

Date of report: 9 April 2019

Current report no 3/2019

Adoption of a resolution on the merger with a subsidiary

Legal basis: Art. 17.1 of the Market Abuse Regulation

Content of the report:

The Management Board of **ARCUS S.A.** with its registered office in Warsaw (hereinafter the “Issuer”) hereby discloses the information that on 9 April 2019 adopted the Resolution on the merger with a subsidiary undertaking – T-matic Systems S.A. The merger will be effected under Art. 492.1.1 of the Commercial Companies Code, by transferring all assets of the subsidiary to the Issuer.

In the Issuer's opinion, the merger will further improve the efficiency of management of the ARCUS Group through simplification of the organisational structure and reorganisation within the Group, of activities related to the energy sector and implementation of smart metering.

The Issuer expects that as a result of the merger, synergy effects will be achieved in the operating area through optimal use of the resources of the acquired Companies. The core business of T-matic Systems, which is a 100% subsidiary of the Issuer, is primarily the implementation of smart metering in the energy sector.

The Issuer will inform about further significant stages of the merger process in the form of current reports.

SIGNATURES OF PERSONS REPRESENTING THE COMPANY:

Rafał Czeredys – Member of the Management Board