

On 29 June 2011, the Supervisory Board of the Issuer adopted a resolution approving the draft of changes in the ATM S.A. capital group presented by the Management Board of the Issuer, which are connected with the division of the Issuer by separation of an organised part of the enterprise in the form of the Issuer's Integration Services Division from ATM S.A. and the transfer thereof to ATM Systemy Informatyczne S.A. pursuant to the procedure described in Article 529 §1 item 4 of the Code of Commercial Companies.

Upon the planned division, ATM S.A. will continue its existing activities in the scope of providing telecommunications services. However, all assets and liabilities connected with the provision of IT services (integration of IT systems) will be transferred to ATM Systemy Informatyczne S.A. together with the shares in ATM Systemy Informatyczne S.A. owned by ATM S.A., as well as shares in other integration companies which belong to the ATM capital group.

As a result of the division, all existing shareholders of ATM S.A. will receive all shares in ATM Systemy Informatyczne S.A. and the number of ATM Systemy Informatyczne S.A. shares taken up by each shareholder will be the same as the number of ATM S.A. shares owned by the particular shareholder. The market valuation of shares of each of the companies upon the division will be determined based on their quotations on WSE. The investors will be informed about the expected ratio of prices of ATM S.A. and ATM Systemy Informatyczne S.A. shares based on the recommendation prepared by a Brokerage House, independent of the companies. All shares in the new issue of ATM Systemy Informatyczne S.A. will be allotted via the National Depository for Securities to all shareholders of ATM S.A.

The division of ATM S.A. is combined with the introduction of ATM Systemy Informatyczne S.A. shares to trading on the regulated market maintained by the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.).

### **Main assumptions underlying the division of the Issuer**

With the planned division, the structure of the Issuer's capital group will be significantly simplified. At the same time, each company will become a more attractive investment objective, as among other things:

- They will conduct uniform activities which will be easier to model, value, compare with other companies, corresponding better with investment preferences of shareholders
- They will be obliged to inform their shareholders directly
- It will be possible to value them in accordance with indicators appropriate for their industry
- They will be able to actively participate in consolidation processes on the market in their industry, both as the acquiring party (strengthening of the position on the market) and as the acquired party (payout of bonuses to shareholders)

The execution of the division will be conditional upon the approval of the drafted changes by the shareholders of ATM S.A. which will ultimately be expressed in the votes of the Extraordinary General Meeting of ATM S.A. on the resolutions approving the division. Other conditions which must be satisfied in order to execute the division will also include the Polish Financial Supervision Authority's approval of the prospectus of ATM Systemy Informatyczne S.A. relating to the issue of shares carried out in connection with the division.

## **Assumptions for telecommunications activities**

Telecommunications activities will only be conducted by ATM S.A. in cooperation with Linx Telecommunications B.V., an affiliated company with its seat in Amsterdam.

In the scope of providing telecommunications services the Issuer, owing to the policy of investing in its own telecommunications infrastructure and data centers, has a high potential in terms of increasing revenues and generating significant profits. Currently, ATM is the largest data center operator in Poland and a significant player in Central and Eastern Europe which under the ATMAN brand provides telecommunications services to enterprises and institutions and relies on its own optical fiber networks and three data centers in Poland. The main service recipients are other telecommunications operators, traditional media and internet portals as well as companies from the financial, commercial and industry sector.

The demand for broadband data transmission and data centers services, which are the two principal areas of the Issuer's telecommunications activities, increases fast, which demonstrates the guarantee of a stable growth of this segment of activity.

The main strategic goal of ATM S.A. is to strengthen its position on the market of data center services in Poland and in Central and Eastern Europe. The reason for this is the fact that the local market is relatively young and shows a systematic upward trend with the capacity of maintaining the growth of 15-20% a year. Hence, this segment of the telecommunications market will be one of the most quickly developing segments in Poland.

The fact that using data center services in Poland still is not very popular should be considered favourable in terms of the Issuer's future activities in this area. With the global trends regarding changes in the technology of offering IT services, such as outsourcing of IT resources and the so-called "cloud computing", this situation creates additional opportunities for the Issuer's growth. It is worth noting that the Polish market is the largest in this part of Europe and is characterised by a systematically growing internal and foreign demand.

The increase in the significance and position of Poland on the telecommunications map of Europe should be considered equally significant for the development of the Issuer's telecommunications activities. Because of its geographical location Poland constitutes the shortest land route between the West and the East of Europe. This creates for ATM S.A. a favourable situation in which it may offer its services both to foreign telecommunications operators as well as all companies which conduct operating activities in this region. ATM signed first contracts and obtained orders from international clients already in 2011, however it is the future periods where the company expects the growth in sales to companies deciding upon the locations for their data centers as they provide services in our region.

The Issuer assumes that it will continue investments aimed at meeting the increasing needs of clients by preparing more modules of the Thinx Poland Data Center (previously: Telehouse.Poland) for sale as well as extending its basic telecommunications center in Warsaw, operating under the name of ATMAN Data Center.

In the area of broadband transmission and fiber-optic services it is expected that the demand for high bandwidth networks will significantly grow owing to two factors: construction of the next generation LTE (Long Term Evolution) network by mobile network operators and a very dynamic growth of video transmission in telecommunications

services. It is expected to have a positive impact on increased sales of services based on the existing optical infrastructure which is becoming indispensable for telecommunications providers in the provision of the services mentioned.

### **Assumptions for IT activities**

IT activities (integration of IT systems) will be conducted only by ATM Systemy Informatyczne S.A. with the support of its subsidiaries: ATM Software, Sputnik Software and Impulsy.

It will be a continuation of the activities conducted by the Issuer on the market of IT services for nearly 20 years. The fundamental objects of activities include the broadly understood integration of telecommunications systems, as well as designing and construction of Data Center infrastructure. The company has over ten years of experience and a recognised position as a company providing services to clients on the telecommunications market.

The main recipients of such services include, besides telecommunications operators (including cable network operators), the financial and insurance sector as well as the media and public administration. It is worth emphasising that since 2011 the Company has been successfully building its competence in the energy sector. For example, it executed the first smart metering project in Poland.

The value of the IT services market in Poland increased in 2010 by 7%, reaching almost USD 3 billion. It is estimated that the market will develop in the next four years at a rate of 4–5% a year, and the most dynamically growing segments include telecommunications systems integration services, as well as infrastructure and computing capacity hosting, as the so-called “cloud computing” model IT services become more and more popular.

IT services are exposed to economic phenomena to a greater extent; therefore it is important to take into account the macroeconomic situation, when evaluating the assumptions for these activities as it may impact the value of investment budgets of the Issuer’s clients in the future.

On the other hand, activities in the area of system integration, unlike telecommunications activities, do not require significant capital expenditure and since the company has an occasion to participate in the execution of the largest IT projects in the country, it provides the company with an opportunity to increase the generated revenues and profits even several times in a short period of time.