

Draft Resolution of the Extraordinary General Meeting

proposed by the Company's Management Board

“Resolution No
of the Extraordinary General Meeting
of ATM Spółka Akcyjna with its registered office in Warsaw
of
on division of ATM S.A. with its registered office in Warsaw
through transfer of a portion of assets to ATM Systemy Informatyczne S.A.
with its registered office in Warsaw

§1

[Division and agreement to the Division Plan]

1. Acting pursuant to Article 529 § 1 item 4 of the Code of Commercial Companies (hereinafter the “**CCC**”), in connection with Article 541 of the CCC, the Extraordinary General Meeting of the Company's Shareholders hereby decides to adopt a resolution on division of the Company, as the divided company (hereinafter the “**Divided Company**”), through transfer of a portion of assets of the Divided Company, constituting an organised part of the enterprise in the form of the Integration Services Division, to the existent company: ATM Systemy Informatyczne with its registered office in Warsaw, registered in the Register of Entrepreneurs of the National Court Register under KRS No 0000320991 (hereinafter the “**Acquiring Company**” or “**ATM SI**”), which constitutes a division by separation (hereinafter the “**Division**”). The separation will take place pursuant to Article 530 § 2 of the CCC on the date of entry of the increase in share capital of the Acquiring Company to the register (hereinafter the “**Separation Date**”).
2. Acting pursuant to Article 529 § 1 item 4 of the CCC, in connection with Article 541 of the CCC, the Extraordinary General Meeting of the Company's Shareholders agrees to the division plan of 28 November 2010, agreed upon by the Divided Company and the Acquiring Company, enclosed to the Minutes from the General Meeting as Appendix No 1 (hereinafter the “**Division Plan**”).

§2

[Financing of the division]

The division shall be carried out without reducing the Divided Company's share capital. The separation shall be financed through reduction of the Divided Company's equity other than the share capital, on the Separation Date, pursuant to Article 396 § 5 of the CCC in connection with Article 542 § 4 of the CCC.

§3

[Remuneration of the shareholders of the Divided Company]

In exchange for the portion of the Divided Company's assets constituting an organised part of the enterprise in the form of the Integration Services Division, transferred to the Acquiring Company, the shareholders of the Divided Company shall receive in total 36,343,344 (thirty-six million three hundred and forty-three thousand three hundred and forty-four) division shares (hereinafter the “**Division Shares**”), i.e.:

1. 1,524,000 (one million five hundred and twenty-four thousand) series A ordinary bearer shares with nominal value of PLN 0.20 (twenty grosz) each,
2. 1,143,000 (one million one hundred and forty-three thousand) series B ordinary bearer shares with nominal value of PLN 0.20 (twenty grosz) each,
3. 2,266,865 (two million two hundred and sixty-six thousand eight hundred and sixty-five) series C ordinary bearer shares with nominal value of PLN 0.20 (twenty grosz) each,
4. 31,409,479 (thirty-one million four hundred and nine thousand four hundred and seventy-nine) series D ordinary bearer shares with nominal value of PLN 0.20 (twenty grosz) each (hereinafter the “**Division Issue Shares**”).

Series A, B and C shares constitute the existent divisions shares (hereinafter the “**Existent Division Shares**”).

§4

[Share exchange ratio]

1. The Division Shares shall be issued to all current shareholders of the Divided Company according to the exchange ratio of 1:1 (hereinafter the “**Share Exchange Ratio**”). Every shareholder of the Divided Company shall receive their Division Shares according to the exchange ratio of 1:1, i.e. 1 (one) share of the Acquiring Company shall be allocated for 1 (one) share of the Divided Company.
2. The Division Shares shall be allocated to the shareholders of the Divided Company via the National Depository of Securities (Krajowy Depozyt Papierów Wartościowych S.A.), according to the Share exchange Ratio and the principles determined in the Division Plan and this resolution, according to ATM’s shareholding balance on the day which shall be the reference day (hereinafter the “**Reference Day**”).
3. The Extraordinary General Meeting of the Company hereby authorises and obliges the Company’s Management Board to determine the Reference Day.
4. Since the Share Exchange Ratio amounts to 1:1, additional payments in the meaning of Article 529 § 3 and 4 of the CCC are not envisaged.

§5

[Agreement to the wording of the Statutes]

The Extraordinary General Meeting of the Company’s Shareholders hereby agrees to the wording of the Statute of the Acquiring Company, adopted on 27 December 2011 and on 23 February 2012 by the Extraordinary General Meeting of the Acquiring Company’s Shareholders.

§6

[Final Provisions]

This Resolution shall enter into force on the date of its adoption.”