

**Announcement of 19<sup>th</sup> April 2011 on the convening of  
Ordinary General Meeting of  
ATM S.A. on 16<sup>th</sup> May 2011**

The Management Board of ATM S.A. with its registered office in Warsaw, acting pursuant to Article 399 clause 1 and Article 402<sup>1</sup> clauses 1 and 2 of the Code of Commercial Companies, hereby summons the Ordinary General Meeting of Shareholders to be held in Warsaw on 16<sup>th</sup> May 2011, at 2 pm 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 2010, financial statements of the Company and consolidated financial statements of the Company Group for 2010;
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 2010, financial statements of the Company, consolidated financial statements of the Company Group for 2010, the evaluation of the activity of the Supervisory Board and of Company's situation;
3. adopting a resolution on profit distribution for the year 2010;
4. acknowledging the fulfillment of duties by members of the Management Board in the year 2010;
5. acknowledging the fulfillment of duties by members of the Supervisory Board in the year 2010;
6. adopting a resolution on the remuneration of the members of the Supervisory Board;
7. any other business.

**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 30, 2011.

**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 19, 2011, and not later than the first business day following the registration of the participants of the Ordinary General Meeting, i.e. May 2, 2011. The certificate must include, at the holder's discretion, either a complete or partial list of the shares registered on the holder's stock account.

Also, the certificate must include:

- a) company name, registered address, office address, and company stamp of the issuer and the certificate number;
- b) number of shares;
- c) share type and code;
- d) name, registered address and office address of the share issuer;
- e) nominal value of the shares;
- f) full name or company name of the holder;
- g) office address or residence address of the holder;
- h) purpose of certificate issuance;
- i) date and place of certificate issuance;
- 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 Monday, April 25, 2011. The request needs to include a 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 28, 2011, announce the amendments introduced to the agenda on shareholders' request. The announcement shall be made pursuant to the same procedure as for convening a General Meeting. Requests shall be sent to Company's registered address or e-mailed to sekretariat@atm.com.pl. The documents confirming the right to submit the request should be attached.

### **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 publish the proposed 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.

### **Exercising the voting right via a proxy**

Pursuant to Article 412 and 412<sup>1</sup> 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. A representative of a legal person must produce a current copy of entry to the relevant court register, indicating the persons authorized to represent such entity. A representative not listed in such copy of entry must have a letter of attorney signed by persons authorized to represent the entity.

The letter of attorney must be in writing or in electronic form, or otherwise shall be deemed null and void. A template letter of attorney is provided at the end of this announcement and is available, from the date of this announcement, at the Company website at [www.atm.com.pl](http://www.atm.com.pl) (the "Investor – Additional information" tab), or in the Company office in Warsaw at ul. Grochowska 21A, from 9 am to 4 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. Such electronic letter of attorney does not have to be signed with a secure digital signature verifiable against a valid qualified certificate. The electronic letter of attorney must identify the shareholder and the proxy.

The electronic power of attorney shall be e-mailed to [sekretariat@atm.com.pl](mailto: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](mailto:sekretariat@atm.com.pl). Such notification must include the exact identification of the proxy and of the principal, including their full names, series and numbers of ID cards, addresses, phone numbers, and e-mail addresses. 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 letter of attorney must be issued as a separate document signed by the shareholder or by an authorized representative of the shareholder, and must be e-mailed as a PDF attachment to the e-mail address specified 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 produce the letter 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 16, 2011. The proxy is required to reveal to the shareholder any circumstances that imply an existing or potential conflict of interests. The power of attorney may not be assigned. The proxy shall vote as per the instructions of 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 convening the Ordinary General Meeting. In the event of any amendments, these documents shall be promptly updated in compliance with the Code of Commercial Companies. 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 am to 4 pm. Any shareholder may request the shareholder list to be e-mailed free of charge to a specified address. 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 LETTER OF ATTORNEY**  
**(Legal person and business unit referred to in article 33<sup>1</sup> of the Civil Code):**

I, ..... *(specify the full name and address)*, holder of  
..... *(specify the identity document)* No. .... *(specify the document number and series)* / Acting on behalf of ..... *(specify the company name, registered address, office address, registration No., National Court Register<sup>1</sup> entry No., VAT ID)*, I/we hereby grant to Mr./Ms. .... *(specify the full name)*, holder of  
..... *(specify the identity document)* No. .... *(specify the document number and series)*, resident at ..... *(specify the address)*, the power of attorney authorizing him/her to participate in the Ordinary General Meeting of ATM S.A., to be held on May 16, 2011, and to exercise the voting rights of the ATM S.A. shares owned by me / by ..... *(specify the owner)*.  
..... *(Signature(s))*  
..... date ..... 2011 *(specify the place and date)*  
..... *(the Proxy's contact data)*

<sup>1</sup> The copy of entry to the National Court Register shall be attached to the letter of attorney.

**TEMPLATE LETTER OF ATTORNEY  
(for natural persons)**

I, ..... *(specify the full name and address)*, holder of  
..... *(specify the identity document)* No. .... *(specify the  
document number and series)*, hereby grant to Mr./Ms. .... *(specify the full  
name)*, holder of ..... *(specify the identity document)* No.  
..... *(specify the document number and series)*, resident at  
..... *(specify the address)*, the power of attorney authorizing him/her to  
participate in the Ordinary General Meeting of ATM S.A., to be held on 16 May 2011, and to  
exercise the voting rights of the ATM S.A. shares owned by me / by ..... *(specify the  
owner)*.

..... *(Signature(s))*  
..... date ..... 2011 *(specify the place and date)*  
..... *(the Proxy's contact data)*