

Current report No. 7/2010 dated 14.04.2010

Announcement of summoning the Ordinary General Meeting of the Company

Legal basis: art. 56 subs. 1 par. 2 of the Offer Act — current and periodic information

The Management Board of ATM S.A. with its registered office in Warsaw, acting pursuant to Article 402¹ clauses 1 and 2 and Article 402² of the Commercial Companies Code and pursuant to the Company's Charter, hereby summons the Ordinary General Meeting of Shareholders to be held in Warsaw on May 12, 2010, at 11.00 AM in the registered office of the Company at Grochowska 21a, according to the following agenda:

1. Consideration and approval of the Management Board report on the activities of the Company and the Company Group for 2009, financial statements of the Company and consolidated financial statements of the Company Group for 2009;
2. Presentation of the report of the Supervisory Board on the results of the evaluation of the Management Board report on the activities of the Company and the Company Group for 2009, financial statements of the Company, consolidated financial statements of the Company Group for 2009, the evaluation of the activity of the Supervisory Board and of Company's situation;
3. Adopting a resolution on profit distribution for the year of 2009;
4. Acknowledging the fulfillment of duties by members of the Management Board in 2009;
5. Acknowledging the fulfillment of duties by members of the Supervisory Board in 2009;
6. Adopting a resolution on reassigning the FX gain/loss of PLN 654,676.00 on 2007 leasing agreements and the amount of PLN 1,098,265.62 accounting for the valuation of options granted in accordance with the 2008 incentive scheme, to Company's supplementary capital.
7. Adopting the resolutions on amendments to the Company's Charter;
8. Adopting the Rules and Regulations of the Ordinary General Meeting of the Company and the Rules and Regulations of the Supervisory Board.

Pursuant to the provisions of Article 402² of the Commercial Companies Code, the Management Board additionally provides the Shareholders with the following information on the General Meeting.

Day of registering the participation in the Ordinary General Meeting

The day of registering the participation in the Ordinary General Meeting is 16 days prior to the Meeting date, i.e. April 26, 2010.

The right to participate in the Ordinary General Meeting

The right to participate in the Ordinary General Meeting is with persons who are Company shareholders 16 days prior to the Ordinary General Meeting, i.e. on the day of registering the participation in the Ordinary General Meeting.

Holders of registered shares and of provisional share certificates, lien holders and users having the right of vote are allowed to participate in the Ordinary General Meeting if they are registered in the share register as of the registration day.

Holders of rights from dematerialized ATM S.A. bearer shares shall request the entity who keeps their stock account to issue a personal certificate of the right to participate in the Ordinary General Meeting, not earlier than the announcement of summoning the Ordinary General Meeting, i.e. April 14, 2010, and not later than the first business day following the registration of the participants of the Ordinary General Meeting, i.e. April 27, 2010. The certificate should include the complete or partial list of shares registered on holder's stock account, as the holder may decide.

The certificate referred to above shall include:

- a) company (name), registered office, address and stamp of the issuer and certificate No.,
- b) number of shares,
- c) share type and code,
- d) name, registered office and address of the publicly held issuer of shares,
- e) face value of shares,
- f) full name or company name of the holder of share rights,
- g) seat (residence) and address of the holder of share rights,
- h) purpose of issued certificate,
- i) date and place of issuing the certificate,
- j) signature of the person authorized to issue the certificate

Shareholder's right to request including specific matters in the agenda of the Ordinary General Meeting

The shareholder(s) representing at least one twentieth of share capital may request that specific matters be included in the agenda of the Ordinary General Meeting. Such requests should be submitted to Company's Management Board not later than twenty one days prior to the scheduled day of the Ordinary General Meeting, i.e. by April 21, 2010. The request needs to include substantiation or a draft resolution regarding the proposed agenda. The Management Board shall promptly, however not later than eighteen days prior to the scheduled day of the Ordinary General Meeting, i.e. by April 24, 2010, announce the amendments introduced to the agenda on shareholders' request. The announcement shall be made under the proceedings applicable to summoning the General Meeting. Requests shall be sent to Company's registered address or e-mailed to sekretariat@atm.com.pl. Documents confirming the right to submit the request shall be enclosed thereto.

Shareholder's right to submit draft resolutions regarding matters introduced to the agenda or matters to be introduced to the agenda prior to the date of the Ordinary General Meeting

Prior to the date of the Ordinary General Meeting, the shareholder(s) representing at least one twentieth of Company's share capital may submit to the Company written or e-mailed draft resolutions regarding matters introduced to the agenda of the Ordinary General Meeting or matters to be introduced to the agenda of the Ordinary General Meeting. The Company shall promptly announce the draft resolutions on its website. Draft resolutions, along with their substantiation, shall be sent to Company's registered address or e-mailed to sekretariat@atm.com.pl

The right to submit draft resolutions regarding matters introduced to the agenda during the Ordinary General Meeting

During the Ordinary General Meeting, each shareholder may submit draft resolutions regarding matters introduced to the agenda. Furthermore, each shareholder may propose amendments and extensions to draft resolutions included in the agenda of the Ordinary General Meeting until closing the discussion on the agenda item pertaining to the draft resolution involved in the proposal. Such proposals, along with a brief substantiation and with the specification of shareholder's full name or company, shall be submitted in writing, separately for each draft resolution, to the Chairperson of the Ordinary General Meeting.

Exercise of voting right by the proxy

Pursuant to Article 412 and 412¹ of the Commercial Companies Code, shareholders may participate in the Ordinary General Meeting of ATM S.A. and exercise their voting rights in person or through proxies.

Shareholders who are natural persons may participate in the Ordinary General Meeting and exercise their voting rights in person or through proxies.

Shareholders other than natural persons may participate in the Ordinary General Meeting and exercise their voting rights through a person authorized to make declarations of will on their behalf or through proxies. Representatives of legal persons shall present valid copies of entries to appropriate court registers with lists of persons authorized to represent such entities. Persons not listed in the aforesaid copy shall provide an appropriate power of attorney signed by persons authorized to represent the concerned entity.

The power of attorney shall be issued in writing or in electronic form and shall otherwise be deemed null and void. The power of attorney template form at the end of this announcement is available from the publication day of this announcement on Company's website at www.atm.com.pl, in the "Investor — Additional information" (Inwestor — Informacje dodatkowe) tab and in Company's registered office in Warsaw at ul. Grochowska 21A from 9.00 AM to 4.00 PM.

The power of attorney authorizing to participate in the Ordinary General Meeting of the Company and to exercise the voting right may be granted in electronic form. The electronic power of attorney is not required to be issued with a secure digital signature that may be verified through a valid qualified certificate. The electronic power of attorney shall enable the identification of the shareholder and of the proxy.

The electronic power of attorney shall be e-mailed to sekretariat@atm.com.pl by the time of opening the Ordinary General Meeting. The Company shall be notified of issued electronic powers of attorney through an electronic message e-mailed to sekretariat@atm.com.pl. The information on issued powers of attorney shall include the exact identification of the proxy and of the principal, including full names, series and numbers of ID cards, addresses, phone numbers and e-mails of both persons. The information on issued powers of attorney shall also include the number of shares whose voting rights will be exercised, and the date and name of the Company's Ordinary General Meeting where such rights will be exercised.

The electronic power of attorney shall be formulated in a separate document signed by the shareholder or by his/her authorized representative, and e-mailed as a PDF attachment to the

address referred to above. The electronic power of attorney shall be accompanied by documents confirming the authorization of the shareholder to participate in the Ordinary General Meeting. The proxy shall present the aforesaid power of attorney when the list of attendance is drawn up.

If the representative on the Ordinary General Meeting of the Company is a Member of Company's Management Board, a Member of Company's Supervisory Board or a Company employee, the power of attorney authorizes solely the representation on the Ordinary General Meeting on May 12, 2010. The proxy is required to inform the shareholder of any circumstances that imply an existing or potential conflict of interests. A further power of attorney may not be assigned. The proxy shall vote as per the guidelines specified by the shareholder.

Documentation

The complete documentation to be presented to the Ordinary General Meeting and the draft resolutions, along with their substantiation by Company's Management Board and Supervisory Board, regarding matters introduced to the agenda or matters to be introduced to the agenda prior to the date of the Ordinary General Meeting, is available on Company's website from the day of the announcement of summoning the Ordinary General Meeting. In the event of any amendments, these documents shall be promptly updated as per the regulations of the Commercial Companies Code. Persons authorized to participate in the Ordinary General Meeting may obtain the copies of the aforesaid documentation in Company's registered office in Warsaw at ul. Grochowska 21A.

List of persons authorized to participate in the Ordinary General Meeting

The list of persons authorized to participate in the Ordinary General Meeting shall be made available to shareholders for three business days prior to the Ordinary General Meeting in Company's registered office in Warsaw at ul. Grochowska 21A from 9.00 AM to 4.00 PM. Any shareholder may request the shareholders list to be e-mailed free of charge to the address he/she specifies. It is recommended that the shareholders obtain the issued certificate of the right to participate in the Ordinary General Meeting. It is also recommended to verify whether specific shareholders are listed among those authorized to participate in the Ordinary General Meeting.

Participation in the General Meeting through electronic or postal communications

The Company does not allow for participating in the Ordinary General Meeting through electronic communications or voting through postal ballot. Furthermore, during the Ordinary General Meeting, the Company does not allow for speaking through electronic communications.

The risk related to the use of electronic communications, including, without limitation, sending a request to include specific matters in the agenda of the Ordinary General Meeting, submitting draft resolutions regarding matters introduced to the agenda or matters to be introduced to the agenda prior to the date of the Ordinary General Meeting, or notifying the Company on the appointed proxy to the e-mail address specified in this announcement, shall be borne by the Shareholder.

TEMPLATE OF THE POWER OF ATTORNEY

(Legal person and business unit referred to in article 33¹ of the Civil Code):

I, *(specify full name and address)*, holder of
..... *(specify the ID card)* No. *(specify the number
and series of the document)* / Acting on behalf of *(specify the name of the
company, registered office, address, registry number, entry in the National Court Register¹, NIP No. [VAT ID])*,
I/we hereby grant to Mr./Ms. *(specify full name)*, holder of
..... *(specify the ID card)* No. *(specify the number
and series of the document)*, dwelling at *(specify the address)* the power of
attorney authorizing to participate in the Ordinary General Meeting ATM S.A. summoned to
meet on May 12, 2010 and to exercise the voting right of shares of ATM Spółka Akcyjna owned
by me / by *(specify the owner)*.

..... *(Signature[s])*

....., on 2010 *(specify town and date)*

..... *(specify Proxy's contact data)*

¹ *the copy of the entry in the National Court Register shall be enclosed to the power of attorney*

TEMPLATE OF THE POWER OF ATTORNEY

(Natural person):

I, *(specify full name and address)*, holder of
..... *(specify the ID card)* No. *(specify the number
and series of the document)* hereby grant to Mr./Ms. *(specify full name)*,
holder of *(specify the ID card)* No. *(specify
the number and series of the document)*, dwelling at *(specify the address)* the
power of attorney authorizing to participate in the Ordinary General Meeting ATM S.A.
summoned to meet on May 12, 2010 and to exercise the voting right of shares of ATM Spółka
Akcyjna owned by me / by *(specify the owner)*.

..... *(Signature[s])*

....., on 2010 *(specify town and date)*

..... *(specify Proxy's contact data)*

Pursuant to section 38, paragraph 1, item 3 of the Regulation of the Minister of Finance of February 19, 2009

on ongoing and periodic information provided by issuers of securities and the conditions for the acceptance on equivalent terms of information required by the law of non-member states, the Management Board publicly announces the draft resolutions to be the subject matter of the General Meeting:

RESOLUTION No. 1/2010

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

OF ATM SPÓŁKA AKCYJNA

ON INVESTIGATION AND APPROVAL OF MANAGEMENT BOARD'S BUSINESS

REPORTS FOR THE COMPANY AND THE ATM S.A. GROUP, FINANCIAL

STATEMENTS OF THE COMPANY, AND CONSOLIDATED FINANCIAL

STATEMENTS OF THE ATM S.A. GROUP FOR 2009

Pursuant to Art. 395 (2) (1) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. has investigated and herewith approves:

1. Management Board's Company and Group business report for 2009;
2. financial statements of the Company for 2009 showing a balance sheet total amounting to PLN __ and a net profit amounting to PLN __;
3. consolidated financial statements of the ATM S.A. Group for the year 2009 showing the balance sheet total amounting to PLN __ and a net profit amounting to PLN __.

RESOLUTION No. 2/2010

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

OF ATM SPÓŁKA AKCYJNA

ON 2009 PROFIT DISTRIBUTION

Pursuant to Art. 395 (2) (2) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. hereby resolves to allocate the entire 2009 net profit of the Company amounting to PLN to the reserve capital of the Company.

RESOLUTION No. 3/2010

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

OF ATM SPÓŁKA AKCYJNA

ON THE ACKNOWLEDGEMENT OF THE FULFILLMENT OF DUTIES BY MEMBERS OF THE MANAGEMENT BOARD IN 2009

Pursuant to Art. 395 (2) (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. hereby acknowledges the fulfillment of duties by Roman Szwed, President of the Management Board, in the period from January 1, 2009 to December 31, 2009.

RESOLUTION No. 4/2010
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF ATM SPÓŁKA AKCYJNA
ON THE ACKNOWLEDGEMENT OF THE FULFILLMENT OF DUTIES BY MEMBERS OF
THE MANAGEMENT BOARD IN 2009

Pursuant to Art. 395 (2) (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. hereby acknowledges the fulfillment of duties by Tadeusz Czichon, Vice President of the Management Board, in the period from January 1, 2009 to December 31, 2009.

RESOLUTION No. 5/2010
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF ATM SPÓŁKA AKCYJNA
ON THE ACKNOWLEDGEMENT OF THE FULFILLMENT OF DUTIES BY MEMBERS OF
THE MANAGEMENT BOARD IN 2009

Pursuant to Art. 395 (2) (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. hereby acknowledges the fulfillment of duties by Maciej Krzyżanowski, Vice President of the Management Board, in the period from May 18, 2009 to December 31, 2009.

RESOLUTION No. 6/2010
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF ATM SPÓŁKA AKCYJNA
ON ACKNOWLEDGEMENT OF THE FULFILLMENT OF DUTIES BY MEMBERS OF THE
SUPERVISORY BOARD
IN 2009

Pursuant to Art. 395 (2) (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. hereby acknowledges the fulfillment of duties by Jan Wojtyński, President of the Supervisory Board, in the period from January 1, 2009 to December 31, 2009.

RESOLUTION No. 7/2010
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF ATM SPÓŁKA AKCYJNA
ON ACKNOWLEDGEMENT OF THE FULFILLMENT OF DUTIES BY MEMBERS OF THE
SUPERVISORY BOARD
IN 2009

Pursuant to Art. 395 (2) (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. hereby acknowledges the fulfillment of duties by Sławomir Kamiński, Member of the Supervisory Board, in the period from January 1, 2009 to December 31, 2009.

RESOLUTION No. 8/2010
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF ATM SPÓŁKA AKCYJNA
ON ACKNOWLEDGEMENT OF THE FULFILLMENT OF DUTIES BY MEMBERS OF THE
SUPERVISORY BOARD
IN 2009

Pursuant to Art. 395 (2) (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. hereby acknowledges the fulfillment of duties by Jan Madey, Member of the Supervisory Board, in the period from January 1, 2009 to May 17, 2009.

RESOLUTION No. 9/2010
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF ATM SPÓŁKA AKCYJNA
ON ACKNOWLEDGEMENT OF THE FULFILLMENT OF DUTIES BY MEMBERS OF THE
SUPERVISORY BOARD
IN 2009

Pursuant to Art. 395 (2) (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. hereby acknowledges the fulfillment of duties by Tomasz Tuchołka, Member of the Supervisory Board, in the period from January 1, 2009 to December 31, 2009.

RESOLUTION No. 10/2010
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF ATM SPÓŁKA AKCYJNA
ON ACKNOWLEDGEMENT OF THE FULFILLMENT OF DUTIES BY MEMBERS OF THE
SUPERVISORY BOARD
IN 2009

Pursuant to Art. 395 (2) (3) of the Commercial Companies Code, Ordinary General Meeting of Shareholders of ATM S.A. hereby acknowledges the fulfillment of duties by Zbigniew Mazur, Member of the Supervisory Board, in the period from January 1, 2009 to December 31, 2009.

RESOLUTION No. 11/2010
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF ATM SPÓŁKA AKCYJNA
ON ACKNOWLEDGEMENT OF THE FULFILLMENT OF DUTIES BY MEMBERS OF THE
SUPERVISORY BOARD
IN 2009

Pursuant to Art. 395 (2) (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. hereby acknowledges the fulfillment of duties by Mirosław Panek, Member of the Supervisory Board, in the period from May 18, 2009 to December 31, 2009.

RESOLUTION No. 12/2010
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF ATM SPÓŁKA AKCYJNA
ON CHANGES IN SUPPLEMENTARY CAPITAL

Pursuant to Art. 396(5) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. decides to transfer from Company's retained earnings to Company's supplementary capital the FX gain/loss of PLN 654,676.00 on 2007 leasing agreements and the amount of PLN 1,098,265.62 accounting for the valuation of options granted in accordance with the 2008 incentive scheme.

RESOLUTION No. 13/2010
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF ATM SPÓŁKA AKCYJNA
ON AMENDMENTS TO THE COMPANY'S CHARTER

Pursuant to Art. 430(1) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. resolves the following amendments to the Company's Charter:

- previous wording of section 5(1):

1. The business of the company covers:

- 1) Reproducing IT information media (PKD 22.33.Z),
- 2) Manufacturing office machines (PKD 30.01.Z),
- 3) Manufacturing computers and other information processing devices (PKD 30.02.Z),
- 4) Providing installation, repair and maintenance services for electric distribution and control systems (PKD 31.20.B),
- 5) Manufacturing electric equipment not classified elsewhere, with the exception of service provision (PKD 31.62.A),
- 6) Providing electric equipment installation, repair and maintenance services not classified elsewhere (PKD 31.62.B),
- 7) Carrying out general construction works related to constructing buildings (PKD 45.21.A),
- 8) carrying out general construction works related to line systems: long-haul pipelines, power supply lines, electric traction lines, and telecommunications lines (PKD 45.21.C),
- 9) carrying out general construction works related to distribution line systems: local pipelines, power supply lines, electric traction lines, and telecommunications lines (PKD 45.21.D),
- 10) Constructing electric systems in buildings (PKD 45.31.A),
- 11) Building electric signaling systems (PKD 45.31.B),
- 12) Building other electric systems (PKD 45.31.D),
- 13) Building other construction systems (PKD 45.34.Z),
- 14) Fixed-line telephony and telegraphy (PKD 64.20.A),
- 15) Mobile telephony (PKD 64.20.B),
- 16) Data transmission and ICT (PKD 64.20.C),
- 17) Radio communications (PKD 64.20.D),
- 18) Radio broadcasting (PKD 64.20.E),
- 19) Cable television (PKD 64.20.F),
- 20) Other telecommunications services (PKD 64.20.G),
- 21) Financial leasing (PKD 65.21.Z),
- 22) Other financial agency not classified elsewhere (PKD 65.23.Z),
- 23) Financial market management (PKD 67.11.Z),
- 24) Accessory financial activities not classified elsewhere (PKD 67.13.Z),

- 25) Adapting and selling real estate on company's own behalf (PKD 70.11.Z),
- 26) Buying and selling real estate on company's own behalf (PKD 70.12.Z),
- 27) Renting real estate on company's own behalf (PKD 70.20.Z),
- 28) Renting office machines and equipment (PKD 71.33.Z),
- 29) Renting other machines and equipment (PKD 71.34.Z),
- 30) Renting goods for personal and home use (PKD 71.40.Z),
- 31) Computer equipment consulting (PKD 72.10.Z),
- 32) Software-related business (PKD 72.20.Z),
- 33) Data processing (PKD 72.30.Z),
- 34) Database-related business (PKD 72.40.Z),
- 35) Maintenance and repair of office machines, accounting machines and computing machines (PKD 72.50.Z),
- 36) Other IT-related business (PKD 72.60.Z),
- 37) Technical science research and development (PKD 73.10.G),
- 38) Research and development related to other fields of natural and technical science (PKD 73.10.G),
- 39) Consulting on business operations and management (PKD 74.14.A),
- 40) Consulting on holding trade fairs and exhibitions (PKD 74.84.A),
- 41) Management and leadership in business operations (PKD 74.14.B),
- 42) Design activities in the field of construction, technology and town planning (PKD 74.20.A),
- 43) Technical surveys and reviews (PKD 74.30.Z),
- 44) Advertising (PKD 74.40.Z),
- 45) Non-school teaching not classified elsewhere (PKD 80.42.Z),
- 46) Activities of other member organizations not classified elsewhere (PKD 91.33.Z),
- 47) Other recreational activities not classified elsewhere (PKD 92.72.Z),
- 48) Other publishing activities (PKD 22.15.Z),
- 49) Other printing-related services (PKD 22.25.Z),
- 50) Manufacturing clean information media (PKD 24.65.Z),
- 51) Wholesale of office machines and equipment (PKD 51.64.Z),
- 52) Other specialized wholesale (PKD 51.70.A),
- 53) Other non-specialized wholesale (PKD 51.70.B),
- 54) Retail sale of furniture, office equipment, computers and telecommunications equipment (PKD 52.48.A),
- 55) Other operations supporting overland transportation (PKD 63.21.Z).

- shall be superseded by section 5(1) in the following wording:

The business of the company covers:

- 1) Wired telecommunications activities (PKD 61.10.Z);
- 2) Wireless telecommunications activities except for satellite telecommunications (PKD 61.20.Z);
- 3) Satellite telecommunications activities (PKD 61.30.Z);
- 4) Other telecommunications activities (PKD 61.90.Z);
- 5) Software-related activities (PKD 62.01.Z);
- 6) IT consultancy-related activities (PKD 62.02.Z);

- 7) Activities related to the management of IT hardware (PKD 62.03.Z);
- 8) Other IT service activities (PKD 62.09.Z);
- 9) Data processing; website management (hosting) and related activities (PKD 63.11.Z);
- 10) Installation of industrial machines, hardware and equipment (PKD 33.20.Z);
- 11) Web portal activity (PKD 63.12.Z);
- 12) Reproduction of recorded media (PKD 18.20.Z);
- 13) Repair and maintenance of electric devices (PKD 33.14.Z);
- 14) Works related to the construction of telecommunications and power supply lines (PKD 42.22.Z);
- 15) Installation of electrical wiring and fittings (PKD 43.21.Z);
- 16) Other building installation (PKD 43.29.Z);
- 17) Implementation of construction projects related to the erection of buildings (PKD 41.10.Z);
- 18) Wholesale of PCs, peripherals and software (PKD 46.51.Z);
- 19) Wholesale of electronic and telecommunication hardware and of related parts (PKD 46.52.Z);
- 20) Retail sale of PCs, peripherals and software in specialized stores (PKD 47.41.Z);
- 21) Retail sale of telecommunication hardware in specialized stores (PKD 47.42.Z);
- 22) Engineering activities and related technical consultancy (PKD 71.12.Z);
- 23) Other professional, scientific and technical activities not classified elsewhere (PKD 74.90.Z);
- 24) Other non-school teaching not classified elsewhere (PKD 85.59.B);
- 25) Repair and maintenance of (tele)communication hardware (PKD 95.12.Z);
- 26) Accountancy and book-keeping activities except for tax consultancy (PKD 69.20.Z);
- 27) Broadcasting generally available and subscribed television channels (PKD 60.20.Z);
- 28) Rental and management of proprietary or leased real estate (PKD 68.20.Z);
- 29) Other business and management consultancy activities (PKD 70.22.Z);
- 30) Other technical research and analyses (PKD 71.20.B);
- 31) Scientific research and development in the field of other technical and life sciences (PKD 72.19.Z);
- 32) Intermediation in sale of time and space for advertising purposes in electronic media (Internet) (PKD 73.12.C);
- 33) Intermediation in sale of time and space for advertising purposes in other media (PKD 73.12.D);
- 34) Lease of intellectual property and similar products, except for copyright protected works (PKD 77.40.Z);
- 35) Production of (tele)communication hardware (PKD 26.30.Z);
- 36) Rental and lease of office machines and devices, including PCs (PKD 77.33.Z);
- 37) Rental and lease of other machines, devices and material goods not classified elsewhere (PKD 77.39.Z);
- 38) Security systems service activities (PKD 80.20.Z);
- 39) Activities supporting the education (PKD 85.60.Z);
- 40) Repair and maintenance of PCs and peripherals (PKD 95.11.Z);

- section 6(4), in the following wording, is removed:

4. In order to issue to a shareholder such shares that are not released for public trading, the Company shall deposit the shares at a brokerage house, a bank providing brokerage services, or a bank carrying securities accounts of the Company's choice; and shall instruct the brokerage house or bank to issue a registered certificate of deposit to the shareholder. Shares placed on deposit as specified above shall remain in the deposit until they are released into public trading. Once shares are released into public trading, the released shares are governed by the regulations of the "Public Trading of Securities Law".

- section 6(5), in the following wording, is removed:

5. The Company may issue bonds, including convertible bonds and preemptive bonds.

- section 6a, in the following wording, is removed:

1. Up to November 22, 2009 the Company's Management Board may increase the share capital by no more than PLN 18,394,128 (eighteen million three hundred ninety four thousand one hundred twenty eight zlotys) (the target capital). The Management Board may execute the authorization by making one or several subsequent increases of the share capital upon obtaining the consent from the Supervisory Board. Such consent should be granted in the form of a resolution, and should be based on a review of the Company's detailed investment needs. The Company's Management Board may issue shares both in exchange for monetary contribution and non-monetary contribution. The Company's Management Board may not issue preference shares nor grant shareholders personal rights specified in article 354 of the Commercial Companies Code. This authorization does not include the right to increase the share capital by using the Company's own funds.

The resolution of the Company's Management Board passed in accordance to section 1 shall be equivalent to a resolution of the General Meeting of Shareholders on increasing the share capital, and shall only be valid if produced in the form of a notary deed.

In relation to the increase of the share capital executed under the authorization to raise the share capital up to the amount of the target capital granted to the Management Board in the Company's Charter, the Company's Management Board may, upon the consent of the Board of Supervisors, exclude or limit the existing shareholders' right of preemption to the Company's shares (the right to acquire). The consent of the Board of Supervisors shall be expressed as a resolution passed in the presence of at least three members of the Board of Supervisors and with no opposing votes.

- previous wording of section 10(1):

1. The Company's Management Board consists of 2 to 7 people appointed and dismissed by the Board of Supervisors. The Management Board includes the President of the Company Management Board and Members of the Board.

- shall be superseded by section 10(1) in the following wording:

1. The Company's Management Board consists of 2 to 7 people appointed and dismissed by the Board of Supervisors. The Management Board includes the President of the Company Management Board and Members of the Board. At least one of the members of the Management Board serves as Vice-President of the Management Board.

- section 11a in the following wording is added after section 11 of the Charter:

The meetings of the Management Board shall be chaired by the President of the Management Board and, in the case of his/her absence, by one of the Vice-Presidents. Resolutions of the Management Board shall be passed by absolute majority of votes. In the event of equal split of votes, the vote of the President of the Management Board shall prevail. In the event of conflict of interests, the member of the Management Board whom such conflict concerns shall abstain from voting.

- previous wording of section 13(1):

1. The Board of Supervisors shall consist of five members.

- shall be superseded by section 13(1) in the following wording:

1. The Board of Supervisors shall consist of at least five members.

- previous wording of section 16:

1. The entity that summons the General Meeting shall establish its agenda.
2. The Board of Supervisors and Shareholders who represent at least 10% (ten percent) of the share capital may request that individual matters be included in the agenda of the next General Meeting.

If such a request is submitted after the notification that a General Meeting has been summoned, then it shall be considered as a request to summon a subsequent General Meeting.

In the case of matters included in the agenda at the request of shareholders, to remove such an item from the agenda or abandon it, the General Meeting must pass a resolution upon prior consent of all requesting shareholders who are present, backed by 75% of votes of the General Meeting.

- shall be superseded by section 16 in the following wording:

1. The entity that summons the General Meeting shall establish its agenda.
3. The General Meeting shall be summoned by the Management Board. In cases referred to in the Commercial Companies Code, the General Meeting may be summoned by the Supervisory Board or by the Shareholders.
4. The General Meeting takes place as per the Rules and Regulations of the General Meeting adopted under a resolution by the General Meeting of the Company.

- section 19a, in the following wording, is added:

The Shareholder may participate in the General Meeting and exercise his/her voting rights in person or through proxies. The power of attorney authorizing to participate in the General Meeting and to

exercise the voting rights shall be granted in writing or in electronic form. The electronic power of attorney shall enable the identification of the shareholder and of the proxy. The power of attorney template form is available on Company's website at www.atm.com.pl and in Company's registered office. The risk related to the exercise of voting rights by the proxy and to the electronically granted power of attorney shall be borne by the Shareholder.

- previous wording of section 24:

1. The Company shall publish its announcements in the "Monitor Sądowy i Gospodarczy" (the Court and Economy Monitor) periodical dedicated to publishing information from commercial law companies.
2. In matters not provided for in this Charter, the relevant provisions of the Commercial Companies Code and other applicable legal regulations shall apply.

- shall be superseded by section 24 in the following wording:

In matters not provided for in this Charter, the relevant provisions of the Commercial Companies Code and other applicable legal regulations shall apply.

Pursuant to article 430(5) of the Commercial Companies Code, the Supervisory Board shall be authorized to adopt the consolidated text of Company's Charter, including the amendments introduced by this Resolution.

RESOLUTION No. 14/2010
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF ATM SPÓŁKA AKCYJNA
ON AMENDMENTS TO THE RULES AND REGULATIONS OF THE GENERAL MEETING
OF THE COMPANY

Pursuant to the provisions of section 20(d) of the Company's Charter, the following amendments to the Rules and Regulations of the General Meeting are resolved:

1. the Rules and Regulations of the General Meeting resolved on October 26, 2004 are declared invalid.
2. the Rules and Regulations of the General Meeting, in the wording attached in the Appendix hereto, are resolved.

RESOLUTION No. 15/2010
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF ATM SPÓŁKA AKCYJNA
ON AMENDMENTS TO THE CHARTER OF THE SUPERVISORY BOARD

Pursuant to Art. 391(3), and with reference to section 20(d) of the Company's Charter, the following amendments to the Charter of the Supervisory Board are adopted:

1. the Charter of the Supervisory Board resolved on June 30, 2005 is declared invalid.
2. the Charter of the Supervisory Board, in the wording attached in the Appendix hereto, is resolved.

Note: the aforesaid Appendix shall be made available at www.atm.com.pl promptly after the essential issues are consulted with the Supervisory Board of ATM S.A.

Appendix to the Resolution No. 14/2010 of May 12, 2010

Rules and Regulations of the General Meeting

General provisions

§ 1

These Rules and Regulations include detailed provisions on the principles and proceedings of summoning and conducting the General Meeting.

§ 2

1. General Meetings are held pursuant to applicable provisions of law, to the provisions of Company's Charter and of the provisions hereof.
2. The General Meeting whose agenda includes specific matters upon request of authorized persons or which is summoned upon such request, may be called of solely upon consent of requesting parties.
3. The General Meeting shall be called off or postponed under the same proceedings that govern the summoning thereof. The Company shall use its best endeavors so that such events neither prevent the Shareholders from exercising their right to participate in the General Meeting nor restrict the exercise of this right.

List of Shareholders

§ 3

1. The List of Shareholders is the register of persons authorized to participate in the General Meeting, including their full names or company name, residence (registered office address), type and number of shares and the number of assigned votes. Natural persons may specify their mailing addresses instead of their place of residence.
2. The list of Shareholders shall be made available for inspection in the Management Board Office for three business days directly prior to the General Meeting from 9.00 AM to 5.00 PM and during the General Meeting at its venue.

3. Shareholders may view the List of Shareholders in the Office of the Management Board and may request a copy of the List, upon refunding the costs of preparing such documents, or request the List of Shareholders to be e-mailed free of charge to the address they specified.

Proxies

§ 3¹

1. The Shareholder may participate in the General Meeting and exercise his/her voting rights in person or through proxies.
2. The power of attorney shall be issued in writing and enclosed to the minutes of the General Meeting or granted in electronic form.
3. The Company needs to be notified of electronic powers of attorney through e-mail sent to the address specified in the announcement of summoning the General Meeting. Best efforts need to be made in order to enable the effective validation of the power of attorney. Along with the notification of the power of attorney granted in electronic form, the Shareholder shall send the scanned power of attorney, and scanned documents allowing to identify the proxy and the Shareholder as the principal.
4. If the power of attorney is not granted by a natural person, the Shareholder, as the principal, shall send the scanned copy of principal's register entry.
5. If the proxy is not a natural person, the Shareholder, as the principal, shall send the scanned copy of proxy's register entry.
6. When notifying of the granted power of attorney, the Shareholder shall also provide the Company with the e-mail address and phone number of the Shareholder and of the proxy to enable the Company contacting the Shareholder and his/her proxy.
7. E-mailing the aforesaid documents does not release the proxy from the obligation to present his/her identification documents when the list of attendance is drawn up.
8. The Company shall undertake appropriate steps to identify the Shareholder and the proxy in order to validate the power of attorney granted in electronic form. The validation may consist, without limitation, in replying to the Shareholder and to the proxy through e-mail or by phone in order confirm the fact of granting the power of attorney.
9. The terms governing the identification of the Shareholder shall be respectively applied to the notification to the Company of revoking the granted power of attorney. Any notification of granting or revoking the power of attorney in breach of the requirements set forth in paragraphs 3-8 shall not produce legal effects for the Company.
10. The right to represent the Shareholder other than natural person should be implied by the copy of the entry to the relevant register (original or copy certified as original document by a notary) or by the series of powers of attorney, if any, presented when the list of attendance is drawn up.
11. Person(s) who grant the power of attorney on behalf of the Shareholder other than natural person shall be listed in the valid copy of the entry to Shareholder's relevant register.
12. Members of Company's Management Board and Company's employees may act as Shareholders' proxies on the General Meeting.
13. If the representative on the General Meeting is a Member of Company's Management Board, a Member of Company's Supervisory Board, a receiver, an employee or a member of organizational bodies, or a company employee or an employee of an affiliate company or cooperative, the power of attorney may authorize solely the representation on a single General Meeting. The proxy is required to inform the shareholder on any circumstances that imply an existing or potential conflict of interests. The power of attorney may not be assigned.

Proceedings of the General Meeting

§ 4

1. The President of the Board of Supervisor or a person indicated by the President shall open the General Meeting. If the President of the Board of Supervisors is not present at the General Meeting of Shareholders or does not indicate the person to open the meeting, the Shareholder who holds the

highest percentage of shares in the Company's share capital, or the person indicated by this Shareholder, shall open the General Meeting.

2. The person who opens the General Meeting shall arrange for prompt election of the Chairperson, refraining from settling any other essential or formal issues.
3. The Chairperson shall be elected among the participants of the General Meeting.
4. If more than one Chairperson candidate is appointed, the General Meeting shall elect the Chairperson through secret ballot. The person with the highest number of votes cast shall be elected Chairperson.
5. The person who opens the General Meeting shall watch over the correct conduct of election, announce the elected Chairperson and delegate the chairing to him/her.

§ 5

1. The Chairperson states the formal validity of summoning the General Meeting.
2. The Chairperson leads the General Meeting according to the adopted agenda, applicable laws, the Company Charter, these Rules and Regulations, and the standards of corporate governance adopted by the Company.
3. Tasks of the Chairperson include, without limitation:
 - a. ensuring the correct and effective conduct of debates;
 - b. giving the floor,
 - c. issuing organizational regulations;
 - d. ordering the voting, watching over its correct conduct and announcing the results;
 - e. settling procedural doubts.
4. The Chairperson may proceed on organizational matters under the General Meeting.
5. Upon Chairperson's request, the General Meeting may appoint one or several Deputy Chairpersons among the participants of the General Meeting. Their role will be to perform the tasks entrusted by the Chairperson. The General Meeting shall elect the Deputies under a resolution which is not required to be announced in the agenda.

§ 6

1. Promptly upon election, the Chairperson of the Meeting shall sign the list of attendance which includes the list of participants of the General Meeting along with the number of shares represented by each of them, and the number of their votes.
2. When drawing up the attendance list, the following shall be done:
 - 1) verify whether the Shareholder is authorized to attend the General Meeting,
 - 2) verify the identity of the Shareholder or of his/her proxy (other representative) using his/her ID card or other credible identity document,
 - 3) validate the representation of the Shareholder; documents stating the right to represent (power of attorney, copies of entry to relevant registers) are enclosed to the minutes of the General Meeting,
 - 4) make the Shareholder or his/her proxy (other representative) sign the attendance list,
 - 5) provide the Shareholder or his/her proxy (other representative) with an appropriate voting card.
3. The list of attendance is drawn up by persons appointed by the Management Board, unless the Shareholders who own 1/10 (one tenth) of share capital represented on the General Meeting submit the request referred to in article 410(2) of the Commercial Companies Code.
4. Appeals regarding the right to attend the General Meeting shall be submitted to the Chairperson of the Meeting.

§ 7

1. Upon Chairperson's request, the General Meeting may appoint a Ballot Committee. The number of members of the Ballot Committee shall be specified by the Chairperson.
2. Members of the Ballot Committee are elected among the participants of the General Meeting. Each Shareholder may propose one candidate.
3. Members of the Committee are elected by the General Meeting. Each candidate is subject to subsequent ballots. The Ballot Committee includes persons with the highest number of votes cast.
4. Obligations of the Ballot Committee include:
 - a. watching over the correct conduct of voting;

- b. determining the results of voting and informing the Chairperson thereof in order to announce them;
 - c. other activities related to the conduct of voting.
5. If any irregularities are stated in the conduct of voting, the Ballot Committee shall promptly notify the Chairperson thereof and submit proposals regarding further proceedings.

§ 8

1. Members of the Management Board and of the Supervisory Board may attend the General Meeting without receiving an invitation.
2. The Management Board shall notify the members of the Supervisory Board of the dates of General Meetings.
3. If invited by the Management Board, other persons may attend the debates or relevant parts thereof, including, without limitation, certified accountants and experts, if their participation is purposeful as the participants of the General Meeting need to be provided with opinions on contemplated matters.
4. Such persons may also be invited on an ad-hoc basis by the Management Board and by the Chairperson to attend only a specific part of General Meeting's debates.

§ 9

1. After the Chairperson of the Meeting is elected and the attendance list is signed, the Chairperson of the Meeting states the formal validity of summoning the General Meeting and its ability to pass resolutions, and presents the agenda.
2. The General Meeting may adopt the proposed agenda as is, modify the sequence of items in the agenda or remove some matters from the agenda, provided that the resolution on abandoning the proceedings over a matter included in the agenda may be passed only for substantial reasons. The related request shall be duly substantiated. In the event of matters included in the agenda at the request of shareholders, to remove such an item from the agenda or abandon it, the General Meeting must pass a resolution upon prior consent of all requesting shareholders who are present, backed by 75% of votes of the General Meeting.
3. The General Meeting may also add to the agenda new items, and discuss such items, without however passing any resolutions concerning such items.
4. If the General Meeting resolves to remove an item from the agenda, motions submitted in connection with the removed item are abandoned.
5. The Chairperson may not independently remove items from the announced agenda, change the order of individual items, or proceed on matters of substance not included in the agenda.
6. Following the presentation of each item included in the agenda, the Chairperson opens the discussion, inviting speakers in the order of their enlisting.
7. The decision on closing the discussion is made by the Chairperson.
8. Speakers may express their opinions only on items included in the agenda, referring to the currently discussed item.
9. Speakers who fail to comply with Chairperson's guidelines or take the floor in breach of the Rules and Regulations may be deprived of their right to speak by the Chairperson.
10. The Chairperson may expel the persons who disturb the orderly conduct of debates. Upon request of the interested party, the General Meeting may decide otherwise in cases referred to above.
11. As regards formal matters, the Chairperson may invite speakers outside the established sequence.
12. Formal matters include, without limitation, motions with regard to:
 - a. closing the list of speakers,
 - b. restricting, delaying or closing the discussion,
 - c. limiting the time allocated to speakers,
 - d. announcing an organization break in the proceedings,
 - e. deciding the order of voting on resolutions,
 - f. ensuring compliance of the General Meeting's proceedings with applicable laws, with the Company's Charter, and with these Rules and Regulations.
13. The discussion on formal motions should be conducted directly after submitting them.
14. Upon request of any participant of the General Meeting, the draft resolution may be re-edited or amended if such actions do not result in passing a resolution whose content falls outside the scope of the subject matter of the agenda, unless such draft resolution was prepared by the Shareholders.

15. First, the Chairperson conducts the voting on the resolutions whose content was set forth in the announcement on summoning the General Meeting. Afterwards, the draft resolutions presented by the Management Board, the Supervisory Board, Shareholders representing at least 1/20 (one twentieth) of the share capital and other Shareholders are voted on subsequently.
16. Persons who raise objections as to the resolution are allowed to briefly substantiate their objection, and the Chairperson shall enable them to do so.
17. Members of the Management Board and of the Supervisory Board, and invited experts whose votes are not taken into account when drawing up the list and number of speakers, may be invited to speak outside the established sequence by the Chairperson.
18. Having closed the discussion of formal motions, the Chairperson opens the General Meeting's voting on these items, unless it is necessary to order an organization break in order to ask the opinion of experts.
19. Having exhausted the agenda, the Chairperson closes the General Meeting. Following the closing of the General Meeting, it no longer constitutes an organizational body of the Company, and the participants of the General Meeting may not pass valid resolutions.

§ 10

1. Written draft resolutions included in the agenda specified in the announcement of the General Meeting shall be prepared by the Management Board, unless an item of the agenda was proposed by Shareholders representing at least 1/20 (one twentieth) of the share capital. In such case, the draft resolution is prepared by the Shareholders. However, should they fail to submit the draft resolution, it shall be prepared by the Management Board.
2. If, during the discussion, the speakers did not expressly formulate the wording of the proposed resolution, the final edition of submitted motions shall be ensured by the Chairperson. Draft resolutions may be delivered in writing to the Chairperson.
3. Draft resolutions or requests to amend their content may be withdrawn by persons who submitted them.
4. The General Meeting may amend or invalidate resolutions it has previously adopted.
5. Rejecting a draft resolution, as a result of failure to receive the required majority of votes, shall not mean that the General Meeting adopted a negative resolution, i.e. a resolution with contrary provisions to the motion subject to voting.

§ 11

1. Resolutions are voted on after their draft content is read by the notary, by the Chairperson or by the person he/she appointed. If printed resolutions are available on the venue or the resolution is displayed and viewable to the attendants of the General Meeting, their content is not required to be read.
2. The order of voting shall be as follows:
 - a. voting on motions regarding the draft resolution; motions whose adoption or rejection decides on other motions shall be voted on first;
 - b. voting on the entire draft resolution in the proposed wording, amended as per adopted motions.
3. The order of voting on motions regarding the draft resolution shall be specified by the Chairperson.
4. If the adoption of the resolution requires a specific quorum or a qualified majority of votes, the number of votes or part of share capital represented by the persons attending the meeting shall be verified by counting the number of votes cast in the voting on the draft resolution.
5. Voting on the General Meeting takes place by raising hands and received voting cards or with the electronic system for the counting of votes. If the electronic system for the counting of votes is not used, secret ballots take place by transferring the mandate that specifies the number of available votes and the results of voting to the Chairperson or to the Ballot Committee.
6. If the General Meeting appointed the Ballot Committee, documents including the results of each ballot shall be signed by all members of the Ballot Committee and by the Chairperson.

§ 12

1. Candidates for members of the Supervisory Board shall be presented at the General Meeting by participants of the General Meeting requesting to appoint members of the Supervisory Board. Should these persons be absent, the candidates shall be presented by the Chairperson of the General Meeting. The candidate is put on the candidates list after he/she declares to meet the necessary criteria, as adopted by the Company, allowing him/her to be deemed an independent member and after he/she makes other declarations, if any, required by the applicable provisions of law.
2. Voting on the election of members of the Supervisory Board shall be preceded by adopting the resolution that specifies the number of elected members of the Supervisory Board. This number may neither be greater than the number of proposed candidates nor lower than 5.
3. Each member of the Supervisory Board is elected individually, through secret ballot. Candidates with the highest number of votes shall be elected members of the Supervisory Board.
4. If Shareholders representing at least 1/5 (one fifth) of the share capital submit a motion to elect the Supervisory Board in separate groups, the Chairperson shall order the election of the Supervisory Board in separate groups, as per the proceedings set forth in the Commercial Companies Code.

§ 13

The excerpt of the minutes of the General Meeting, along with the pieces of evidence of summoning the General Meeting and with the powers of attorney granted by the Shareholders shall be enclosed to the minutes book by the Management Board.

Final provisions

§ 14

Any issues not regulated hereunder shall be respectively governed by applicable provisions of law and by the provisions of the Charter.

§ 15

1. If the Rules and Regulations are amended by the General Meeting, the Management Board shall draw up the consolidated text thereof.
2. Any and all amendments to the Rules and Regulations shall be introduced by way of resolution of the General Meeting and shall otherwise be deemed null and void. Amendments to the Rules and Regulations are applicable not earlier than following the next General Meeting taking place after the General Meeting where the resolution to amend the Rules and Regulations was adopted.
3. Rules and Regulations of the General Meeting are applicable to all General Meetings of the Company.
4. These Rules and Regulations come into effect as of the date of adoption.