

Documents submitted to the Annual General Meeting of ABC Data S.A. convened for 16 June 2015

On 19 March 2015, ABC Data S.A. published its annual report No. R 2014 comprising:

- the Management Board's report on the activities of ABC Data S.A. for 2014,
 - the annual separate financial statements of ABC Data S.A. for 2014,
- the opinion and report on the audit of the annual separate financial statements of ABC Data S.A. for 2014.

On 19 March 2015, ABC Data S.A. published its annual report No. RS 2014 comprising:

- the Management Board's report on the activities of ABC Data S.A. Capital Group for 2014,
- the annual consolidated financial statements of ABC Data S.A. Capital Group for 2014,
- the opinion and report on the audit of the annual consolidated financial statements of ABC Data S.A. Capital Group for 2014.

These documents were published on ABC Data S.A.'s website at www.abcddata.com.pl and are also available at the registered office of ABC Data S.A.

Warsaw, 12 May 2015

**Motion of the Management Board of ABC Data S.A.
to the Annual General Meeting of ABC Data S.A.
regarding the distribution of net profit of ABC Data S.A. for 2014
and recommending the dividend payout**

The Management Board of ABC Data S.A. hereby recommends to the Annual General Meeting of ABC Data S.A. as follows:

- 1) that the net profit of ABC Data S.A. for the financial year 2014 amounting to PLN 43,216,223.70 (forty-three million two hundred sixteen two hundred and twenty-three thousand Polish zlotys and seventy grosz) be fully distributed to the shareholders of ABC Data S.A. as dividend;
- 2) that an amount not exceeding PLN 1,879,859.94 (one million eight hundred seventy-nine thousand eight hundred and fifty-nine Polish zlotys and ninety-four grosz) be transferred from the Company's reserves created from previous year profits to the Dividend Fund to be distributed to the shareholders of ABC Data S.A. as dividend;
- 3) after taking into account the values referred to in paragraphs 1 to 2 above, that the aggregate amount not exceeding PLN 45,096,083.64 (forty-five million ninety-six thousand and eighty-three Polish zlotys and sixty four grosz), i.e. PLN 0.36 (thirty-six grosz) per share, be distributed to the shareholders of ABC Data S.A. as dividend after the relevant resolutions are adopted by the Annual General Meeting.

Resolutions of the Supervisory Board of ABC Data S.A. containing the opinion of the Supervisory Board of ABC Data S.A. on the matters that are to be resolved at the Annual General Meeting convened for 16 June 2015, the report of the Supervisory Board of ABC Data S.A. on the activities of the Supervisory Board of ABC Data S.A. in 2014 and the resolution on the opinion to draft resolutions of the Annual General Meeting of ABC Data S.A.

**Resolution No 19/2015 dated 14 May 2015
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on assessing the Management Board's report on the activities of ABC Data S.A.
for 2014**

**Resolution No 19/2015, dated 14th May 2015,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on assessment of the Management Board report on activity of ABC Data S.A.
for the financial year 2014**

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), under § 7(1) of the Rules of Procedure of the Supervisory Board approved by Resolution No. 29 of the Annual General Meeting dated 23 June 2014 and pursuant to Article 382(3) of the Commercial Companies Code and § 15(2)(a) of the Company's Articles of Association (consolidated text adopted by Resolution No. 7 of the Extraordinary General Meeting dated 25 November 2014), hereby resolves as follows:

§ 1

To positively assess the Management Board's report on the activities of the Company for 2014 and to recommend that it be approved by the Annual General Meeting.

§ 2

This resolution becomes effective when adopted.

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 of the Regulations of the Supervisory Board, approved by the resolution No 29 of the Ordinary Shareholders' Meeting, dated 23rd June 2014 and pursuant to article 382 clause 3 of the Code of commercial companies and § 15 clause 2 letter a of the Articles of Association (unified text adopted by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 25th November 2014), hereby resolves as follows:

§ 1

The Supervisory Board has positively assessed the Management Board report on the activity of the Company for the financial year 2014 and recommends to the Ordinary Shareholders' Meeting to approve it.

§ 2

This resolution comes in force on the day it is taken.

**Resolution No 20/2015 dated 14 May 2015
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw**

on assessing the separate financial statements for 2014

**Resolution No 20/2015, dated 14th May 2015,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on assessment of a separate financial statement for the financial year 2014**

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), under § 7(1) of the Rules of Procedure of the Supervisory Board approved by Resolution No. 29 of the Annual General Meeting dated 23 June 2014 and pursuant to Article 382(3) of the Commercial Companies Code and § 15(2)(a) of the Company's Articles of Association (consolidated text adopted by Resolution No. 7 of the Extraordinary General Meeting dated 25 November 2014), hereby resolves as follows:

§ 1

To positively assess the separate financial statements of the Company for 2014 which comprise:

- 1) balance sheet as at 31 December 2014 showing total assets, equity and liabilities amounting to **PLN 867,669 thousand**;
- 2) statement of comprehensive income for the year then ended showing total comprehensive income amounting to **PLN 37,194 thousand** and net profit of **PLN 43,216 thousand**;
- 3) statement of changes in equity for the year then ended showing a decrease in equity by **PLN 7,397 thousand**;
- 4) separate cash flow statement for the year then ended showing a decrease in net cash by **PLN 1,283 thousand**;
- 5) notes;

and to recommend that the separate financial statements of the Company for the financial year 2014 be approved by the Annual General Meeting.

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 of the Regulations of the Supervisory Board, approved by the resolution No 29 of the Ordinary Shareholders' Meeting, dated 23rd June 2014 and pursuant to article 382 clause 3 of the Code of commercial companies and § 15 clause 2 letter a of the Articles of Association (unified text adopted by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 25th November 2014), hereby resolves as follows:

§ 1

The Supervisory Board has positively assessed the separate financial statements of the Company for the financial year 2014 comprising:

- 1) the balance sheet as at December 31, 2014 with total assets and total liabilities and equity of **PLN 867 669 thousand**;
- 2) the separate statement of comprehensive income for the year then ended with a total comprehensive income of **PLN 37 194 thousand** and net profit of **PLN 43 216 thousand**;
- 3) the separate statement of changes in equity for year then ended with a decrease in equity of **PLN 7 397 thousand**;
- 4) the separate cash flow statement for the year then ended with an decrease of cash of **PLN 1 283 thousand**;
- 5) explanatory information to the separate financial statements

and recommends to the Ordinary Shareholders' Meeting the approval of the separate financial statements of the Company for the 2014 financial year.

Resolution No 21/2015 dated 14 May 2015
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on assessing the Management Board's report on the activities of ABC Data S.A. Capital Group
for 2014

Resolution No 21/2015, dated 14th May 2015,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on assessment of the Management Board report on the activity of the ABC Data S.A. Capital Group
for the financial year 2014

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), under § 7(1) of the Rules of Procedure of the Supervisory Board approved by Resolution No. 29 of the Annual General Meeting dated 23 June 2014 and pursuant to Article 382(3) of the Commercial Companies Code and § 15(2)(a) of the Company's Articles of Association (consolidated text adopted by Resolution No. 7 of the Extraordinary General Meeting dated 25 November 2014), hereby resolves as follows:

§ 1

To positively assess the Management Board's report on the activities of ABC Data S.A. Capital Group for 2014 and to recommend that it be approved by the Annual General Meeting.

§ 2

This resolution becomes effective when adopted.

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 of the Regulations of the Supervisory Board, approved by the resolution No 29 of the Ordinary Shareholders' Meeting, dated 23rd June 2014 and pursuant to article 382 clause 3 of the Code of commercial companies and § 15 clause 2 letter a of the Articles of Association (unified text adopted by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 25th November 2014), hereby resolves as follows:

§ 1

The Supervisory Board has positively assessed the Management Board report on the activity of ABC Data S.A. Capital Group for the financial year 2014 and recommends to the Ordinary Shareholders' Meeting to approve it.

§ 2

The resolution comes in force on the day it is taken.

Resolution No 22/2015 dated 14 May 2015
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on assessing the consolidated financial statements for 2014

Resolution No 22/2015, dated 14th May 2015,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on assessment of a consolidated financial statement for the financial year 2014

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), under § 7(1) of the Rules of Procedure of the Supervisory Board approved by Resolution No. 29 of the Annual General Meeting dated 23 June 2014 and pursuant to Article 382(3) of the Commercial Companies Code and § 15(2)(a) of the Company's Articles of Association (consolidated text adopted by Resolution No. 7 of the Extraordinary General Meeting dated 25 November 2014), hereby resolves as follows:

§ 1

To positively assess the consolidated financial statements of ABC Data S.A. Capital Group for 2014 which comprise:

- 1) consolidated balance sheet as at 31 December 2014 showing total assets, equity and liabilities amounting to **PLN 948,364 thousand**;
- 2) consolidated statement of comprehensive income for the year then ended showing total comprehensive income amounting to **PLN 27,438 thousand** and net profit of **PLN 33,282 thousand**;
- 3) consolidated statement of changes in equity for the year then ended showing a decrease in consolidated equity by **PLN 17,123 thousand**;
- 4) consolidated cash flow statement for the year then ended showing an increase in net cash by **PLN 17,102 thousand**;

5) notes;

and to recommend that the consolidated financial statements of ABC Data S.A. for 2014 be approved by the Annual General Meeting.

§ 2

This resolution becomes effective when adopted.

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 of the Regulations of the Supervisory Board, approved by the resolution No 29 of the Ordinary Shareholders' Meeting, dated 23rd June 2014 and pursuant to article 382 clause 3 of the Code of commercial companies and § 15 clause 2 letter a of the Articles of Association (unified text adopted by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 25th November 2014), hereby resolves as follows:

§ 1

The Supervisory Board has positively assessed the consolidated financial statement of ABC Data S.A. Capital Group for the 2014 financial year comprising:

- 1) the consolidated balance sheet as at December 31, 2014 with total assets and total liabilities and equity of **PLN 948 364 thousand**;
- 2) the consolidated statement of comprehensive income for the year then ended with a total comprehensive income of **PLN 27 438 thousand** and net profit of **PLN 33 282 thousand**;
- 3) the consolidated statement of changes in equity for year then ended with a decrease in equity of **PLN 17 123 thousand**;
- 4) the consolidated cash flow statement for the year then ended with an increase of cash of **PLN 17 102 thousand**;
- 5) explanatory information to the consolidated financial statement

and recommends to the Ordinary Shareholders' Meeting the approval of the consolidated financial statement of ABC Data S.A. Capital Group for the financial year 2014.

§ 2

This resolution come in force on the day it is taken.

Resolution No 23/2015 dated 14 May 2015
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on assessing the Management Board's motion regarding the distribution of net profit of ABC Data
S.A. and recommending the dividend payout for 2014

Resolution No 23/2015, dated 14th May 2015,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on assessment of the motion of the Management Board on distribution of the net profit of ABC
Data S.A. and payment the dividend for the financial year 2014

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), under § 7(1) of the Rules of Procedure of the Supervisory Board approved by Resolution No. 29 of the Annual General Meeting dated 23 June 2014 and pursuant to Article 382(3) of the Commercial Companies Code and § 15(2)(a) of the Company's Articles of Association (consolidated text adopted by Resolution No. 7 of the Extraordinary General Meeting dated 25 November 2014), hereby resolves as follows:

§ 1

To positively assess the Management Board's motion regarding the distribution of the Company's net profit for 2014 and recommending the dividend payout and to recommend to the Annual General Meeting as follows:

- 1) that the net profit of ABC Data S.A. for 2014 amounting to **PLN 43,216,223.70** be fully distributed to the shareholders of ABC Data S.A. as dividend;
- 2) that an amount not exceeding **PLN 1,879,859.94** be transferred from the Company's reserves created from previous year profits to the Dividend Fund to be distributed to the shareholders of ABC Data S.A. as dividend;
- 3) after taking into account the values referred to in paragraphs 1 to 2 above, that an aggregate amount of not more than **PLN 45,096,083.64**, i.e. **PLN 0.36** per share, be distributed to the shareholders of ABC Data S.A. as dividend after the relevant resolutions are adopted by the Annual General Meeting.

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 of the Regulations of the Supervisory Board, approved by the resolution No 29 of the Ordinary Shareholders' Meeting, dated 23rd June 2014 and pursuant to article 382 clause 3 of the Code of commercial companies and § 15 clause 2 letter a of the Articles of Association (unified text adopted by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 25th November 2014), hereby resolves as follows:

§ 1

The Supervisory Board has positively assessed the motion of the Management Board on distribution of the Company's net profit for the financial year 2014 and recommendation pay the dividend and recommends to the Ordinary Shareholders' Meeting:

- 1) the Company's net profit for the financial year 2014 in the amount of **PLN 43,216,223.70** to assign for the dividend for the Company's shareholders,
- 2) the amount of not more than **PLN 1,879,859.94** to allocate from the supplementary capital from retained earnings from previous years, for the Dividend Fund to be assigned for dividend for the Company's shareholders,
- 3) taking into consideration clause 1) and clause 2) above to pay the dividend in the amount of not more than **PLN 45.096.083,64** it means the amount of **PLN 0,36** for each share, for Company's shareholders according to proper resolutions taken by the Ordinary Shareholders' Meeting.

§ 2

This resolution becomes effective when adopted.

§ 2

This resolution comes in force on the day it is taken.

**Resolution No 24/2015 dated 14 May 2015
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on recommending the granting of discharge to Mr Norbert Biedrzycki in respect of his performance
of duties as President of the Management Board in the financial year 2014**

**Resolution No 24/2015, dated 14th May 2015,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on recommendation for granting a vote of acceptance to Mr Norbert Biedrzycki, confirming the
discharge of his duties as the President of the Management Board in the financial year 2014**

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7(1) and § 2(4) of the Rules of Procedure of the Supervisory Board approved by Resolution No. 29 of the Annual General Meeting dated 23 June 2014, and part III clause 1 point 3 of the Code of Best Practice for WSE Listed Companies, hereby resolves as follows:

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 and § 2 clause 4 of the Regulations of the Supervisory Board, approved by the resolution No 29 of the Ordinary Shareholders' Meeting, dated 23rd June 2014, and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies hereby resolves as follows:

§ 1

The Supervisory Board recommends to the Annual General Meeting that Mr Norbert Biedrzycki be refused discharge in respect of his performance of duties as the President of the Management Board in 2014.

§ 1

The Supervisory Board recommends to the Ordinary Shareholders' Meeting not to grant a vote of acceptance to Mr Norbert Biedrzycki, confirming the discharge of his duties as the President of the Management Board in the financial year 2014.

§ 2

This resolution becomes effective when adopted.

§ 2

This resolution comes in force on the day it is taken.

**of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on recommending the granting of discharge to Ms Ilona Weiss in respect of her performance of
duties as Vice-President of the Management Board in 2014**

**Resolution No 25/2015, dated 14th May 2015,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on recommendation for granting a vote of acceptance to Mrs Ilona Weiss, confirming the discharge
of her duties as the Vice-President of the Management Board in the financial year 2014**

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7(1) and § 2(4) of the Rules of Procedure of the Supervisory Board approved by Resolution No. 29 of the Annual General Meeting dated 23 June 2014, and part III clause 1 point 3 of the Code of Best Practice for WSE Listed Companies, hereby resolves as follows:

§ 1

The Supervisory Board recommends to the Annual General Meeting that Ms Ilona Weiss be granted discharge in respect of her performance of duties as Vice-President of the Management Board in 2014.

§ 2

This resolution becomes effective when adopted.

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 and § 2 clause 4 of the Regulations of the Supervisory Board, approved by the resolution No 29 of the Ordinary Shareholders' Meeting, dated 23rd June 2014, and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies hereby resolves as follows:

§ 1

The Supervisory Board recommends to the Ordinary Shareholders' Meeting to grant a vote of acceptance to Mrs Ilona Weiss, confirming the discharge of her duties as the Vice-President of the Management Board in the financial year 2014.

§ 2

This resolution comes in force on the day it is taken.

**Resolution No 26/2015 dated 14 May 2015
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on recommending the granting of discharge to Mr Dobrosław Wereszko in respect of his
performance of duties as Member of the Management Board in 2014**

**Resolution No 26/2015, dated 14th May 2015,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on recommendation for granting a vote of acceptance to Mr Dobrosław Wereszko, confirming the
discharge of his duties as the Member of the Management Board in the financial year 2014**

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7(1) and § 2(4) of the Rules of Procedure of the Supervisory Board approved by Resolution No. 29 of the Annual General Meeting dated 23 June 2014, and part III clause 1 point 3 of the Code of Best Practice for WSE Listed Companies, hereby resolves as follows:

§ 1

The Supervisory Board recommends to the Annual General Meeting that Mr Dobrosław Wereszko be granted discharge in respect of his performance of duties as Member of the Management Board in 2014.

§ 2

This resolution becomes effective when adopted.

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 and § 2 clause 4 of the Regulations of the Supervisory Board, approved by the resolution No 29 of the Ordinary Shareholders' Meeting, dated 23rd June 2014, and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies hereby resolves as follows:

§ 1

The Supervisory Board recommends to the Ordinary Shareholders' Meeting to grant a vote of acceptance to Mr Dobrosław Wereszko, confirming the discharge of his duties as the Member of the Management Board in the financial year 2014.

§ 2

The resolution comes in force on the day it is taken.

**Resolution No 27/2015 dated 14 May 2015
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on approving the Supervisory Board's report for 2014**

**Resolution No 27/2015, dated 14th May 2015,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on approval of the Supervisory Board report for the financial year 2014**

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), under § 7(1) of the Rules of Procedure of the Supervisory Board approved by Resolution No. 29 of the Annual General Meeting dated 23 June 2014 and pursuant to Article 382(3) of the Commercial Companies Code and § 15(2)(a) of the Company's Articles of Association (consolidated text adopted by Resolution No. 7 of the Extraordinary General Meeting dated 25 November 2014), and part III clause 1 point 1 of Code of Best Practice for WSE Listed Companies, hereby resolves as follows:

§ 1

The Supervisory Board resolves to approve the Supervisory Board's report attached hereto comprising:

- 1) report on the Supervisory Board's activities in 2014 with the evaluation of the Company's standing, including an evaluation of the internal control and significant risk management systems;
- 2) assessment of the Company's separate and consolidated financial statements for 2014;
- 3) assessment of the Management Board's reports on the activities of the Company and the Capital Group in 2014;
- 4) assessment of the Management Board's motion regarding the distribution of the Company's net profit for 2014;
- 5) the Supervisory Board's motions to the Annual General Meeting regarding the assessment listed in paragraphs 1 to 4;

and to submit them to the Annual General Meeting for its approval.

§ 2

This resolution becomes effective when adopted.

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 of the Regulations of the Supervisory Board, approved by the resolution No 29 of the Ordinary Shareholders' Meeting, dated 23rd June 2014 and pursuant to article 382 clause 3 of the Code of commercial companies and § 15 clause 2 letter a of the Articles of Association (unified text adopted by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 25th November 2014), and part III clause 1 point 1 of Code of Best Practice for WSE Listed Companies hereby resolves as follows:

§ 1

The Supervisory Board approves the report of the Supervisory Board, attached as appendix hereto, including:

- 1) report on the activity of the Supervisory Board in the financial year 2014 with the Company's standing including an evaluation of the internal control system and the significant risk management system,
- 2) assessment of the Company's separate and consolidated financial statements for the financial year 2014,
- 3) assessment of the reports of the Management Board on the activities of the Company and the Capital Group in the financial year 2014,
- 4) assessment of the Management Board's motion concerning distribution of the Company's net profit for the financial year 2014,
- 5) the Supervisory Board's motions to the Ordinary Shareholders' Meeting regarding the assessment pointed in clauses 1-4,

and to present it to the Ordinary Shareholders' Meeting.

§ 2

This resolution comes in force on the day it is taken.

**RESOLUTION NO. 35 OF THE SUPERVISORY BOARD OF ABC DATA S.A
DATED 14 MAY 2015
ON IMPLEMENTING THE INCENTIVE SCHEME AT ABC DATA S.A.
FOR THE MANAGEMENT BOARD MEMBERS**

**RESOLUTION NO. 35 OF THE SUPERVISORY BOARD OF ABC DATA S.A
DATED 14TH MAY 2015
IMPLEMENTING THE INCENTIVE SCHEME at ABC DATA S.A.
FOR THE MEMBERS OF THE MANAGEMENT BOARD**

<p>The Supervisory Board of ABC Data Spółka Akcyjna with its registered office in Warsaw (the "Company"), acting under § 15(2)(I) of the Company's Articles of Association hereby resolves as follows:</p> <p style="text-align:center">§ 1.</p> <ol style="list-style-type: none">1. The Supervisory Board of the Company resolves to recommend to the General Meeting that an incentive scheme be implemented in the Company (the "Incentive Scheme").2. The Incentive Scheme will involve the issue of I series subscription warrants with the exclusion of the pre-emptive rights and the conditional share capital increase by issuing J series shares with the exclusion of the pre-emptive rights attached thereto.3. The detailed rules for implementing the Scheme are set out in the "Proposal of the 2015 Incentive Scheme Rules at ABC Data S.A." attached as Appendix 1 hereto. <p style="text-align:center">§2.</p> <p>This resolution becomes effective when adopted.</p> <p>Votes cast:, including for: votes, against: votes, abstained:</p>	<p>The Supervisory Board of ABC Data Spółka Akcyjna with its seat in Warsaw (hereinafter referred to as the „Company”), acting pursuant to § 15 sec. 2 point I) of the Company's Statutes resolves as follows:</p> <p style="text-align:center">§ 1.</p> <ol style="list-style-type: none">1. The Supervisory Board of the Company resolves to recommend to the General Meeting to implement an incentive scheme at the Company (hereinafter referred to as the „Incentive Scheme”).2. The Incentive Scheme shall be realized by way of issuance of series I subscription warrants with the exclusion of the right of first refusal and the conditional increase of the share capital by way of issue of series J shares with the exclusion of the right of first refusal concerning series J shares.3. The detailed rules for the implementation of the Scheme are set out in the „Proposal of Incentive Scheme By-Laws of ABC Data S.A. for 2015” attached as schedule no. 1 to this Resolution. <p style="text-align:center">§ 2.</p> <p>This Resolution enters into force as soon as it is adopted.</p> <p>Total number of votes, including votes for the resolution, against, abstained.</p>
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Appendix No. 1 to Resolution No. 35/2013 of the Supervisory Board of ABC Data S.A. dated 14 May 2015

Schedule no. 1 to Resolution no. 35 of the Supervisory Board of ABC Data S.A. dated 14th May 2015

<p>PROPOSAL OF THE 2015 INCENTIVE SCHEME RULES AT ABC DATA S.A.</p> <p align="center">§1</p> <p align="center">LEGAL BASIS AND OBJECTIVE</p> <p>This proposal of the 2015 Incentive Scheme Rules at ABC Data S.A., hereinafter referred to as the "Rules", lay down the detailed terms and conditions of implementing the incentive scheme for Members of the Management Board operated under the Resolution of the Annual General Meeting on determining the rules for implementing the Company's Incentive Scheme dated</p> <p>The Scheme seeks to motivate key persons for the Company to pursue financial goals and to build a long-term goodwill of the Company by establishing a link between the Scheme participants and the interest of the Company and its shareholders.</p> <p align="center">§2</p> <p align="center">DEFINITIONS</p> <p>Unless the context requires otherwise, all the terms defined herein have the following meanings:</p> <p>Shares Not more than 600,000 (six hundred thousand) J-series ordinary bearer shares issued by the Company pursuant to Resolution No. ... of the Annual General Meeting dated on issuing I series subscription warrants with the right to subscribe for J series shares in the Company with the exclusion of</p>	<p>PROPOSAL OF INCENTIVE SCHEME BY-LAWS OF ABC DATA S.A. FOR 2015</p> <p align="center">§1</p> <p align="center">LEGAL BASIS AND AIM OF THE SCHEME</p> <p>This Proposal of Incentive Scheme By-Laws of ABC Data S.A. for 2015, hereinafter referred to as the "By-Laws", determine the detailed conditions and principles, according to which an incentive scheme shall be realized in relation to members of the Company's Management Board adopted by the Resolution of the Ordinary General Meeting determining the implementation principles of the Company's Incentive Scheme dated</p> <p>The aim of the Scheme is to motivate persons of key significance for the Company in order to realize the financial targets and commence a long-term process of creating the Company's goodwill by establishing a link between the Scheme participants and the interest of the Company and its shareholders.</p> <p align="center">§2</p> <p align="center">DEFINITIONS</p> <p>Unless otherwise is stipulated by these By-laws, the following terms shall be assigned the following definitions:</p> <p>Shares Not more than 600,000 (say: six hundred thousand) ordinary Series J bearer shares issued by the Company pursuant to Resolution No. of the Ordinary General Meeting dated concerning the issue of series I subscription warrants with the right to take up series J ordinary bearer shares in the Company, with the exclusion of the right of first</p>
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	the pre-emptive rights to I series subscription warrants and on the conditional share capital increase by issuing J series with the exclusion of the pre-emptive rights to J series shares; A Share means any of the Shares;		refusal concerning series I subscription warrants and the conditional increase of the share capital by way of issue of series J shares with the exclusion of the right of first refusal concerning series J shares; a Share means each of the Shares;
Scheme Period	A period commencing on the effective date of these Rules and ending on 31 October 2017;	Scheme Period	A period commencing on a day on which these By-Laws become effective and ending on 31 st October 2017;
WSE	the Warsaw Stock Exchange;	WSE	Giełda Papierów Wartościowych w Warszawie S.A., Warsaw Stock Exchange;
Confidential Information	Confidential information as defined in Article 154 of the Act on Trading in Financial Instruments;	Confidential Information	Confidential information in the meaning of Art. 154 of the Act on Trading in Financial Instruments;
Allotment Letter	A document conferring the right to take up the Warrants in the form attached as Appendix 3 hereto;	Granting Letter	A document conferring the right to take up the Warrants in the form attached in Schedule no. 3 to these By-Laws;
List of Eligible Persons	A List of Eligible Persons covered by the Incentive Scheme, drawn up and approved by the Supervisory Board resolution, in accordance with these Rules;	List of Eligible Persons	List of Eligible Persons covered by the Incentive Scheme made and approved by a Supervisory Board resolution according to these By-Laws;
Eligible Persons	Members of the Management Board entered on the List of Eligible Persons;	Eligible Persons	Management Board members enrolled on the List of Eligible Persons;
Statement to Take Up Shares	A written statement to take up the Shares made by a Scheme Participant in accordance with Article 451 of the Commercial Companies Code;	Declaration to Take up the Shares	A written declaration made by a Scheme Participant pursuant to Art. 451 of the Commercial Companies Code, to take up the Shares;
Scheme	The Incentive Scheme for Members of the Management Board adopted pursuant to Resolution No. ... of the Annual General Meeting dated on determining the rules for implementing the Company's Incentive Scheme;	Scheme	The Incentive Scheme for members of the Company's Management Board adopted by the Resolution No. ... of the Ordinary General Meeting dated determining the implementation principles of the Company's Incentive Scheme;
Supervisory Board	Supervisory Board of the Company;		

<p>Rules These Incentive Scheme Rules;</p> <p>Company, ABC Data S.A. ABC Data Spółka Akcyjna with its registered office in Warsaw;</p>	<p>Supervisory Board The Supervisory Board of the Company;</p> <p>By-Laws These Incentive Scheme By-Laws;</p>
<p>Professional Relationship Serving as Member, President or Vice-President of the Company's Management Board;</p>	<p>The Company, ABC Data S.A. ABC Data Spółka Akcyjna, a company with its seat in Warsaw;</p>
<p>Tranche A portion of the Warrants covering one twenty-fourth of the total number of Warrants offered to the Scheme Participants on a monthly basis;</p>	<p>Professional Relationship Holding a function of the Member, Vice-President or President of the Management Board;</p>
<p>Resolution Resolution No. ... of the Annual General Meeting dated on determining the rules for implementing the Company's Incentive Scheme;</p>	<p>Tranche Part of Warrants equivalent to 1/24 of total number of Warrants, offered to Scheme Participants on monthly basis;</p>
<p>Scheme Participants Eligible Persons that have entered into Participation Agreements;</p>	<p>Resolution Resolution no. of the Ordinary General Meeting dated determining the implementation principles of the Company's Incentive Scheme;</p>
<p>Participation Agreement An agreement under which the Eligible Person joins the Scheme, in the form attached as Appendix 2 hereto;</p>	<p>Scheme Participants Eligible Persons that have concluded the Participation Agreement;</p>
<p>Act on Trading in Financial Instruments the Act of 21 July 2005 on Trading in Financial Instruments (Journal of Laws of 2005, No. 183, item 1538, as amended);</p>	<p>Participation Agreement Agreement, under which the Eligible Person joins the Scheme in the form attached as Schedule no. 2 to these By-Laws;</p>
<p>Warrants Not more than 600,000 (six hundred thousand) I series registered subscription warrants carrying the right to take up the Shares with the exclusion of the pre-emptive rights of the existing shareholders, issued by the Company pursuant to Resolution No. ... of the Annual General Meeting dated on issuing I series subscription warrants with the right to take up J series shares in the Company with the exclusion of the pre-emptive rights to I series subscription</p>	<p>Act on Trading in Financial Instruments Act on Trading in Financial Instruments dated 21 July 2005 (Journal of Laws of 2005, No. 183, item 1538, as amended);</p> <p>Warrants Not more than 600,000 (say: six hundred thousand) registered subscription warrants of the I series giving the right to take up the Shares with the exclusion of the right of first refusal vested in the existing shareholders, issued by the Company under Resolution No. of the Ordinary General Meeting dated concerning the issue of series I subscription warrants with</p>

warrants and on the conditional share capital increase by issuing J series shares with the exclusion of the pre-emptive rights to J series shares, and on amending the Company's Articles of Association;

Management Board of the Company the Management Board of ABC Data S.A.

§3

GENERAL PROVISIONS

1. The Scheme is to be implemented in order to additionally induce the Eligible Persons into executing the Company's strategy to ensure the continued growth of its market value and thus to increase the value of shares held by all shareholders.
2. The Scheme will be implemented for 2015.
3. Under the Scheme, not more than 600,000 (six hundred thousand) Warrants carrying the right to take up a total of not more than 600,000 (six hundred thousand) Shares will be issued.

§4

ELIGIBLE PERSONS

1. Only those entered on the List of Eligible Persons attached as Appendix 1 hereto are eligible to participate in the Scheme.
2. The Eligible Persons will not participate in the Scheme unless they enter into relevant Participation Agreements with the Company. An offer to conclude the Participation Agreement will be made by the Company to the Eligible Person within 4 days after the said person is entered on the List of Eligible Persons (the "**Offer to Conclude the Participation Agreement**"). The Offer to Conclude the Participation Agreement will be valid for a period specified therein, which may not be shorter than 3 days and which offer may not be accepted otherwise than as indicated therein. Failure to accept the Offer to Conclude the Participation Agreement within the period and in the manner specified in the preceding

the right to take up series J shares, with the exclusion of the right of first refusal concerning series I subscription warrants and the conditional increase of the share capital by way of issue of series J shares with the exclusion of the right of first refusal to take series J shares and the amendments to the Company's Statutes;

The Company's Management Board The Management Board of ABC Data S.A.

§3

GENERAL PROVISIONS

1. The Incentive Scheme shall be introduced with a view to motivate the Eligible Persons to realize the Company's strategy ensuring a permanent increase of the Company's value and, consequently, increase in the value of shares held by all shareholders in the Company.
2. The Scheme shall be realized for the year 2015.
3. Under the Scheme not more than 600,000 (say: six hundred thousand) Warrants giving the right to take up jointly not more than 600,000 (say: six hundred thousand) Shares shall be issued.

§4

ELIGIBLE PERSONS

1. The Eligible Persons entitled to take part in the Scheme are exclusively the persons enrolled on the List of Eligible Persons which is attached as Schedule no. 1 to these By-Laws.
2. The Eligible Persons shall participate in the Scheme, provided that they conclude Participation Agreements with the Company. An offer to conclude the Participation Agreement shall be made by the Company to the Eligible Person within a period of 4 days reckoned from such Eligible Person's being enrolled on the List of Eligible Persons ("**Offer to Conclude the Participation Agreement**"). The Offer to Conclude the Participation Agreement shall be valid during

sentence will result in the Eligible Person being no longer eligible and struck off the List of Eligible Persons ("**Person Struck Off the List**").

3. The total number of Eligible Persons participating in the Scheme may not exceed 149.
4. Participation Agreements will be concluded on behalf of the Company by the Supervisory Board.
5. Participation Agreements will be concluded with the Eligible Persons within the period specified in paragraph 2 above.
6. The Participation Agreement confers on the Eligible Person the right to purchase, in 24 Tranches, the Warrants carrying the right to take up a certain number of Shares, as long as the conditions specified in § 5 hereof are satisfied.
7. The Scheme will be implemented by issuing the Warrants in 24 Tranches to be allotted on the basis of the Allotment Letters delivered to the Scheme Participants meeting the conditions set out herein, in particular those referred to in §5 below.
8. The Shares will be issued by the Company according to the Resolution, the Company's Articles of Association and these Rules as part of a conditional increase of the Company's share capital and will be available to the holders of the Warrants who made a Statement to Take Up Shares by paying for the Shares in full within the period specified in §8(3) below.
9. The Participation Agreement concluded with the Eligible Person expires and the Eligible Person is struck off the List of Eligible Persons and is no longer eligible to participate in the Incentive Scheme and to take up the Shares hereunder once a conviction of the second instance court regarding the actions taken to the detriment of the Company within the meaning of Article 585 of the Commercial Companies Code becomes final and non-appealable. A person who loses the right to participate in the Scheme loses all accrued and not exercised rights to take up the Shares and is obliged to transfer to the Company, at no charge, all held and not realized Warrants, which are to be redeemed.
10. The expiry of the right to participate in the Incentive Scheme is stated in a Supervisory Board resolution.
11. In the event that the right to participate in the

the entire period specified in it, not shorter than 3 days. The Offer may be accepted in a manner specified in it. If the Offer to Conclude the Participation Agreement is not accepted within the time limits and in the manner referred to in the preceding sentences, the given Eligible Person shall lose the status of Eligible Person and shall be struck off the List of Eligible Persons ("**Person Struck Off the List**").

3. The total number of Eligible Persons participating in the Scheme shall not exceed 149.
4. Participation Agreements shall be concluded on behalf of the Company by the Supervisory Board.
5. Participation Agreements shall be concluded within the time limits set under sec. 2 above with the Eligible Persons.
6. A Participation Agreement shall entitle the Eligible Person to acquire, within 24 Tranches, Warrants giving the right to take up the given number of Shares, provided that the conditions set under §5 of these By-laws are fulfilled.
7. The Scheme shall be realized by way of issue of Warrants within 24 Tranches to be assigned on the basis of the Assignment Letters delivered to the Scheme Participants meeting the conditions set out in these By-Laws such as, in particular, these referred to under §5 below.
8. The Company shall issue the Shares according to the Resolution, the Statutes of the Company and these By-Laws within the framework of conditional increase of the Company's share capital and shall be available to the holders of the Warrants who made a Declaration to Take Up the Shares by paying the Shares up in full within the time limits set under §8 sec. 3 below.
9. The Participation Agreement concluded with the Eligible Person shall expire and the Eligible Person shall be struck off the List of Eligible Persons and shall be deprived of the right to participate in the Incentive Scheme and to take up Shares under this Scheme as soon as the sentence of a II instance court for acting to the detriment of the Company in the meaning of Art. 585 of the Commercial Companies Code becomes final. A person who loses the right to participate in the Scheme shall lose all accrued and not exercised rights to take up the Shares and shall be obliged to gratuitously transfer to the Company all held and not realized

Scheme is lost pursuant to paragraph 9 above, the Management Board gives a call requiring that the Warrants be returned at the address for correspondence provided by the Eligible Person in the Participation Agreement, unless these Warrants are deposited with the Company. The Eligible Person incurs all consequences of failing to provide or providing the Company with an incorrect address for correspondence.

§5

CONDITIONS OF ACQUIRING RIGHTS

1. The Eligible Person will be entitled to acquire the Warrants carrying the right to take up the Shares in the number specified in the List of Eligible Persons and the Participation Agreement concluded by such Person, provided that the terms and conditions set out in § paragraph of Resolution No. of the Annual General Meeting are fulfilled.
2. The right to acquire the Warrants under the Scheme will be exercised in 24 consecutive Tranches at monthly intervals. The First Tranche will be offered in July 2015.
3. The right to acquire the Warrants of the Tranche under the Scheme will accrue only if the following conditions are fulfilled:
 - 1/ the Eligible Person remains in the Professional Relationship on the date of the Resolution (“**General Loyalty Condition**”) and additionally:
 - 2/ the Eligible Person remains in the Professional Relationship on the first day of the month for which the given Tranche of the Warrants is to be offered (the “**Specific Loyalty Condition**”);
4. The right to acquire the Warrants of given Tranche will be confirmed by delivery of the Allotment Letter containing the offer to acquire the Warrants. The Allotment Letter is conclusive evidence that the conditions precedent to acquire the Warrants of the Tranche have been satisfied.

Warrants, which shall be redeemed.

10. The expiry of the right to participate in the Incentive Scheme shall be acknowledged in a Supervisory Board resolution.
11. In the event that the right to participate in the Scheme is lost pursuant to sec. 9 above, the Management Board shall serve a call for the return of the Warrants to an address for correspondence provided by the Eligible Person in the Participation Agreement concluded by this Eligible Person, unless these Warrants are deposited with the Company. The Eligible Person shall bear all consequences connected for a failure to provide or for providing the Company with an incorrect address for correspondence.

§5

CONDITIONS OF ACQUIRING RIGHTS

1. The Eligible Person shall be entitled to acquire the Warrants giving the right to take up the number of Shares determined in the List of Eligible Persons and the Participation Agreement concluded by such Person, provided that the terms and conditions set out under § sec. of the Resolution no. of the Ordinary General Meeting are fulfilled.
2. The right to acquire the Warrants arising under the Scheme shall be executed within frameworks of consecutive 24 Tranches at monthly intervals. The First Tranche shall be offered in July 2015.
3. The right to acquire the Warrants of given Tranche arising under the Scheme shall accrue only after the following conditions are fulfilled:
 - 1/ the given Eligible Person remains in the Professional Relationship, as of the date of adoption of the Resolution (“**General Loyalty Condition**”) and simultaneously:
 - 2/ the given Eligible Person remains in the Professional Relationship, as of the first day of the month for which the given Tranche of the Warrants is to be offered – the “**Specific Loyalty Condition**”;
4. The right to acquire the Warrants of given Tranche shall be confirmed by the delivery of Granting Letter containing the offer to acquire the Warrants. Granting Letter shall constitute

5. The satisfaction of the Scheme implementation conditions will be confirmed by issuing to the Scheme Participant the Allotment Letter containing the offer to acquire the Subscription Warrants and will result in the Company's issuing and allotting the Warrants in the number, on the terms and conditions determined in the Resolution, the Rules and other documents adopted thereunder.
6. The offer to acquire the Warrants will be binding for a period of 30 days after it is received by the Eligible Person.

§ 6

ISSUE OF THE WARRANTS

1. The Company will issue the Warrants in order to allow the Scheme Participants to exercise their right to take up the Shares.
2. The Scheme Participants will be allotted not more than 600,000 (six hundred thousand) I series Warrants.
3. The Warrants will be issued as materialized registered securities.
4. One Warrant carries the right to take up one Share.
5. The Warrants may not be encumbered without the Company's consent.
6. No encumbrance made in breach of the above-mentioned provision will be effective against the Company.
7. The Warrants devolve according to the general principles. The heir of the deceased Scheme Participant holding a final judicial certificate of estate acquisition may exercise the rights attaching to the Warrants allotted to the deceased Scheme Participant. In the event that there is more than one heir, all those to whom the estate is to be distributed may exercise the rights under the Warrants. Heirs are required to appoint from among them one person to exercise the rights attaching to the Warrants and, in particular, the right to take up the Shares. The heirs of the deceased Scheme Participant may not exercise any rights attaching to the Warrants until such person is appointed. If the judicial certificate of estate acquisition is not rendered final on the date the Warrants are issued, Warrants allotted to the deceased

evidence that conditions precedent to acquire Warrants of given Tranche have been fulfilled

5. The Scheme realization conditions shall be fulfilled by way of delivering to the Scheme Participant Granting Letter containing the offer to acquire the Subscription Warrants and shall result in the Company's issuing and assigning the number of Warrants on the conditions and according to the principles determined in the Resolution, the By-Laws and other documents adopted under the resolution or By-Laws.
6. The offer to acquire Warrants shall be binding for a period of 30 days reckoned from the day, on which it is received by the Eligible Person.

§ 6

ISSUE OF THE WARRANTS

1. In order to allow the Scheme Participants to exercise the right to take up the Shares the Company shall issue the Warrants.
2. The Scheme Participants shall be assigned not more than 600,000 (say: six hundred thousand) series I Warrants.
3. The Warrants shall be issued as materialized registered securities.
4. One Warrant shall give the right to take up one Share.
5. The Warrants may not be encumbered without the consent of the Company.
6. Any disposal effected in breach of the above-mentioned provision shall be ineffective in relation to the Company.
7. The Warrants shall be inherited according to the general principles. The heir of the deceased Scheme Participant holding a final court decision confirming the acquisition of inheritance shall be entitled to exercise rights attaching to the Warrants assigned to the given Scheme Participant. In the event that there is more than one heir, all persons to whom the inheritance is to be distributed shall be entitled to exercise the rights under the Warrants. Heirs shall be obliged to appoint from amongst themselves one person to exercise the rights attaching to the Warrants and, in particular, the right to subscribe for the

Scheme Participant will be deposited with the Company. If the Warrants referred to in the preceding sentence are not collected on the last day of the period within which the Shares may be taken up, the rights attaching thereto will expire.

8. The Subscription Warrants must be deposited with the Company.

§ 7

ISSUE OF THE SHARES

1. The issue price of one Share to be taken up under the Scheme amounts to 5.00 PLN (five Polish zlotys).
2. The issue price of one Share will be decreased by an amount equivalent to the sum of dividend/interim dividend approved by the General Meeting of the Company prior to the subscription of the Shares (excluding the dividend approved in 2015 out of profits generated in 2014).
3. In the event that the Shares are sub-divided or consolidated the Company must amend these Regulations so that the rights under the Scheme that accrue before the said amendments are made remain unaffected.

§ 8

EXERCISING THE RIGHTS TO TAKE UP THE SHARES

1. The right to take up the Shares may be exercised by making a Statement to Take Up Shares and after the Shares are paid up in full, the amount of the above-mentioned payment being a product of the number of Shares taken up and the issue price specified in § 7 paragraphs 1 and 2.
2. The Warrant Holder is required to submit the Warrants for redemption along with the Statement to Take Up Shares.
3. The Statement to Take Up Shares may be made to the Company within the periods determined by the Resolution.
4. The right to take up the Shares expires if it is not exercised within the periods specified in

Shares, and provide the Company in writing under pain of invalidity with information concerning this person. Until such person is appointed, the heirs of a deceased Scheme Participant may not exercise any rights attaching to the Warrants. If the verdict confirming the acquisition of inheritance is not final on the date on which the issue of Warrants is completed, Warrants assigned to the deceased Scheme Participant shall be deposited with the Company. If the Warrants referred to in the preceding sentence are not collected on the last day of the period within which the Shares may be taken up, rights attaching thereunder shall terminate.

8. The Subscription Warrants shall be deposited with the Company.

§ 7

ISSUE OF THE SHARES

1. The issue price of one Share to be taken up under the Scheme shall amount to 5.00 PLN (five zloty).
2. The issue price of one Share shall be decreased by an amount equivalent to the sum of (advanced) dividend-per-share approved by General Meeting of the Company prior to subscription of the Shares (excluding the dividend approved in financial year 2015 from the profit of financial year 2014).
3. In the event that the Shares are divided or consolidated the Company shall amend these By-Laws in order to maintain the value of rights arising under the Scheme that accrue before the said amendments are made.

§ 8

EXERCISING THE RIGHTS TO TAKE UP THE SHARES

1. The right to take up the Shares may be exercised by way of making a Declaration to Take Up the Shares and after the Shares are paid up in full, the amount of the above-mentioned payment

paragraph 3 above.

5. In the event that the Company is liquidated, the right to take up the Shares expires upon the Company's being wound up.

§ 9

INTRODUCING J SERIES SHARES INTO STOCK EXCHANGE TRADING

1. The Shares will be issued in a dematerialized form.
2. The Company will file an application for the introduction and admission of the subscribed Shares into trading at the GPW twice a calendar year at half-yearly intervals; however, such application will not be filed unless there are any outstanding shares that may be the subject matter thereof. The application for the introduction of the subscribed Shares into trading should cover all Shares that were not covered by the previous application, and which were taken up by the Warrant Holders not later than on the day preceding the day on which the application is to be filed. The Supervisory Board will, at its own initiative or on the motion of the Management Board, adopt a resolution on the need to file another application for introduction of the Shares into trading. The Supervisory Board resolution is implemented by the Management Board.
3. The applications referred to in paragraph 2 may be filed on or before 31 October 2017.
4. Dividend will be payable in respect of the Shares as follows:
 - 1) in the event that the Shares are registered in the Shareholder's securities account not later than on the dividend day, dividend will be payable in respect of J Series Shares for the above-mentioned financial year, i.e. a year commencing on 1 January of the financial year immediately preceding the year in which the said Shares are delivered;
 - 2) in the event that the Shares are registered in the Shareholder's securities account after the dividend day, the dividend will be

being a product of the number of Shares taken up and the issue price set under § 7 sec. 1 and 2.

2. Holder of Warrants shall present the Warrants to be redeemed simultaneously with the Declaration to Take Up the Shares.
3. The Declaration to Take Up the Shares may be made to the Company within the time limits determined by the Resolution.
4. The right to take up the Shares shall expire if it is not exercised within the time limits set under sec. 3 above.
5. In the event that the Company is liquidated the right to take up the Shares shall expire upon the Company's being wound up.

§ 9

INTRODUCING SERIES J SHARES INTO STOCK EXCHANGE TRADING

1. The Shares shall be issued in a dematerialized form.
2. The Company shall file an application for the introduction and admission of the Shares taken up into trading at GPW twice a calendar year at half-yearly intervals; however, the Company shall not file the application if no shares can be the subject matter of such Application. The application for the introduction of the Shares taken up into trading should cover all Shares not covered by the previous application, and which have been taken up by Warrant holders not later than on the day preceding the day, on which the application is to be filed. The Supervisory Board shall at its own initiative or upon the motion of the Management Board adopt a resolution concerning the need to file an additional application for the introduction of the Shares into trading. The Supervisory Board resolution shall be realized by the Management Board.
3. The applications referred to under sec. 2 may be filed not later than on 31st October 2017.
4. Dividend shall be payable in respect of the Shares according to the following principles:
 - 1) in the event that the Shares will be recorded in the Shareholder's securities account not later than on the dividend day, dividend shall be payable in respect of Series J Shares for

payable in respect of J Series Shares as of 1 January of the financial year in which the Shares are delivered.

5. Starting from the month in which the first Share is registered in the securities account, the Management Board must, within one week after the end of each month, provide the registry court with a notice describing the Shares taken up in the relevant month to have entries on the share capital updated. The filing made by the Management Board should be accompanied by a list of persons who have exercised the rights under the Warrants and taken up the Shares. The list referred to in the preceding sentence contains full names of the shareholders, the number of Shares taken up and the payments made for the Shares. If no Shares are registered in the securities account in the relevant month, the Management Board must give notice thereof to the registry court.

§ 10

FINAL PROVISIONS

1. Save as otherwise specified in the Participation Agreement, all notices and other communications connected with the Scheme may be delivered personally or electronically as follows: (i) if to the Company – at the Company's registered office; and (ii) if to the Scheme Participants – at the last address known by the Company, where the Scheme Participant resides or performs some or all their obligations connected with the position or work.
2. These Rules do not constitute an offer within the meaning of Article 66 of the Civil Code.
3. These Rules become effective when adopted.
4. These Rules may only be amended by the Supervisory Board resolution.

the above-mentioned financial year, i.e. a year commencing on January 1st of the financial year immediately preceding the year in which the said Shares are delivered;

- 2) in the event that the Shares will be recorded in the Shareholder's securities account after the dividend day, the dividend shall be payable in respect of Series J Shares starting from January 1st of the financial year in which the shares are delivered.
5. Starting from the month in which the first Share is registered in the securities account, the Management Board shall within a period of one week after the end of each month provide the registry court with a specification of the Shares taken up in the given month to update entries concerning the share capital. The filing made by the Management Board shall include also a specification of persons who have exercised rights under the Warrants and taken up the Shares. The specification referred to in the preceding sentence contains names and surnames of shareholders, the numbers of shares taken by them and the payments made for the Shares. If in the given month no Shares are registered in the securities account, the Management Board shall inform the registry court thereof.

§ 10

FINAL PROVISIONS

1. Save as otherwise stipulated under the Participation Agreement, all notices and other correspondence connected with the Scheme may be delivered personally or via mail to the address of (i) the Company's seat – in the case of correspondence sent to the Company and (ii) in the case of the Scheme Participants – at the last address known by the Company, where the given Scheme Participant resides or performs all or certain of their obligations connected with functions or work performed.
2. These By-Laws shall not constitute an offer in the meaning of Art. 66 of the Civil Code.
3. These By-Laws shall enter into force as soon as it is adopted.
4. All amendments to these By-Laws shall require a

**Resolution No 36/2015 dated 1^h May 2015
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on the opinion concerning draft resolutions of the Annual General Meeting of ABC Data S.A.**

**Resolution No 36/2015, dated 17th May 2015,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on opinion concerning the draft resolutions for Ordinary Shareholders' Meeting of ABC Data S.A.**

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7(1) and § 2(4) of the Rules of Procedure of the Supervisory Board approved by Resolution No. 29 of the Annual General Meeting dated 23 June 2014, and part III clause 1 point 3 of the Code of Best Practice for WSE Listed Companies, hereby resolves as follows:

§ 1

To positively assess the draft resolutions of the Annual General Meeting of the Company in the wording attached to Resolution No. 1 of the Management Board dated 14 May 2015.

§ 2

This resolution becomes effective when adopted.

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 and § 2 clause 4 of the Regulations of the Supervisory Board, approved by the resolution No 29 of the Ordinary Shareholders' Meeting, dated 23rd June 2014, and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies hereby resolves as follows:

§ 1

The Supervisory Board has issued a positive opinion on the draft resolutions of Ordinary Shareholders' Meeting of the Company according to the attachment to the resolution No 1 of the Management Board, dated 14th May 2015.

§ 2

This resolution comes in force on the day it is taken.

Report

of the Supervisory Board of ABC Data S.A.

for the period from 1 January 2014 to 31 December 2014

prepared under Article 382 § 3 of the Commercial Companies Code, § 15(2)(a) of the Articles of Association of the Company and Part III section 1(1) of Best Practices of WSE Listed Companies

1. General information about ABC Data S.A.

ABC Data S.A. with its registered office in Warsaw, address: ul. Daniszewska 14, 03-230 Warsaw, entered in the Register of Businesses of the National Court Register maintained by the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register, under KRS (National Court Register) number 0000287132, NIP (Tax Identification Number) 524-26-17-178, REGON (Statistical Number): 141054682, with the share capital of PLN 125,266,899.00 fully paid-up (the "Company").

2. Composition of the Supervisory Board

Pursuant to § 14 paragraphs 1-2 and paragraph 4 of the Company's Articles of Association, the Supervisory Board consists of 5 (five) to 7 (seven) members appointed by the Annual General Meeting for a three-year term of office, or pursuant to § 14 paragraph 3.

As at 31 December 2013, the Supervisory Board was composed of the following members:

1. Mr Ulrich Kottmann (Chairperson),
2. Mr Marek Sadowski (Deputy Chair),
3. Mr Tomasz Czechowicz (related to MCI Management S.A.),
4. Mr Hans-Peter Ständer (related to Arthur Holding GmbH),
5. Mr Hans Dieter Kemler,
6. Mr Nevres Erol Bilecik,
7. Mr Mirosław Godlewski.

On 29 November 2013, Mr Hans-Peter resigned from the Supervisory Board as of the end of 31 December 2013.

In 2014, the composition of the Supervisory Board changed as follows:

- on 1 January 2014, MCI Management S.A. appointed Mr Fabian Bohdziul to the Supervisory Board of ABC Data S.A. as of 1 January 2014,
- on 23 June 2014, the General Meeting:
 - dismissed the Supervisory Board Members – Mr Mirosław Godlewski and Mr Marek Sadowski from the Supervisory Board while appointing them to the Supervisory Board for the next term of office;
 - dismissed the Supervisory Board Member – Mr Hans Dieter-Kemler was dismissed from the Supervisory Board;
 - appointed Mr Cezary Smorszczewski to the Supervisory Board;
- Mr Marek Sadowski, Member and Deputy Chairperson of the Supervisory Board, died on 4 July 2014;
- on 27 August 2014 the Supervisory Board appointed Mr Mirosław Godlewski as Deputy Chairperson of the Supervisory Board;

- on 5 December 2014, MCI Management S.A. appointed Mr Maciej Kowalski to the Supervisory Board of ABC Data S.A. to serve as its Member as of 5 December 2014;

As at 31 December 2013, the Company's Supervisory Board was composed of the following members:

1. Mr Ulrich Kottmann (Chairperson),
2. Mr Mirosław Godlewski (Deputy Chairperson),
3. Mr Tomasz Czechowicz (related to MCI Management S.A.),
4. Mr Cezary Smorszczewski (related to MCI Management S.A.),
5. Mr Nevres Erol Bilecik,
6. Mr Fabian Bohdziul (related to MCI Management S.A.),
7. Mr Maciej Kowalski (related to MCI Management S.A.).

As at the date of approval of this report, the composition of the Supervisory Board changed as follows:

- on 9 April 2015, Mr Fabian Bohdziul resigned from the Supervisory Board;
- on 9 April 2015, MCI Management S.A. appointed Mr Ireneusz Dąbrowski to the Supervisory Board as of 10 April 2015.

As at the date of preparation of this report, the Supervisory Board was composed of the following members:

1. Mr Ulrich Kottmann (Chairperson),
2. Mr Mirosław Godlewski (Deputy Chairperson),
3. Mr Tomasz Czechowicz (related to MCI Management S.A.),
4. Mr Cezary Smorszczewski (related to MCI Management S.A.),
5. Mr Nevres Erol Bilecik,
6. Mr Maciej Kowalski (related to MCI Management S.A.),
7. Mr Ireneusz Dąbrowski.

3. Activities of the Supervisory Board in 2013

During the reporting period, the Supervisory Board proceeded in accordance with the Commercial Companies Code, the Company's Articles of Association, the Rules of Procedure of the Supervisory Board, Best Practices of WSE Listed Companies and other applicable laws.

Assessment of the composition of the Supervisory Board

All Members of the Supervisory Board have expertise and qualifications necessary to perform their duties. The Supervisory Board is composed so as to reflect the diversity of

professional experience and skills of its members. The Supervisory Board is composed of members experienced in performing duties on managerial positions in the IT industry as well as representatives of other industries that are relevant to ABC Data S.A.'s operations, such as finance, logistics and wholesale trade. The diversity aims to ensure an independent and professional oversight and proper evaluation of the Company's standing.

Issues dealt with by the Supervisory Board

In the financial year ended 31 December 2014, the Supervisory Board dealt with all issues that fell within its powers under the Company's Articles of Association. Within the scope of its activities, the Supervisory Board actively supported the Management Board in pursuing the Company's objectives, examined motions submitted by the Management Board and addressed matters which, pursuant to the Company's Articles of Association, required its approval, as well as considered other matters presented to it by the Company's Management Board.

Major issues dealt with by the Supervisory Board in 2014

- reviewing and evaluating the current financial results and periodic financial statements of the Company;
- approving the budget for 2014;
- evaluating and recommending to the Annual General Meeting regarding the approval of financial statements of the Company and the Capital Group for 2013, approving the Management Board's report on the Company's and the Capital Group's activities in 2013, and the Management Board's motion regarding the distribution of profit for 2013;
- evaluating draft resolutions of the Annual General Meeting;
- reviewing details regarding the Company's activities submitted by the Management Board;
- evaluating, on an ongoing basis, the Company's financial and economic condition, its market position as well as key strategic initiatives and projects for 2014;
- determining the rules for calculating and paying variable remuneration to the Management Board Members;
- changes to the structure and composition of the Company's Management Board;
- changes to the Supervisory Board committees;
- implementing and executing incentive schemes;
- drafting and initiating amendments to the Rules of Procedure of the Supervisory Board;
- giving consent to the purchase of own shares;
- developing and strengthening the internal audit function.

In order to discharge its duties, the Supervisory Board was in constant contact with the Management Board and held regular meetings during which resolutions were adopted on the basis of motions filed by the Management Board.

Evaluation of the Supervisory Board's performance

The Supervisory Board evaluates its performance in 2014 as effective. The Supervisory Board held 7 meetings and adopted 45 resolutions. Pursuant to § 8 of the Rules of Procedure of the Supervisory Board, the Management Board was invited to the meetings of the Supervisory Board. The Supervisory Board also invited, as appropriate, other employees and subsidiaries of the Company to participate in the Supervisory Board meetings concerning specific issues. Representatives of auditing companies and other external advisors were also invited to some of the meetings concerning specific issues.

Amendments to the Rules of Procedure of the Supervisory Board

On 6 May 2014, the Supervisory Board adopted Resolution No. 19/2014 to amend the Rules of Procedure of the Supervisory Board of ABC Data S.A. The proposed amendments were subsequently approved by the General Meeting and entered into force on 23 June 2014. They focused in particular on developing and strengthening the internal audit function and organization of the committees, i.e. the Audit, Nomination and Remuneration Committee (formerly known as the Remuneration Committee).

Summary

In light of the foregoing, the Supervisory Board is well prepared to properly discharge its statutory duties and responsibilities so as to ensure an adequate oversight of the Company. The Supervisory Board believes that its activities in 2014 were effective and consistent with all external and internal regulations and best practices.

4. Report on the activities of the Audit Committee in 2014

The Audit Committee is an internal body of the Supervisory Board. Pursuant to § 4 part (1)(3) of the Rules of Procedure of the Supervisory Board, the Audit Committee is composed of three members of the Supervisory Board.

As at 31 December 2013 the Audit Committee was composed of the following members:

1. Mr Ulrich Kottmann,
2. Mr Hans-Peter Ständer,
3. Mr Marek Sadowski.

On 29 November 2013, Mr Hans-Peter resigned from the Supervisory Board as of the end of 31 December 2013 and thus ceased to serve as Member of the Audit Committee.

In 2014, the composition of the Supervisory Board changed as follows:

- on 5 March 2014, the Supervisory Board appointed Mr Fabian Bohdziul to the Audit Committee;
- Mr Marek Sadowski, Member of the Audit Committee, died on 4 July 2014;
- on 27 November 2014, the Supervisory Board appointed Mr Fabian Bohdziul as Chairperson of the Audit Committee.

As at 31 December 2014 the Audit Committee was composed of the following members:

1. Mr Fabian Bohdziul,
2. Mr Ulrich Kottmann.

As at the date of approval of this report, the composition of the Audit Committee changed as follows:

- on 13 January 2015, the Supervisory Board appointed Mr Fabian Bohdziul to the Audit Committee;
- On 9 April 2015, Mr Fabian Bohdziul resigned from the Supervisory Board and thus ceased to serve as Member of the Audit Committee.

As at the date of approval of this report, the composition of the Nomination and Remuneration Committee was as follows:

1. Mr Ulrich Kottmann,
2. Mr Maciej Kowalski.

The Audit Committee was in particular responsible for:

1. With respect to the internal policies and procedures adopted by the Company, assisting the Supervisory Board in:

- monitoring the integrity of the financial information provided by the Company, in particular by reviewing the relevance and consistency of the accounting methods used by the Company and its group;
- reviewing, at least annually, the internal control and risk management systems with a view to ensuring that the main risks are properly identified, managed and disclosed;
- ensuring the effectiveness of the internal audit function, in particular by making recommendations on the selection, appointment, reappointment and removal of the head of the internal audit department and on the department's budget, and by monitoring the responsiveness of management to its findings and recommendations;
- monitoring the financial activities of the Company and its group.

2. With respect to the external auditor engaged by the Company:

- making recommendations to the Supervisory Board in relation to the selection, appointment, reappointment and removal of the external auditor and to the terms and conditions of his engagement;
- monitoring the external auditor's independence and objectivity, in particular by reviewing the audit firm's compliance with applicable guidance relating to the rotation of audit partners, the level of fees paid by the company, and other related regulatory requirements;
- keeping the nature and extent of non-audit services under review, based inter alia on disclosure by the external auditor of all fees paid by the company and its group to the audit firm and network, with a view to preventing any material conflicts of interest from arising;
- reviewing the effectiveness of the external audit process, and the responsiveness of management to the recommendations made in the external auditor's management letter;
- investigating the issues giving rise any resignation of the external auditor and making recommendations as to any action required.

Activities of the Audit Committee

In the reporting period, the Audit Committee operated on the basis of the following documents:

- the Company's Articles of Association;
- the Rules of Procedure of the Supervisory Board;
- the act on auditors and their government, entities authorised to audit financial statements and on public oversight, dated 7 May 2009, as amended;
- other applicable laws and regulations.

In 2014, the Audit Committee held several meetings and telephone conferences. Depending on the thematic scope of the matters discussed, the Audit Committee invited representatives of the Company's auditor, members of the Management Board as well as other managers and key employees of the Company.

During the reporting period the Audit Committee focused on four key areas:

- a) reaching an agreement with the Company's independent auditor on the scope, methodology and schedule for the audit of the financial statements for 2014 and the review of semi-annual reports;
- b) performing the compliance test related to the financial management process and the procedure risk;
- c) development and strengthening of the internal audit function, including the recruitment of the Internal Auditor;

- d) review of the financial statements for 2013 and for the first half of 2014 in cooperation with representatives of the Company's Auditor and Members of the Management Board.

Major issues addressed by the Audit Committee

- Review of the adequacy and correctness of establishing provisions in 2014 and suggesting corrective action;
- Compliance test: review of the Risk Management Procedure and Financial Reporting Process;
- Review of the Financial Reporting Process;
- Making written recommendations to the Management Board regarding potential areas of improvements:
 - Review of the plans related to the selection of a consolidated financial system;
 - Review and assessment of the internal audit functioning;
- Developing and strengthening the internal audit function.

The Audit Committee gave electronic notice to the Management Board Members and the Supervisory Board Members of its findings and recommendations related to the above-mentioned processes and procedures.

Evaluation of the Audit Committee regarding risk management, controlling and internal control, financial reporting and internal audit systems

The Audit Committee positively evaluates the risk management, controlling and internal control processes as well as the financial reporting process. The Audit Committee and the Management Board have developed and strengthened internal audit procedures (adoption of the Internal Audit Charter and the appointment of the Internal Auditor) in order to maintain the Company's high standards of corporate governance. The Audit Committee recognises and appreciates the contribution of the Management Board in developing the risk management matrix/authorisation to subsidiaries, considering that the process is in progress and has not been fully implemented.

5. Report on the activities of the Nomination and Remuneration Committee in 2014

The Nomination and Remuneration Committee (formerly known as the Remuneration Committee) is an internal body of the Supervisory Board. Pursuant to § 4 part I(3) of the Rules of Procedure of the Supervisory Board, the Nomination and Remuneration Committee is composed of three members of the Supervisory Board.

As at 31 December 2013 the Nomination and Remuneration Committee was composed of the following members:

1. Mr Tomasz Czechowicz,
2. Mr Mirosław Godlewski.

In 2014, the composition of the Nomination and Remuneration changed as follows:

- on 23 June 2014, Mr Mirosław Godlewski was dismissed by the General Meeting from the Supervisory Board and thus ceased to serve as Member of the Nomination and Remuneration Committee;
- on 27 November 2014, the Supervisory Board appointed Mr Cezary Smorszczewski as Member and Mr Ulrich Kottmann as Member and Chairperson of the Nomination and Remuneration Committee.

As at 31 December 2014 the Nomination and Remuneration Committee was composed of the following members:

1. Mr Ulrich Kottmann,
2. Mr Tomasz Czechowicz,
3. Mr Cezary Smorszczewski.

As at the date of approval of this report, the composition of the Nomination and Remuneration Committee changed as follows:

- On 17 January 2015, Mr Cezary Smorszczewski resigned from the Nomination and Remuneration Committee; at the same time, the Supervisory Board appointed Mr Maciej Kowalski to the Nomination and Remuneration Committee;

As at the date of approval of this report, the composition of the Nomination and Remuneration Committee was as follows:

1. Mr Ulrich Kottmann,
2. Mr Tomasz Czechowicz,
3. Mr Maciej Kowalski.

The Nomination and Remuneration Committee is in particular responsible for:

- identifying and recommending, for approval by the Supervisory Board, candidates to fill vacancies in the Management Board;
- periodically assessing the structure, size, composition and performance of the Management Board and making recommendations to the Supervisory Board with regard to any changes;
- periodically assessing the skills, knowledge and experience of individual members of the Management Board and reporting on this to the Supervisory Board;

- properly considering issues related to succession planning;
- reviewing the policy of the Management Board on the selection and appointment of senior management;
- making proposals, for approval by the Supervisory Board, on the remuneration policy for the Management Board Members at the first meeting following the approval of the annual budget;
- making proposals to the Supervisory Board on the individual remuneration to be attributed to the Management Board Members, ensuring that they are consistent with the remuneration policy adopted by the Company and the evaluation of the performance of the Members concerned;
- making proposals to the Supervisory Board on suitable forms of contract for the Management Board Members;
- assisting the Supervisory Board in overseeing the process whereby the Company complies with existing provisions regarding disclosure of remuneration-related items (in particular the remuneration policy applied and the individual remuneration attributed to the Management Board Members);
- conducting negotiations on behalf of the Supervisory Board regarding management contracts with the members of the Management Board;
- making general recommendations to the Management Board Members on the level and structure of remuneration for senior management;
- monitoring the level and structure of remuneration for senior management, on the basis of adequate information provided by the Management Board Members;
- with respect to stock options and other share-based incentives which may be granted to directors, managers, or other employees:
 - debating the general policy regarding the granting of such schemes, in particular stock options, and making any related proposals to the Supervisory Board;
 - reviewing the information provided on this topic in the annual report and to the annual meeting, where relevant;
 - making proposals to the Supervisory Board concerning the choice between granting options to subscribe shares or granting options to purchase shares, specifying the reasons for its choice as well as the consequences that this choice has.

In 2014, the Remuneration Committee was in particular responsible for:

- evaluating the existing remuneration policy in the Company;
- amending the management contracts entered into with the members of the Management Board;
- initiating and coordinating changes to the composition of the Management Board.

6. Assessment of the Company's standing with regard to the assessment of internal control and significant risk management systems

The Supervisory Board positively evaluates the Company's standing, both with regard to its market position and financial performance.

In 2014, the Company recorded a nearly 15% increase in sales from continuing operations compared to the previous year. A significant increase in sales was primarily attributable to the dynamic development of export directly from the Company and through its subsidiaries (a total increase of 34.2%, including intragroup transactions). In 2014, the Company generated a gross sales profit higher by PLN 27 million compared to the previous year. The profitability calculated in relation to revenue remained at the same level as in 2013.

In 2014, the Group recorded a significant (nearly 16%) increase in sales compared to the previous year. A significant increase in revenues as attributable to the following factors: increase in sales in ABC Data SA in Poland SA, including export business pursued by this company, sales carried out through iSource acquired in 2014, dynamic business development in Lithuania with continued expansion from Lithuania to Latvian and Estonian markets and business development in Romania.

Evaluation of the internal control and significant risk management systems

The Supervisory Board positively evaluates the risk management, controlling and internal control processes as well as the financial reporting process. All processes are evidenced and the respective managers/departments are kept informed thereof. The Company operates an internal audit function in accordance with the procedures adopted. The system covers all organisational levels and units of the Company, including its IT systems. The risk management process addresses all risks and a Compliance Coordinator has been appointed to monitor compliance with the implemented rules and procedures throughout the organisation. In 2014, the Supervisory Board and the Management Board developed and strengthened internal audit and compliance procedures to ensure that the Company's highest standards of corporate governance are maintained. The Supervisory Board and the Management Board adopted the Internal Audit Charter and appointed the Internal Auditor.

7. Assessment of the Company's separate and consolidated financial statements for the financial year 2014;

Pursuant to Article 382 § 3 of the Commercial Companies Code, the Supervisory Board assessed:

- a. separate financial statements of the Company for the financial year 2014 comprising:

- separate balance sheet as at 31 December 2014 showing total assets, equity and liabilities amounting to PLN 867,669 thousand;
- separate statement of comprehensive income for 2014 showing total comprehensive income amounting to PLN 37,194 thousand and net profit of PLN 43,216 thousand;
- separate statement of changes in equity for 2014 showing a decrease in equity by PLN 7,397 thousand;
- separate cash flow statement for 2014 showing a decrease in net cash by PLN 1,283 thousand;
- notes, including the auditor's opinion and report.

as regards their compliance with the books, records and facts;

b. 2014 consolidated financial statements of the Capital Group comprising:

- consolidated balance sheet as at 31 December 2014 showing total assets, equity and liabilities amounting to PLN 948,364 thousand;
- consolidated statement of comprehensive income for 2014 showing total comprehensive income amounting to PLN 27,438 thousand and net profit of PLN 33,282 thousand;
- consolidated statement of changes in equity for 2014 showing a decrease in consolidated equity by PLN 17,123 thousand;
- consolidated cash flow statement for 2014 showing an increase in net cash by PLN 17,102 thousand;

as regards their compliance with the books, records and facts.

Based on the resolution of the Supervisory Board dated 15 May 2013, the Management Board engaged Deloitte Polska Spółka spółka z ograniczoną odpowiedzialnością spółka komandytowa to audit both separate and consolidated financial statements.

Having considered the auditor's opinion and report and based on its own findings, the Supervisory Board states that the separate financial statements of the Company for the financial year 2014 and the consolidated financial statements of ABC Data S.A. Capital Group for the financial year 2014 were prepared in compliance with applicable laws and regulations as well as disclosures in the Company's relevant books and other records, and that they give a true and fair view of the state of affairs of the Company and of the Capital Group in the period from 1 January 2014 to 31 December 2014.

8. Assessment of the Management Board's reports on the activities of the Company and the Capital Group in the financial year 2014

Pursuant to Article 382 § 3 of the Commercial Companies Code, the Supervisory Board assessed:

- a. the Management Board's reports on the activities of the Company in 2014;

b. the Management Board's reports on the activities of the Capital Group in 2014; as regards their compliance with the books, records and facts.

The Supervisory Board states that the Management Board's reports on the activities of the Company and the Capital Group in the financial year 2014 were prepared in compliance with applicable laws and regulations and that they give a true and fair view of the Company's and Group's activities in the period from 1 January 2014 to 31 December 2014.

The Supervisory Board considers the submitted reports as comprehensive and grants its approval for the activities of the Management Board in 2014.

9. Assessment of the Management Board's motion regarding the distribution of the Company's net profit for 2014

The Supervisory Board examined the Management Board's motion regarding the distribution of the Company's net profit for 2014.

Pursuant to Article 382 § 3 of the Commercial Companies Code, the Supervisory Board positively assesses the Management Board's motion regarding the distribution of the Company's net profit for 2014 and recommendation to pay the dividend and recommends to the Annual General Meeting as follows:

- 1_ that the net profit of ABC Data S.A. for 2014 amounting to PLN 43,216,223.70 be fully distributed to the shareholders of ABC Data S.A. as dividend;
- 2) that an amount not exceeding PLN 1,879,859.94 be transferred from the Company's reserves created from previous year profits to the Dividend Fund to be distributed to the shareholders of ABC Data S.A. as dividend;
- 3) after taking into account the values referred to in paragraphs 1 to 2 above, that an aggregate amount not exceeding PLN 45,096,083.64, i.e. PLN 0.36 per share, be distributed to the shareholders of ABC Data S.A. as dividend after the relevant resolutions are adopted by the Annual General Meeting.

10. Motions of the Supervisory Board to the Annual General Meeting

The Supervisory Board moves that the General Meeting:

- a. approve the Management Board's report on the Company's activities for 2014;
- b. approve the financial statements of the Company for 2014;
- c. approve the Management Board's report on the Capital Group's activities for 2014;
- d. approve the consolidated financial statements of the Capital Group for 2014;
- e. approve the Management Board's motion on distribution of profit for 2014 and the dividend payout;
- f. approve this report of the Supervisory Board;

- g. grant discharge to Ms Ilona Weiss and Mr Dobrosław Wereszko, Members of the Management Board, in respect of their performance of duties in 2014;
- h. refuse to grant discharge to Mr Norbert Biedrzycki, Member of the Management Board, in respect of his performance of duties in 2014;
- i. grant discharge to the Supervisory Board Members in respect of their performance of duties in 2014.

Warsaw, 14 May 2015

<p>Opinion of the Company's Management Board</p> <p>providing the grounds for the exclusion of pre-emptive rights with respect to J series shares, proposed issue price of J series shares and the validity of the conditional share capital increase:</p> <p>"The reasons for depriving the existing shareholders of their pre-emptive rights with respect to J series shares are connected with the issue objective, i.e. conferring the rights to subscribe for these shares to participants of the incentive scheme implemented in accordance with the resolution of the General Meeting of ABC Data S.A. dated 16 June 2015. The participants of the incentive scheme may not acquire J series shares unless the conditions specified in the resolution are met. <i>The above-mentioned individuals must be afforded the opportunity to acquire the Company's new shares in order to enable the Company to satisfy its obligations under the incentive scheme implemented on the basis of the above resolution. Participants of the scheme include those whose work is of key importance to the Company. The opportunity to acquire J series shares will be an incentive for those individuals, contributing to an increase in the effectiveness of the Company's operations. The incentive scheme under which Series J Shares are to be offered to the above-mentioned persons will link these persons on a long-term basis with the Company</i></p>	<p>Opinion of the Company's Management Board</p> <p>discussing grounds on which the right of first refusal to take up Series J Shares should be excluded, justifying the proposed issue price of Series J Shares and the discussing grounds for the share capital to be conditionally increased:</p> <p><i>"The exclusion of the rights of first refusal to take up Series J Shares, which are held by existing shareholders is justified by the purpose for which the above-mentioned shares are issued, i.e. the granting of rights to take up these shares to participants of the incentive scheme realized according to a resolution of General Meeting of ABC Data S.A. dated 16th June 2015. The participants of the incentive scheme may purchase Series J Shares as soon as the conditions set out in the above-mentioned resolution are fulfilled. The above-mentioned persons must be given the opportunity of taking up Company's shares of the new issue in order for the Company to fulfil its obligations arising under the incentive scheme realized on the basis of the above-mentioned resolution. Persons participating in the scheme include those whose work is of a key importance for the activity of the Company. The opportunity of acquiring Series J Shares can be an incentive for these persons and can contribute to an increased effectiveness of the Company. The incentive scheme under which Series J Shares are to be offered to the above-mentioned persons will link these persons on a long-term basis with the Company or its subsidiaries and affiliates.</i></p>
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or its subsidiaries and affiliates. As the Company's performance depends on the Company's employees, it is necessary to retain highly qualified specialists in the Company to ensure its proper development.

For these reasons, to deprive the existing shareholders of their pre-emptive rights to J series shares is in the best interests of the Company and is not contrary to the interests of the Company's shareholders.

The issue price of J series shares offered under the incentive scheme will be PLN 5.00. The Management Board believes that such method of determining the issue price is consistent with the assumptions underlying the incentive scheme which seeks to motivate the scheme participants in the long run and thus to ensure the continued growth of the shareholder value.

In order to implement the incentive scheme, it is necessary to issue the Warrants which will entitle the participants in the incentive scheme to acquire J series. In view of the above, it is necessary to deprive the existing shareholders of their pre-emptive rights with respect to the Warrants, pursuant to Article 433 § 6 of the Commercial Companies Code. As the issue of the Warrants pursues the incentive scheme under which the Warrants will play an incidental role, the Warrants will be issued free of charge.

Taking into account the fact that the Company's performance depends on the performance of its employees, establishing the Company's long-term relationship with high class specialists is necessary to ensure the Company's proper development.

For these reasons, excluding the right of first refusal to take up Series J Shares vested in the existing shareholders and allowing the participants of the incentive scheme to take up these shares is in the interest of the Company and is not at variance with the interests of the existing shareholders in the Company.

The issue price of Series J Shares offered within the framework of the incentive scheme shall be PLN 5.00. In the opinion of the Management Board the above-mentioned formula of fixing the issue price complies with the assumptions of the incentive scheme, which is to motivate the scheme participants on a permanent basis and, thereby, assuring a continuous increase of value of the Company's shares.

In order to realize the incentive scheme it is necessary to issue Warrants entitling the participants of the incentive scheme to acquire Series J Shares. Therefore, it is necessary to exclude the rights of first refusal to take up the Warrants pursuant to Art. 433 § 6 of the Commercial Companies Code. Given that the issue of Warrants is to facilitate and support the realization of the incentive scheme, it has been decided that the Warrants will be delivered free of charge.