile” delivery if required.

By entering into the Agreement, PKP CARGO S.A. obtained a guarantee that it would be the entity to handle transport services offered by the Lithuanian party on the Polish section of the route and, in the future, it would be offered the opportunity to handle also foreign sections.

The SPV will operate in the form of a limited liability company. Its share capital will be PLN 1,330,000 and will be divided into 13,300 equal and indivisible shares with a par value of PLN 100 each. The ownership structure of the new company will be as follows: 50% to be held by PKP CARGO S.A. and 50% to be held by LTG Cargo Polska Sp. z o.o.

The SPV’s management board will consist of two members authorized to jointly represent the Company. Each shareholder will have the personal right to appoint and dismiss one member of the management board.

The Agreement will enter into force if and when the pertinent approval is issued by the competent antitrust authority to establish the joint venture. Its articles of association will be prepared within 20 business days of obtaining the said approval.

Specific legal basis:

Article 17 Section 1 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council on Market Abuse.