

## **Information on the commencement of the sale by PKP S.A. of the shares in PKP CARGO S.A.**

Current report No. 36/2014 dated 16 June 2014

*General legal basis (selected in ESPI):*

*Art. 56(1)(1) of the Public Offering Act – confidential information*

The Management Board of PKP CARGO S.A. (the “Company”) hereby informs that on 16 June 2014 it received from Polskie Koleje Państwowe S.A. (“PKP S.A.”) information that PKP S.A. has commenced the sale of up to 7,627,650 shares in the Company by way of accelerated bookbuilding (“ABB”). Morgan Stanley & Co. International plc, PKO BP S.A. Oddział – Dom Maklerski PKO BP w Warszawie and Société Générale Corporate and Investment Banking are acting as the Joint Global Coordinators and Joint Bookrunners in relation to the ABB.

Legal basis:

Art. 56(1)(1) Act of 29 July 2005 on public offering and terms of introducing financial instruments to organized trading, and on public companies (Journal of Laws of 2013, item 1382).

*The letter from PKP S.A. contains the following legal disclaimer:*

*This announcement is not an offer for sale of securities in the United States or any other jurisdiction. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the “Securities Act”). PKP S.A. does not intend to register any portion of the offering in the United States, and does not intend to conduct a public offering of securities in the United States.*

*The sale of the shares is addressed only to QIBs and by accepting delivery of this communication you confirm that you are a QIB. The securities referred to herein may only be sold pursuant to Regulation S of the Securities Act and in the US, pursuant to an exemption from the Securities Act, strictly only to a limited number of QIBs (as defined in Rule 144A under the Securities Act) and in certain other countries only to authorized professional institutional investors. The securities are “restricted securities” as defined in Rule 144 under the Securities Act and any allocation will only be made on the basis the purchaser executes an investor representation letter.*

*Distribution in Canada to Accredited Investors in Ontario and Quebec, only to accounts which are also permitted clients.*

*The material set forth herein is for information purposes only and is not an offer to sell, or the solicitation of an offer to buy, any securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful and, in particular, is not for release, publication or distribution in or into the United States, Australia, Canada or Japan.*

*The publication of this information does not constitute the making available of information to promote the purchase or acquisition of securities or an inducement of their purchase or acquisition within the meaning of Article 53 section 1 of Polish Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies, as amended (the “Act on Public Offering”), and does not constitute a promotional campaign within the meaning of Article 53 section 2 Act on Public Offering.*

*This communication and any subsequent offer of securities may be restricted by law in certain jurisdictions and persons receiving this communication or any subsequent offer should inform themselves about and observe any such restriction*

*and must not under any circumstances forward this communication to any other person. Failure to comply with such restrictions may violate securities laws of any such jurisdiction.*

*This sale of the shares is only addressed to and directed at persons in Member States of the European Economic Area who are “qualified investors” within the meaning of Article 2(1)(e) of the Prospectus Directive. In addition, in the United Kingdom, this communication is being distributed to, and is directed only at, qualified investors who (i) are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Financial Promotion Order”), (ii) persons falling within any of the categories of persons described in Article 49 of the Financial Promotion Order and (iii) any other persons to whom it may otherwise lawfully be made (all such persons together being referred to as “relevant persons”). Any investment or investment activity to which these materials relate are available only to relevant persons in the United Kingdom and qualified investors in any member state of the European Economic Area other than the United Kingdom, and will only be engaged with such persons.*

*Any investment decision to buy shares must be made solely on the basis of publicly available information. Such information is not the responsibility of Morgan Stanley & Co. International plc, PKO BP S.A. Oddział - Dom Maklerski PKO BP w Warszawie, Société Générale Corporate and Investment Banking or PKP S.A. and has not been independently verified by Morgan Stanley & Co. International plc, PKO BP S.A. Oddział - Dom Maklerski PKO BP w Warszawie, Société Générale Corporate and Investment Banking or PKP S.A.*

*Morgan Stanley & Co. International plc, PKO BP S.A. Oddział - Dom Maklerski PKO BP w Warszawie and Société Générale Corporate and Investment Banking are acting for PKP S.A. and no one else in connection with the offering and will not be responsible to anyone other than PKP S.A. for providing advice or protections afforded to clients in relation to any transaction or any matters referred to this communication.*