



**From:** ARCUS S.A.  
**Issued on:** 28 June 2011

**Subject:** Significant agreement

**Current report no 22/2011**

**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 Issuer', 'the Company') hereby informs the investors that on 28 June 2011 in consortium with its subsidiary T-matic Systems Ltd., signed a framework agreement with ENERGA-OPERATOR S.A. with its registered office in Gdańsk (80-557) at 130 Marynarki Polskiej Street. ENERGA Group is a leading integrated energy company on the Polish market supplying electricity to both individual and business consumers and acts as an operator of the distribution system within ENERGA Group.

The subject of the Framework Agreement is to determine conditions for granting the Realization Orders including a detailed subject and scope of Realization Orders as well as rules concerning the performance of the Orders regarding the technical and information technology (including hardware and software) infrastructure which purpose is to provide the transmission of information from the Counting Infrastructure to the Central System and from the Central System to the Counting Infrastructure as well as to provide the information on energy consumption by the customers.

Value of the agreement:

The total estimated value of agreement amounts to approximately PLN 890,000,000 (less VAT). ARCUS S.A. in consortium with its subsidiary T-matic Systems Ltd. has been selected as one of three contractors of the Realization Orders.

Agreement duration:

Agreement shall come into force on the day of its conclusion and will be valid for 8 years.

Contractual penalties:

Total amount of contractual penalties: Provisions regarding the contractual penalties have not been included in the agreement. The guarantee paid as a deposit shall be unconditional, payable on each request of the Ordering Party and shall cover the responsibility for all cases resulting in loss of deposit by the Contractor as referred to in Art. 46.5 of the Act. Furthermore, the guarantee paid as a deposit shall cover the entire agreement duration period.

The agreement mentioned above meets the criteria of a significant agreement due to the fact that the total value of the argument exceeded 10% of Company's equity.

**Legal basis:** 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