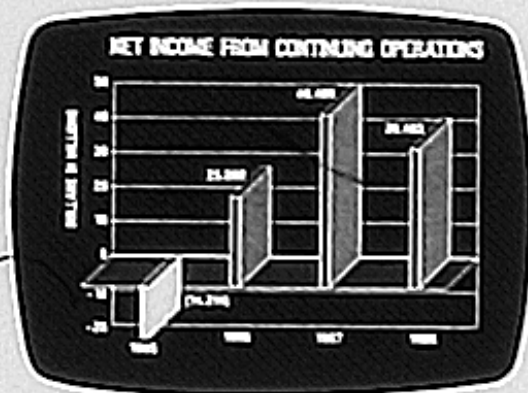


## Profile

Atari Corporation is one of the largest manufacturers of personal computers and video game systems in the world. Through creative application of advanced technologies, the Company consistently offers customers "Power Without the Price."

The Corporation's products include the MIGA and ST lines of advanced personal 16/32 bit computers, a new line of PC compatibles, the XL range of 8 bit computers, and the complete selection of XL, 2600 and 7800 game systems. The Company also produces a range of peripherals, accessories, and an expanding library of computer and video game software that is sold in almost every country in the world.

Atari is a multinational company employing nearly 1300 people throughout the world. Corporate headquarters, including computer and video game product design, are located in Sunnyvale, California. Other Corporate R&D centers are located in West Germany, England and Japan. The Company operates through wholly owned subsidiaries in Australia, Belgium, Canada, Denmark, France, Germany, Hong Kong, Italy, Japan, Mexico, the Netherlands, Norway, Spain, Sweden, Switzerland, Taiwan, the United Kingdom and the United States.



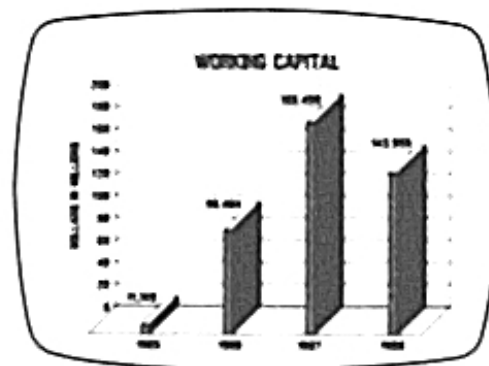
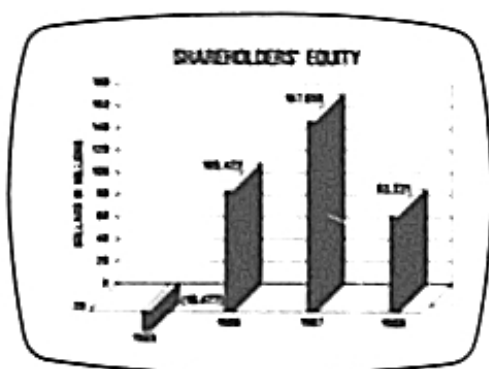
To Our Shareholders: For Atari Corporation, 1988 was a year that included both a sales growth of 25 percent for the continuing operations of computers and video games, and the decision to declare the Federated Group, our retail division, a discontinued operation.

During the year a number of steps were taken to resolve the difficulties associated with our retail business. While efforts were made to reduce losses, the turnaround was slower than anticipated. To insure that Federated would no longer

have a negative financial impact on Atari, we recorded a fourth quarter charge related to the retail division in excess of \$100 million. From an accounting viewpoint we regard this division as a discontinued operation. We are now considering several options including sale, spinoff, or a leverage buyout of Federated. Sales from continuing operations increased by 25% from \$362.6 million in 1987 to \$452.2 million in 1988, principally due to increased sales of Atari ST™ computers and the new range of Atari PC compatible products. In 1988, 65% of total sales were in Europe compared to 56% in 1987.

The loss of \$84.8 million in the year ended December 31, 1988 consists of income from continuing operations of \$39.4 million from the computer and video game division less Federated related losses and charges of \$124.2 million. The Company wrote off its investment in Federated and provided for additional anticipated financial obligations arising from the disposition of Federated.

Computer sales were constrained by the unexpected and protracted shortage of D-RAM (Dynamic Random Access Memory) components. This shortage directly impacted our ability to supply existing markets and expand into new markets. In order to maintain our strong position in the European market, we did not raise prices despite increased component costs caused by the shortage. This decision was based on long term factors; in the short term margins were reduced. It now appears that the D-RAM



shortage is finally easing. This will allow for expansion of existing markets and entry into new ones.

During the second half of 1988, we began shipping the 80286-based PC4™ and 80386-based PC5™ personal computers into Europe. Atari is committed to the PC compatible market. In the year ahead we will introduce new and exciting models. These systems are being developed at our newly established product engineering facility in Braunschweig, West Germany.

Sales of our Atari ST™ personal computers remain strong, and the library of software for these popular systems continues to grow.

Thousands of programs are available now for scientists, students, doctors, publishers and other ST owners on every continent.

Last year, both the 520ST™ and the 1040ST™ were selected as "The Best Home Computers of the Year." This prestigious award is made annually by an international panel of experts representing major computer magazines from ten different countries.

These publications include: *Personal Computing* (USA), *Practical Computing* (Great Britain), *CHIP* (Italy), *svjet komputera* (Yugoslavia), *komputer* (Poland), *Chip-micros* (Spain), *ASCII Magazine* (Japan), *CHIP* (Germany), *Impulzus* (Hungary), *soft et micro* (France).

While our video game business in Europe, Australia and the Far East continued to grow, our progress in the United States was interrupted by the unfair monopolistic practices of Nintendo\* of Japan and Nintendo of America. During the year, these companies illegally prevented many independent developers from freely marketing their products through unfair exclusive performance arrangements. Atari Corporation has recently brought suit against Nintendo for their antitrust practices.

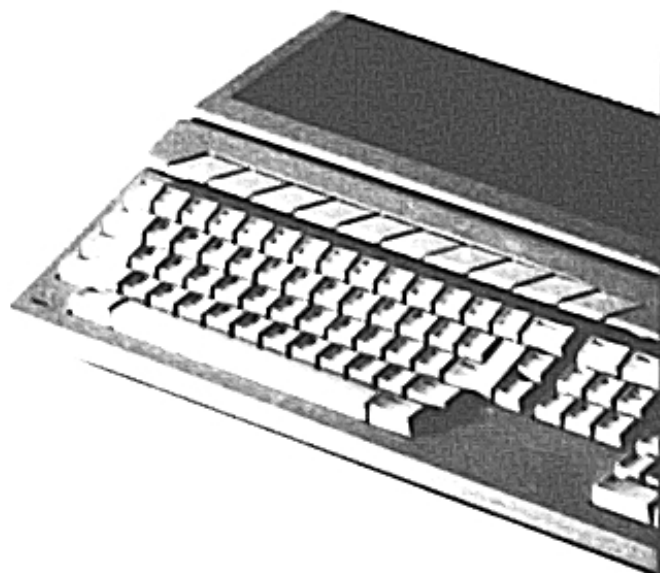
Despite the illegal efforts by Nintendo, U.S. distribution of the Atari 2600\* and 7800\* systems increased last year with the addition of such American retailers as Sears\* Retail, Hypermart,\* a division



2



1

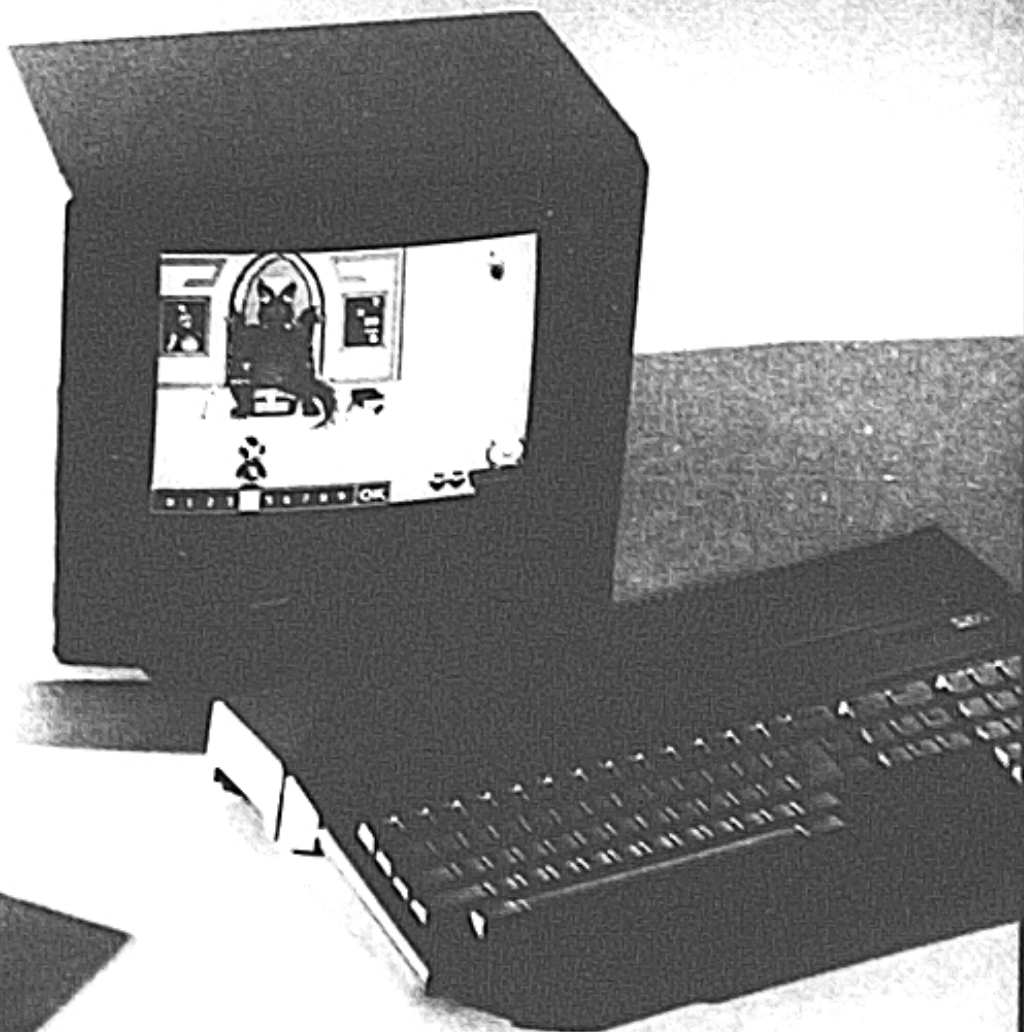


1. *New and advanced computer technology is the job of our Research and Development team in Sunnyvale, California.*

2. *Hardware testing before and after manufacture occurs in a Sunnyvale production engineering lab.*

3. *The Atari Operating Systems Group discusses its newest TOS™ software.*

4. *The Atari 520ST and 1040ST computers received international acclaim last year as Best Home Computers of the Year. A panel of experts, representing major world computing magazines, selected the two Atari ST computers. This is the second year the 520ST computer has received this honor.*

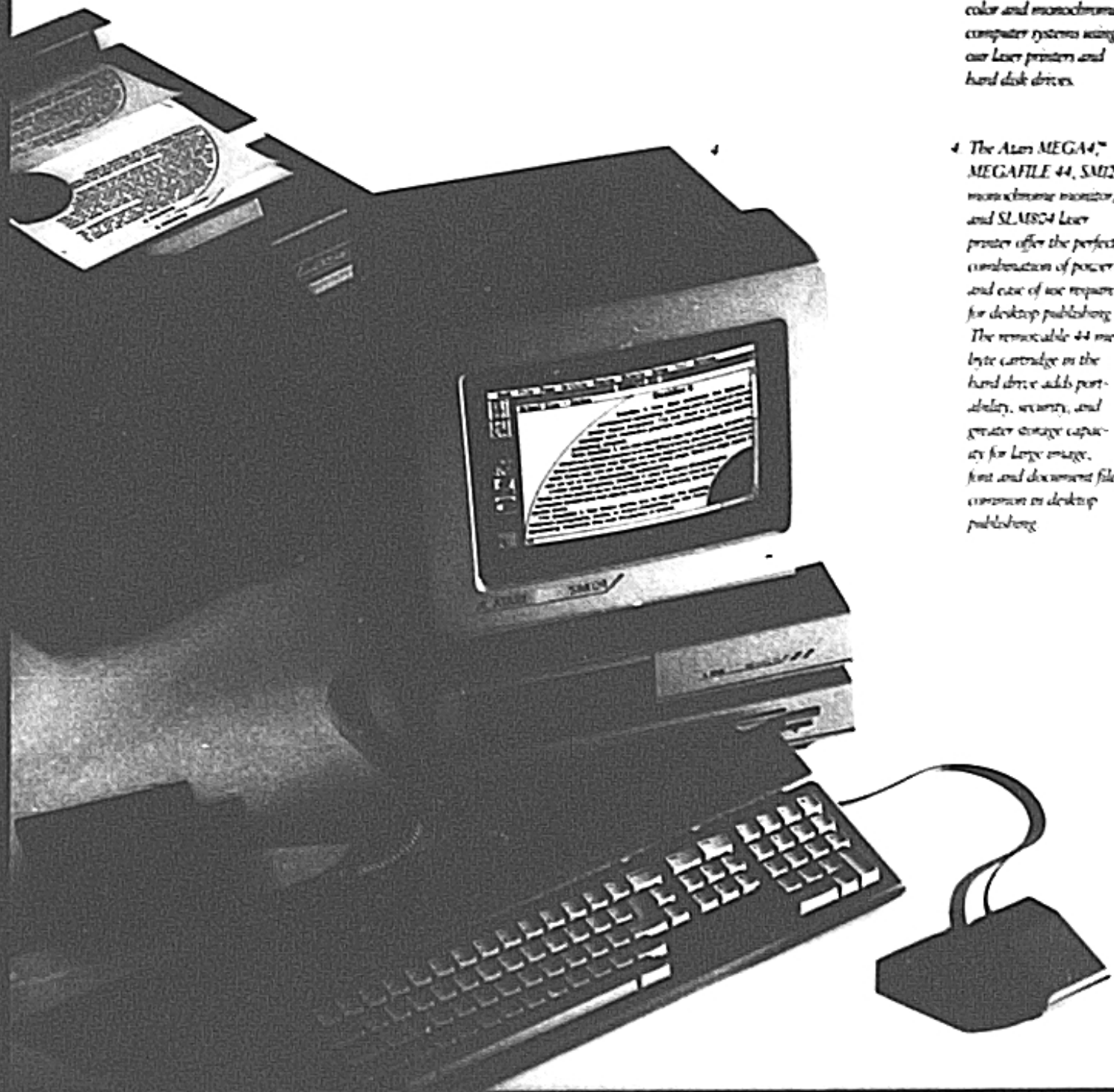


*1. Games are played and tested dozens of times to assure perfect play.*

*2. At the city administration building in Turin, Italy, high tech Atari desktop publishing systems complement the traditional decor of elegant offices.*

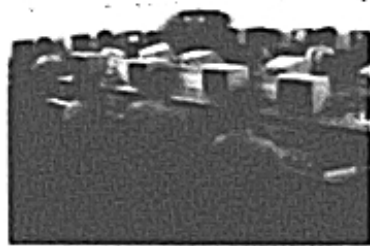
*3. At the Guildford Grammar School in Perth, Western Australia, students work on Atari color and monochrome computer systems using our Laser printers and hard disk drives.*

*4. The Atari MEGA4™, MEGAFILE 44, SM124™ monochrome monitor, and SL1824 Laser printer offer the perfect combination of power and ease of use required for desktop publishing. The removable 44 megabyte cartridge in the hard drive adds portability, security, and greater storage capacity for large image, font and document files common in desktop publishing.*



of Walmart, Rose's Department Stores, and a growing number of smaller, independent toy stores. Software continues to drive this business. Accordingly, thirty-five new game titles were released during 1988.

Plans for the coming year include an aggressive software acquisition and development program aimed at securing and creating new arcade and original games. The most innovative Atari video game system ever is scheduled for release in 1990.



Keeping pace with our expansion plans, Atari Germany and Atari France are preparing to relocate to larger facilities. Our newer subsidiaries, such as Atari Australia, have already begun to expand the Atari brand in their countries. The two largest school districts on the continent, New South Wales and Victoria, have already standardized on the Atari 1040ST as the computer of choice. The video game business is experiencing a resurgence down under, and our 2600 has become Australia's number one selling video entertainment product. Additionally, Atari is now selling directly in New Zealand and Scandinavia. In Spain and Mexico we are experiencing increased sales of both video games and computer products. Our XT line of 8-bit computer systems is extremely popular throughout Eastern Europe, and most recently, has begun to appear on retail shelves in the Soviet Union. The 2600 video game system is now being offered in the People's Republic of China.

The future for Atari is very bright, indeed. A great many positive and promising developments occurred during the past twelve months. Among the products we will be bringing to market in 1989 are:

**Atari PORTFOLIO:** The Atari PORTFOLIO is a hand held personal computer that uses a DOS 2.11 compatible operating system. Not a laptop, this true personal computer measures just 7-inches by 4-inches and is about 1-inch thick. It has a built-in diary, address book/telephone tone dialer, Lotus 1-2-3 file compatible spread-

sheet, and an editing program. The PORTFOLIO features a large, legible 'Supertwist' Liquid Crystal Display, a familiar QWERTY keyboard layout, and an expansion connector for optional peripherals. This hand held portable uses removable memory cards the size of a credit card for storage of programs and data.

**ATW:** The Atari Transputer Workstation (ATW) is a powerful personal graphics workstation with a palette of over 16 million colors. The system is designed around the Inmos' T800 microprocessor which has a sustained performance of 1.5 million floating point operations per second (MFLOPS).

The ATW features video resolution of up to 1280 x 960 pixels and has a dedicated graphics co-processor. By exploiting the ATW's parallel processing architecture, more power can be added as needed for the job. The Helios operating system allows distribution of tasks across a network of ATW's. The user interface is the industry standard X-Windows.

**Atari PC4.** Our Atari PC4 is a 12 MHz Intel 80286-based PC/AT compatible personal computer. The system includes a high performance video subsystem, a high density floppy disk drive, a 44 megabyte removable cartridge, 2 serial ports, and a parallel printer port. Its VGA video can accommodate a variety of analog and digital monitors.

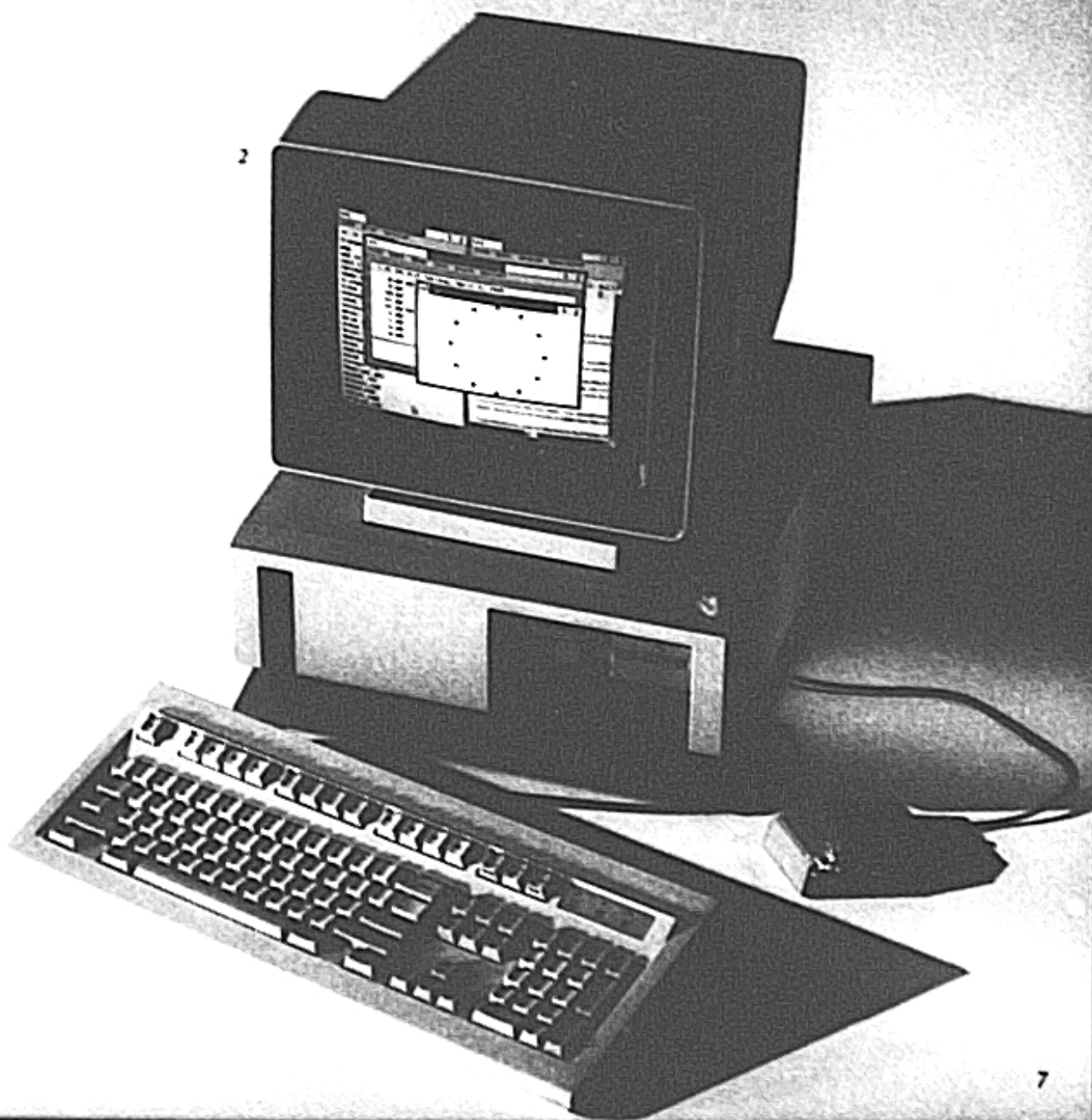
**Atari TT.** The 68030 based Atari TT will be the newest member of our flagship line. In addition to running existing ST software, the TT can also run the industry standard Unix operating system with the X-Windows graphical user interface. This powerful computer features stereo sampled sound and six video resolutions, up to 1280 x 960 (monochrome) and 640 x 480 (color), from a palette of over 256,000 colors. The TT will be able to interface with the outside world through industry standard SCSI, VME, MIDI and RS232 ports. Local Area Networking (LAN) comes standard on the TT system and Ethernet will be available to further enhance this product.





1. The new Atari  
PORTFOLIO Portable  
hand held computer  
is a powerful  
MS-DOS<sup>®</sup> compatible  
system.

2. The new Atari PC4<sup>™</sup>  
includes Microsoft Win-  
dows 286<sup>™</sup> and a VGA<sup>™</sup>  
high resolution color  
monitor. The PC41  
powerful 12MHz, 286  
processor runs a vast  
library of MS-DOS  
business and recreational  
software available  
throughout the world.



**Atari MEGAFILE 44:** The MEGAFILE 44 brings the convenience of rugged removable data cartridges to the Atari ST and MEGA series. Each 44 megabyte cartridge is only half an inch thick, allowing you to easily transport data from one system to another or to lock away sensitive information.

**Atari STACY:** This is our ST compatible laptop model. With 1, 2 or 4 megabytes of usable RAM, the portable STACY computer features a 640 x 400 Supertwist LCD, and is fully compatible with the ST and MEGA series of computers and peripherals.

Our products, both present and planned for release in 1989, provide an arsenal of computing power to meet the broadest range of needs for our constantly growing computer-oriented world.

Atari has two primary objectives in the year ahead. The first is to complete the disposition of the Federated Group, which will be done as smoothly and quickly as possible. The second major goal is to concentrate on our continuing operations. We plan to introduce new, exciting products and expand in all markets.

With the continued dedication of our employees and support from our shareholders and vendors we look forward to future profitability and success.



SAM TRAMIEL, President



1. New hardware products, such as the STACY laptop portable computer are designed by Atari Japan engineers.

2. The new Atari STACY laptop with its high resolution liquid crystal display is fully compatible with all Atari ST and MEGA Systems.



## Notes To Summary Consolidated Financial Statements

This year's financial report has been written in summary format for the first time to present complex financial information in a brief and easy-to-read format.

The Company's complete consolidated financial statements and audit report from which these summary financial statements have been derived are included in the Form 10-K.

Those readers who require more detailed information may request a copy of the Company's Form 10-K directly from the Company.

### Summary Consolidated Balance Sheets

(dollars in thousands)

	December 31,	
	1988	1987
<b>Assets</b>		
<b>CURRENT ASSETS:</b>		
Cash and equivalents	\$ 91,890	\$ 76,086
Short term investments	-	18,008
Receivables	100,564	90,861
Inventories	117,903	123,756
Prepaid expenses & supplies	3,403	2,217
Other current tax assets	10,322	-
Net current assets of discontinued operations	-	20,818
Total current assets	324,082	331,746
PROPERTY, net	8,463	7,343
NET NON CURRENT ASSETS OF DISCONTINUED OPERATIONS	-	36,192
OTHER ASSETS	5,813	10,621
<b>TOTAL</b>	<b>\$ 338,358</b>	<b>\$ 385,902</b>
<b>Liabilities and Shareholders' Equity</b>		
<b>CURRENT LIABILITIES:</b>		
Notes payable	\$ 18,509	\$ 9,333
Accounts payable	52,651	69,512
Net current liabilities of discontinued operations	47,401	-
Income taxes payable	11,435	19,212
Accrued liabilities	50,131	45,370
Total current liabilities	180,127	143,247
LONG-TERM OBLIGATIONS	75,000	75,000
SHAREHOLDERS' EQUITY		
Common stock	577	577
Additional paid-in capital	142,658	142,247
Notes receivable from sale of common stock	(1,141)	(1,417)
Retained earnings (deficit)	(59,941)	24,873
Accumulated translation adjustments	1,082	1,371
Total shareholders' equity	83,231	167,651
<b>TOTAL</b>	<b>\$ 338,358</b>	<b>\$ 385,902</b>

See note to summary consolidated financial statements.

## Summary Consolidated Statements of Operations

(in thousands, except per share data)

	Year Ended December 31,		
	1988	1987	1986
NET SALES	\$ 452,201	\$ 362,608	\$ 258,331
COSTS AND OPERATING EXPENSES	392,609	290,592	209,916
OPERATING INCOME	59,592	72,016	48,415
Other income (expense), net	(1,657)	7,262	5,201
Interest income	5,351	7,121	1,866
Interest expense	(4,783)	(3,167)	(8,049)
Income before income taxes	58,503	83,232	47,433
Provision for income taxes	19,100	33,823	22,183
INCOME FROM CONTINUING OPERATIONS BEFORE EXTRAORDINARY CREDIT	39,403	49,409	25,250
Discontinued operations:			
Loss from operations of The Federated Group	(67,166)	(5,257)	-
Provision for disposition of The Federated Group	(57,055)	-	-
Income (loss) before extraordinary item	(84,818)	44,152	25,250
Extraordinary credit - tax reduction from use of net operating loss carryforwards	-	13,277	19,466
NET INCOME (LOSS)	\$ (84,818)	\$ 57,429	\$ 44,716
EARNINGS PER COMMON AND COMMON EQUIVALENT SHARE:			
PRIMARY:			
Income from continuing operations	\$ 0.68	\$ 0.85	\$ 0.53
Income (loss) before extraordinary credit	\$ (1.46)	\$ 0.76	\$ 0.53
Net income (loss)	\$ (1.46)	\$ 0.99	\$ 0.95
FULLY DILUTED:			
Income from continuing operations	\$ 0.67	\$ 0.83	\$ 0.53
Income (loss) before extraordinary credit	\$ (1.31)	\$ 0.74	\$ 0.53
Net income (loss)	\$ (1.31)	\$ 0.96	\$ 0.95
Number of shares used in the computation:			
Primary	57,964	58,052	48,974
Fully diluted	62,562	61,500	49,130

See note to summary consolidated financial statements.

## Summary Consolidated Statements of Cash Flows

(in thousands)

	Year Ended December 31,		
	1988	1987	1986
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net cash provided by continuing operations	\$ 2,169	\$ 23,283	\$ 31,309
Net cash provided (used) by discontinued operations	(19,810)	1,811	-
Net cash provided (used) by operating activities	(17,641)	25,094	31,309
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchase of The Federated Group	-	(64,078)	-
Net short-term investments and restricted cash	18,008	(16,333)	(1,675)
Other assets	4,808	(7,522)	-
Property purchases	(2,481)	(3,131)	(860)
Sale of property	224	117	996
Net cash provided (used) by investing activities	20,559	(90,951)	(1,539)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Additions to borrowings	-	75,000	19,997
Repayment of borrowings	-	(2,243)	(54,234)
Net short-term borrowings	9,330	9,153	-
Issuance of common stock	687	652	54,972
Net cash provided by financing activities	10,017	82,562	20,735
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND EQUIVALENTS</b>			
	2,869	(11,398)	(6,140)
<b>NET INCREASE IN CASH AND EQUIVALENTS</b>	<b>15,804</b>	<b>5,307</b>	<b>44,365</b>
<b>CASH AND EQUIVALENTS:</b>			
Beginning of year	76,086	70,779	26,414
End of year	<u>\$ 91,890</u>	<u>\$ 76,086</u>	<u>\$ 70,779</u>
<b>OTHER CASH FLOW INFORMATION (FROM CONTINUING OPERATIONS)</b>			
Interest paid	\$ 4,732	\$ 480	\$ 7,824
Income taxes paid	14,534	527	479
<b>NON CASH INVESTING AND FINANCING ACTIVITIES:</b>			
Conversion of WCI stock right into common stock			\$ 27,500
Common stock exchanged for 10.5% notes and accrued interest due WCI			\$ 27,166
Notes issued to supplier			\$ 3,816

See note to summary consolidated financial statements.

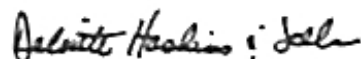
**Independent Auditors' Report**

To the Shareholders and Board of Directors  
of Atari Corporation:

**Deloitte  
Haskins & Sells**

We have audited, in accordance with generally accepted auditing standards, the consolidated balance sheets of Atari Corporation and its subsidiaries as of December 31, 1988 and 1987 and the related consolidated statements of operations, shareholders' equity and cash flows for each of the three fiscal years in the period ended December 31, 1988. Such consolidated financial statements and our report (which expressed an unqualified opinion) thereon dated March 8, 1989 are included with the proxy statement for the Company's 1988 annual meeting of shareholders and is not presented herein. The accompanying summary consolidated financial statements are the responsibility of the Company's management.

In our opinion, the information set forth in the accompanying summary consolidated balance sheets of the Company and its subsidiaries as of December 31, 1988 and 1987 and the related summary consolidated statements of operations and cash flows for each of the three fiscal years in the period ended December 31, 1988 is fairly stated in all material respects in relation to the Company's consolidated financial statements from which it has been derived.



DELOITTE HASKINS & SELLS  
San Jose, California

March 8, 1989

**Corporate Directory****Directors**

JACK TRAMIEL  
Chairman of the Board

SAMUEL W. L. CHIN  
Vice President

GREGORY A. PRATT  
Vice President-Finance, Chief  
Financial Officer

MICHAEL ROSENBERG  
Chairman & Chief Executive  
Officer-Ross & Roberts, Inc.

LEONARD I. SCHREIBER  
Partner-Schreiber & McBride

SAM TRAMIEL  
President, Chief Executive  
Officer

**Officers**

JACK TRAMIEL  
Chairman of the Board

SAM TRAMIEL  
President, Chief Executive  
Officer

SAMUEL W. L. CHIN  
Vice President

STEVEN M. KAWALICK  
Vice President-Treasurer

GREGORY A. PRATT  
Vice President-Finance, Chief  
Financial Officer

ELTON SOUTHARD  
Vice President-Semiconductor  
Operations

TARO TOKAI  
Vice President

GARRY TRAMIEL  
Vice President-Administration  
and Secretary

LEONARD TRAMIEL  
Vice President-Software  
Development

**Corporate Information**

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Registrar and Transfer Company  
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AUDITORS  
Deloitte Haskins & Sells  
Suite 1200  
One Almaden Blvd.  
San Jose, CA 95113

GENERAL COUNSEL  
Schreiber and McBride  
30 Park Avenue  
New York, NY 10016

ANNUAL MEETING  
The Annual Meeting of Share-  
holders will be held on Tuesday,  
May 16, 1989 at 2:00 p.m. at the  
Atari corporate meeting room  
390 Caribbean Drive  
Sunnyvale, CA 94089.

FORM 10-K ANNUAL REPORT  
A copy of the Company's Annual  
Report on Form 10-K (exclusive  
of exhibits) as filed with the  
Securities and Exchange Com-  
mission is available on request  
directly from the Company.

Atari U.S. Corporation  
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179641 International  
Fax: 425-741-4126  
425-741-0179

Atari Explorer —  
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7 Hilltop Road  
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Tel: 121-441-8227

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Fax: 114-484-8644

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Fax: 61-2-837-2110

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Fax: 49-642-22982

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Fax: 44-710-92294

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Fax: 84-1-348-661

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Fax: 39-2-619-4248

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Tlx: 759-241443  
Fax: 81-3-472-7109

Mexico  
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Fabricante S.A. de C.V.  
Viveros de Atizapan No. 1  
Viveros de la Loma  
Tlalnequinta  
Estado de Mexico  
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Fax: 921-398-9446

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Fax: 31-4471-77122

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Switzerland  
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Tlx: 841-821217 RASC  
Fax: 41-5-621-1251  
&  
Chemin Renois 2  
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P.O. Box 12, Tam-Shui  
Taipei  
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Tlx: 784-1021/1038  
Fax: 886-2-622-3662

Atari, the Atari logo, ATW, MEGA, MEGAFIRE, MEGAFIRE 32, MEGAFIRE 44, PC 4, PC 1,  
PORTHOLE, STACY, IOS, TUM, 412SL, 424SL, 486SL, and 7802 are trademarks or registered  
trademarks of Atari Corporation. The Federal Group, Inc., Bell Laboratories UNIX and  
X-Window, Inmos Group of Companies Inmos, D221 International Business Machines Corpora-  
tion VGA, Lotus Development Corporation Lotus 1-2-3, Microsoft Corporation MS-DOS and  
Windows 3.11, Nintendo of America, Inc., Nintendo, Rose's Stores, Inc., Rose's, and Xerox  
Corporation Ethernet are trademarks or registered trademarks of their respective companies.

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3719624 International  
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428-745-0279

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Tel: 214-484-7812  
Fax: 214-484-8664

Australia  
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Tel: 61-2-825-2444  
Fax: 61-2-887-2231

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