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Subject: Investment Agreement

Current report no 5/2014

Legal basis: Article 56(1) point 2 of the Act on Public Offering – Current and Periodic Information

Report content:

The Management Board of ARCUS S.A. ('the Company', 'the Issuer') hereby informs its reputable investors that on 25 April 2014, ARCUS S.A. signed a conditional investment agreement with Shareholders and Authorised Representatives of Syntea Business Solutions Sp. z o.o. (Limited Liability Company; hereinafter: 'SBS'). SBS Company, being the subject of investment, operates on IT market since 1996 and provides to public entities and other entities – consulting, deployment and maintenance services with regard to Enterprise Resource Planning (ERP) as well as 'one4all' solutions integrating the business areas of the Company in respect to the performance of core business processes, communication and workflow management, project management and analysis of business operations. At the same time, ARCUS S.A. brings to Syntea BS an organized part of the enterprise – Arcus Systemy Informatyczne, which specializes in the supply and deployment services with regard to Unified Communications Systems and IT infrastructure.

The investment is associated with the strategy of the Company (the Issuer) as regards the development in the area of IT services.

According to the analysis of the Arcus S.A. Management Board, this investment will allow SBS Company to increase sales and technological potential, which will consequently,

enable the Company to attract new contracts. A large part of SBS and Arcus Systemy Informatyczne companies' offer is based on Microsoft solutions, which assuming the joint operation, shall enable to achieve the synergy effect.

The acquisition of SBS company by Arcus Group will strengthen the Group's position in terms of competences and will allow, in the medium and long term, to gain measurable benefits for the stakeholders of Arcus Group.

The agreement provides for the acquisition for a total amount of ~ PLN 7 650 000, shares of above mentioned company, in the following manner:

- for the amount of PLN 2 000 000 acquisition of existing shares of SBS - financed with working capital of the Issuer;
- for the amount of PLN 528 000 purchase of new shares of SBS - financed with working capital of the Issuer;
- for the amount of PLN 5 140 000 contribution made by Arcus S.A. in the form of an organized part of the enterprise, that is Arcus Systemy Informatyczne in Łódź.

Following the transaction, Arcus S.A. will hold a 53%-stake in the new company. Between the Issuer, managing and supervising persons of the Issuer and selling persons in Syntea Business Solutions company, no relations arise.

The basis for recognition of assets as significant shall be the fact that their value exceeds 10% of Arcus S.A. equity's value.

The agreement will enter into force subject to obtaining within 90 days, the consent of the Supervisory Board of the Issuer and adoption by the General Meeting of Shareholders of a resolution involving a consent for a contribution to be made by the Issuer in the form of an organized part of the enterprise.

Legal basis: Par. 5.1.1 and Par. 5.1.3 of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information to be published by issuers of securities and on conditions of recognition of information required under non-member state law regulations as equivalent (Journal of Laws No. 33 item 259).