

# PKP CARGO TERMINALE

## - INFORMATION MEMORANDUM

### AT A GLANCE

**Sector** Rail/road transshipment; containers, bulk cargo, ADR (dangerous goods)

**Geography** Poland (EU eastern border + central Poland)

**Legal form** Sp. z o.o. (limited liability company); 100% indirectly owned by listed parent (PKP CARGO S.A. in restructuring)

**Total assets (31 Dec 2024)** PLN 213.7 million (~EUR 49 million)

**Net property, plant and equipment** PLN 188.9 million

**2023 investment** PLN 111 million in capex; new multimodal terminal opened in Nov 2023

**Land ownership** only 40.33 ha held under perpetual usufruct (WOC Małaszewicze); remaining operations on land LEASED from the PKP group

**EU/national grants** ~PLN 60 million in deferred income

### INVESTMENT HIGHLIGHTS

**Strategic location at the 1435/1520 mm gauge interchange** - two terminals on the EU external border are mandatory transshipment points for any rail traffic between the EU and Belarus / EU and Ukraine.

**New multimodal terminal in central Poland** - Zduńska Wola-Karsznice, opened in November 2023, designed capacity of 220,000 TEU per year, automatic identification, located at the intersection of the S8 expressway, the Coal Trunk Line and railway line 14.

**Positioning within the TEN-T corridors** - Baltic-Adriatic and North Sea-Baltic; a natural hinterland for the Tri-City ports.

**Structural growth of the intermodal market** - intermodal volumes in Poland are growing on the back of EU decarbonisation, the Mobility Package and nearshoring.

### ASSET BASE - THREE STRATEGIC TERMINALS

MAŁASZEWICZE	MEDYKA-ŻURAWICA	ZDUŃSKA WOLA-KARSZNICE
<i>Polish-Belarusian border</i>	<i>Polish-Ukrainian border</i>	
Largest inland intermodal port in Europe	Gauge interchange + EU external border	<b>Designed capacity 220,000 TEU/year</b>
1435/1520 mm gauge interchange	Company headquarters (Żurawica)	4,500 TEU storage; ~PLN 111 million in capex
Western anchor of the New Silk Road	Beneficiary of Ukrainian traffic (grain, solidarity corridors)	Automatic identification of containers/trailers
Bulk, containers, ADR; wagon thawing facility	Bulk, containers, oversized cargo	S8 × Coal Trunk Line × line 14
<b>Land: 40.33 ha of perpetual usufruct (WOC) + ~50 ha leased from PKP CARGO</b>	<b>Land: 100% leased from PKP CARGO S.A. (15.3 + 1.7 ha)</b>	<b>Land: 11.68 ha leased from PKP S.A. (NOT in restructuring)</b>

The Polish rail intermodal transport market is in a phase of structural growth — between 2023 and 2025, TEU volume increased by over 20%, and Q4 2025 was the best quarter in the history of UTK measurements. The share of intermodal in rail freight transport reached record levels, while terminal network density in Poland remains four times lower than in Germany, indicating significant potential for further expansion over the coming years. The market remains fragmented and continues to fragment further — the combined share of the three largest operators declined from 57% to 52% during the analyzed period, with additional mid-sized players entering the segment.

### TOP 3 COMPANIES MARKET SHARE & INDUSTRY DYNAMICS

Wskaźnik	2023	2024	2025	Zmiana 2023→2025
Market Share: PKP CARGO	19,4%	16,49%	19,67%	+0,27%
Market Share: PCC Intermodal S.A	18,2%	17,45%	19,13%	+0,93%
Market Share: DB Cargo Polska	15,3%	12,67%	11,61%	-3,69%
Mass of cargo (in millions- tons)	24,5	27,6	28,38	+15,8%
Transport work (bilion tonne-kilometers)	8,5	9,4	9,61	+13,1%
Number of units (in millions -pcs.)	1,59	1,74	1,83	+15,1%
TEU Volume	2,431	2,72	2,92	+20,1%
Share of intermodal in rail freight transport (mass)	10,6%	12,4%	12,77%*	+2,2 p.p.
Share of intermodal in rail freight transport (work)	13,7%	16,1%	16,69%*	+3,0 p.p.

## FINANCIAL SUMMARY

Profit and Loss Statement (PLN '000)	2019	2020	2021	2022*	2023	2024
Net revenue	56 090	52 023	57 315	99 608	82 403	44 680
YoY change	-	(7%)	+10%	+74%	(17%)	(46%)
Adjusted EBITDA	7 453	5 927	10 783	32 795	10 629	(7 544)
Adjusted EBITDA margin	13%	11%	19%	33%	13%	(17%)

Balance Sheet (PLN '000, as at 31 Dec)	2019	2020	2021	2022	2023	2024
Total assets	93 467	95 312	116 975	174 538	241 549	213 650
Net property, plant and equipment	58 766	68 518	88 142	110 310	200 290	188 898
Cash and cash equivalents	24 507	16 983	13 967	14 200	19 328	1 903
(Debt) / Net cash	23 245	14 605	11 958	10 884	(20 140)	(22 353)
Equity	75 062	71 566	73 725	110 597	112 042	81 165
Deferred income (grants)	1 103	3 666	11 077	11 533	53 584	59 867

Cash Flow (PLN '000)	2019	2020	2021	2022	2023	2024
Cash flow from operating activities	5 758	6 966	6 464	16 364	21 293	(5 954)
Capital expenditure	(11 066)	(17 489)	(21 661)	(16 160)	(111 352)	(7 364)
Free cash flow	(5 308)	(10 523)	(15 197)	204	(90 059)	(13 318)
Closing cash balance	24 510	16 981	13 971	14 202	19 327	1 903

\* 2022 reflects the exceptional coal-import boom at the eastern border during the war period (the parent company is currently engaged in litigation against the State Treasury for PLN 1.522 billion in connection with the so-called "coal decision"); it should not be regarded as a normalised level. Average Adjusted EBITDA for 2019-2023 (excluding 2022): PLN 9.5 million on revenue of PLN 69.5 million (~14% margin). Pro-forma Adjusted EBITDA following the ramp-up of Zduńska Wola is estimated at PLN 14-18 million.

## LAND OWNERSHIP STRUCTURE - KEY FINDINGS

The Company conducts its operations on approximately 133 ha of land. **Only 40.33 ha (30%) is owned by the Company in the form of perpetual usufruct - the remaining ~93 ha (70%) is leased, predominantly from PKP group entities.** This means that the buyer is acquiring primarily an operating business sitting on third-party land - securing the assignment or renewal of the lease agreements is a critical condition for closing the transaction.

Location	Area	Legal Title	Counterparty	Operational Role
Małaszewicze (WOC)	40,33 ha	perpetual usufruct	own (deed of 23 Jan 2014)	Primary operating area
Małaszewicze	50,28 ha	lease	PKP CARGO S.A.	Universal Terminal, Container Terminal, Kowalewo, Podsędków
Podsędków/Raniewo	12,33 ha	lease	PKP CARGOTOR Sp. z o.o.	Roads, yards, ramps, rail infrastructure
Medyka	15,33 ha	sublease	PKP CARGO S.A.	+ 13,608 m <sup>2</sup> of operational buildings
Żurawica	1,72 ha	sublease	PKP CARGO S.A.	Additional sites
Zduńska Wola-Karsznice	11,68 ha	lease	PKP S.A. (OUTSIDE restructuring)	Land for new multimodal terminal
Małaszewicze (office)	0,14 ha	rental	PKP CARGO CONNECT Sp. z o.o.	Administrative building
Hurek + Chotyłów	1,75 ha	lease	Medyka Municipality, Chotyłów Forest District	Auxiliary land
<b>TOTAL</b>	<b>~133 ha</b>	<b>of which 30% owned</b>	<b>70% leased from PKP group</b>	

Of the 133 ha operating base, only 40.33 ha (30%) is held under own title (perpetual usufruct). 70% of the area is leased.

**The new Zduńska Wola terminal sits on land leased from PKP S.A.** Securing this lease agreement is an absolute prerequisite for the success of the transaction. PKP S.A. is not a party to the restructuring proceedings, so any assignment requires separate negotiations with a distinct counterparty.

**Buildings on third-party land.** The majority of the Company's tangible fixed assets (PLN 188.9 million net - buildings, yards, infrastructure) are located on leased land. Termination of the lease agreements without renewal would result in the loss of operational capability.

**Potential opportunity.** In the course of terminal consolidation within the PKP group, the buyer may be able to negotiate the simultaneous acquisition of land or long-term rights from PKP S.A. - a material strengthening of the investment thesis if successful.