

Draft  
resolutions of the Annual General Meeting of ABC Data S.A.

**Resolution No. ...  
of the Annual General Meeting of ABC Data S.A.  
of ... June 2015  
on electing the Chairperson of the Annual General Meeting**

Pursuant to Article 409 § 1 of the Commercial Companies Code, the Annual General Meeting of ABC Data S.A. elects Mr/Ms ..... as Chairperson of the Annual General Meeting.

**Resolution No. ...  
of the Annual General Meeting of ABC Data S.A.  
of ... June 2015  
on approving the agenda**

The Annual General Meeting of ABC Data S.A. resolves to approve the agenda as published on ... May 2015 at [www.abcddata.com.pl](http://www.abcddata.com.pl) and as prescribed for the submission of current reports in accordance with the provisions on public offering, conditions of introduction of financial instruments to organised trading and on public companies.

**Resolution No. ...  
of the Annual General Meeting of ABC Data S.A.  
of ... June 2015  
on considering and approving the Management Board's report on the activities  
of ABC Data S.A. in 2014**

1. Pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code and § 22 (a) of the Company's Articles of Association, the Annual General Meeting of ABC Data S.A., having considered the Management Board's report on the activities of ABC Data S.A. for 2014, resolves to approve the said report.
2. This Resolution takes effect when adopted.

**Resolution No. ...**  
**of the Annual General Meeting of ABC Data S.A.**  
**of ... June 2015**  
**on considering and approving the annual separate financial**  
**statements of ABC Data S.A. for 2014**

1. Pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code and § 22 (a) of the Company's Articles of Association, the Annual General Meeting of ABC Data S.A., having considered the annual separate financial statements of ABC Data S.A. for 2014, resolves to approve the said statements 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 2014 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 2014 showing a decrease in equity by PLN 7,397 thousand;
  - 4) cash flow statement for 2014 showing a decrease in net cash by PLN 1,283 thousand;
  - 5) notes, including the auditor's opinion and report.
2. This Resolution takes effect when adopted.

**Resolution No. ...**  
**of the Annual General Meeting of ABC Data S.A.**  
**of ... June 2015**  
**on considering and approving the Management Board's report on the activities**  
**of ABC Data S.A. Capital Group for 2014**

1. Pursuant to Article 395 § 5 of the Commercial Companies Code, the Annual General Meeting of ABC Data S.A., having considered the Management Board's report on the activities of ABC Data S.A. Capital Group for 2014, resolves to approve the said report.
2. This Resolution takes effect when adopted.

**Resolution No. ...**  
**of the Annual General Meeting of ABC Data S.A.**  
**of ... June 2015**

**on considering and approving the consolidated financial statements  
of ABC Data S.A. Capital Group for 2014**

1. Pursuant to Article 395 § 5 of the Commercial Companies Code and § 22(a) of the Company's Articles of Association, the Annual General Meeting of ABC Data S.A., having considered the consolidated financial statements of ABC Data S.A. Capital Group for 2014, resolves to approve the said statements 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 2014 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 2014 showing a decrease in consolidated equity by PLN 17,123 thousand;
  - 4) consolidated cash flow statement for 2014 showing an increase in net cash by PLN 17,102 thousand;
  - 5) notes, including the auditor's opinion and report.
2. This Resolution takes effect when adopted.

**Resolution No. ...**

**of the Annual General Meeting of ABC Data S.A.  
of ... June 2015**

**on considering and approving the report of the Supervisory Board of ABC Data S.A.  
on the Supervisory Board's activities for 2014**

1. Pursuant to Article 395§5 of the Commercial Companies Code and §22(a) of the Company's Articles of Association, the Annual General Meeting of ABC Data S.A., having considered the report of the Supervisory Board of ABC Data S.A. on its activities for 2014, including the results of evaluation by the Supervisory Board of the Management Board's reports on the activities and the financial statements of the Company and the Capital Group for 2014 and the motion of the Company's Management Board on distribution of net profit for 2014, resolves to approve the said report.
2. This Resolution takes effect when adopted.

**Resolution No. ...**

**of the Annual General Meeting of ABC Data S.A.  
of ... June 2015**

**on allocating the supplementary capital**

Appendix 1 to Resolution No. 1 of the Management Board of ABC Data S.A. dated 14 May 2015

1. Pursuant to Article 396 § 5 of the Commercial Companies Code in conjunction with § 7(10) of the Company's Articles of Association, the Annual General Meeting of ABC Data S.A. decides to allocate the supplementary capital created out of undistributed profits from previous years as follows: the amount not greater than 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 supplementary capital created out of profits from previous years to the Dividend Fund to be distributed as dividend to the shareholders of ABC Data S.A.
2. This Resolution takes effect when adopted.

**Resolution No. ...  
of the Annual General Meeting of ABC Data S.A.  
of ... June 2015  
on distributing net profit for the financial year 2014, determining the dividend amount,  
the record date and the dividend payment date**

1. Pursuant to Article 395 § 2(2) and Article 396 § 1 and § 5 in conjunction with Article 348 of the Commercial Companies Code and pursuant to § 7(10) and §22(h) of the Company's Articles of Association, the Annual General Meeting of ABC Data S.A. resolves to distribute the entire net profit of ABC Data S.A. for 2014 amounting to PLN 43,216,223.70 (forty-three million two hundred sixteen thousand two hundred and twenty-three Polish zlotys and seventy grosz) as dividend to the shareholders of ABC Data S.A.
2. Pursuant to Resolution No. ... of the Annual General Meeting dated ... June 2015 on allocating the supplementary capital, the Annual General Meeting of ABC Data S.A. resolves to distribute the amount not greater than PLN 1,879,859.94 (one million eight hundred seventy-nine thousand eight hundred and fifty-nine Polish zloty and ninety-four grosz) as dividend to the shareholders of ABC Data S.A.
3. After taking into account the values referred to in paragraphs 1 to 2, the Annual General Meeting of ABC Data S.A. resolves 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.
4. The Annual General Meeting of ABC Data S.A. sets 23 June 2015 as the record date.
5. The Annual General Meeting of ABC Data S.A. sets 8 July 2015 as the dividend payment date.
6. This Resolution takes effect when adopted.

**Resolution No. ...**

**of the Annual General Meeting of ABC Data S.A.**

**of ... June 2015**

**on refusing to grant discharge to Norbert Biedrzycki, Member of the Management Board,  
in respect of his performance of duties in 2014**

1. Pursuant to Article 393(1) of the Commercial Companies Code and § 22(a) of the Company's Articles of Association, the Annual General Meeting of ABC Data S.A. refuses to grant discharge to Mr Norbert Biedrzycki, President of the Management Board, in respect of his performance of duties in 2014.
2. This Resolution takes effect when adopted.  
The Resolution has been adopted in a secret ballot.

**Resolution No. ...**

**of the Annual General Meeting of ABC Data S.A.**

**of ... June 2015**

**on granting discharge to Ms Ilona Weiss, Member of the Management Board,  
in respect of his performance of duties in 2014**

1. Pursuant to Article 393(1) of the Commercial Companies Code and § 22(a) of the Company's Articles of Association, the Annual General Meeting of ABC Data S.A. grants discharge to Ms Ilona Weiss, Vice-President of the Management Board, in respect of her performance of duties in 2014.
2. This Resolution takes effect when adopted.  
The Resolution has been adopted in a secret ballot.

**Resolution No. ...**

**of the Annual General Meeting of ABC Data S.A.**

**of ... June 2015**

**on granting discharge to Mr Dobrosław Wereszko, Member of the Management Board,  
in respect of his performance of duties in 2014**

1. Pursuant to Article 393(1) of the Commercial Companies Code and § 22(a) of the Company's Articles of Association, the Annual General Meeting of ABC Data S.A. grants discharge to Mr Dobrosław Wereszko, Member of the Management Board, in respect of his performance of duties in 2014, for the period from 1 January 2014 until the date of his resignation, i.e. 24 April 2014.
2. This Resolution takes effect when adopted.

The Resolution has been adopted in a secret ballot.

**Resolution No. ...**  
**of the Annual General Meeting of ABC Data S.A.**  
**of ... June 2015**  
**on granting discharge to Mr Tomasz Czechowicz, Member of the Supervisory Board,**  
**in respect of his performance of duties in 2014**

1. Pursuant to Article 393(1) of the Commercial Companies Code and § 22(a) of the Company's Articles of Association, the Annual General Meeting of ABC Data S.A. grants discharge to Mr Tomasz Czechowicz, Member of the Supervisory Board, in respect of his performance of duties in 2014.
2. This Resolution takes effect when adopted.  
The Resolution has been adopted in a secret ballot.

**Resolution No. ...**  
**of the Annual General Meeting of ABC Data S.A.**  
**of ... June 2015**  
**on granting discharge to Mr Ulrich Kottman, Member of the Supervisory Board,**  
**in respect of his performance of duties in 2014**

1. Pursuant to Article 393(1) of the Commercial Companies Code and § 22(a) of the Company's Articles of Association, the Annual General Meeting of ABC Data S.A. grants discharge to Mr Ulrich Kottmann, Chairperson of the Supervisory Board, in respect of his performance of duties in 2014.
2. This Resolution takes effect when adopted.  
The Resolution has been adopted in a secret ballot.

**Resolution No. ...**  
**of the Annual General Meeting of ABC Data S.A.**  
**of ... June 2015**  
**on granting discharge to Mr Hans-Dieter Kemler, Member of the Supervisory Board,**  
**in respect of his performance of duties in 2014**

1. Pursuant to Article 393(1) of the Commercial Companies Code and § 22(a) of the Company's Articles of Association, the Annual General Meeting of ABC Data S.A. grants

Appendix 1 to Resolution No. 1 of the Management Board of ABC Data S.A. dated 14 May 2015

discharge to Mr Hans-Dieter Kemler, Member of the Management Board, in respect of his performance of duties in 2014, for the period from 1 January 2014 until the date of his dismissal, i.e. 23 June 2014.

2. This Resolution takes effect when adopted.

The Resolution has been adopted in a secret ballot.

**Resolution No. ...**  
**of the Annual General Meeting of ABC Data S.A.**  
**of ... June 2015**  
**on granting discharge to Mr Nevres Erol Bilecik, Member of the Supervisory Board,**  
**in respect of his performance of duties in 2014**

1. Pursuant to Article 393(1) of the Commercial Companies Code and § 22(a) of the Company's Articles of Association, the Annual General Meeting of ABC Data S.A. grants discharge to Mr Nevres Erol Bilecik, Member of the Supervisory Board, in respect of his performance of duties in 2014.

2. This Resolution takes effect when adopted.

The Resolution has been adopted in a secret ballot.

**Resolution No. ...**  
**of the Annual General Meeting of ABC Data S.A.**  
**of ... June 2015**  
**on granting discharge to Mr Fabian Bohdziul, Member of the Supervisory Board,**  
**in respect of his performance of duties in 2014**

1. Pursuant to Article 393(1) of the Commercial Companies Code and § 22(a) of the Company's Articles of Association, the Annual General Meeting of ABC Data S.A. grants discharge to Mr Fabian Bohdziul, Member of the Supervisory Board, in respect of his performance of duties in 2014.

2. This Resolution takes effect when adopted.

The Resolution has been adopted in a secret ballot.

**Resolution No. ...**  
**of the Annual General Meeting of ABC Data S.A.**  
**of ... June 2015**

**on granting discharge to Mr Maciej Kowalski, Member of the Supervisory Board,  
in respect of his performance of duties in 2014**

1. Pursuant to Article 393(1) of the Commercial Companies Code and § 22(a) of the Company's Articles of Association, the Annual General Meeting of ABC Data S.A. grants discharge to Mr Maciej Kowalski, Member of the Management Board, in respect of his performance of duties in 2014, for the period from the date of his appointment, i.e. 5 December 2014 to 31 December 2014.
2. This Resolution takes effect when adopted.  
The Resolution has been adopted in a secret ballot.

**Resolution No. ...  
of the Annual General Meeting of ABC Data S.A.  
of ... June 2015**

**on granting discharge to Mr Cezary Smorszczewski, Member of the Supervisory Board,  
in respect of his performance of duties in 2014**

1. Pursuant to Article 393(1) of the Commercial Companies Code and § 22(a) of the Company's Articles of Association, the Annual General Meeting of ABC Data S.A. grants discharge to Mr Cezary Smorszczewski, Member of the Supervisory Board, in respect of his performance of duties in 2014, for the period from the date of his appointment, i.e. 23 June 2014 to 31 December 2014.
2. This Resolution takes effect when adopted.  
The Resolution has been adopted in a secret ballot.

**Resolution No. ...  
of the Annual General Meeting of ABC Data S.A.  
of ... June 2015**

**on granting discharge to Mr Ulrich Kottman, Member of the Supervisory Board,  
in respect of his performance of duties in 2014**

1. Pursuant to Article 393(1) of the Commercial Companies Code and § 22(a) of the Company's Articles of Association, the Annual General Meeting of ABC Data S.A. grants discharge to Mr Marek Sadowski, Member and Deputy Chairperson of the Supervisory Board, in respect of his performance of duties in 2014, for the period from 1 January 2014 to 4 July 2014.
2. This Resolution takes effect when adopted.  
The Resolution has been adopted in a secret ballot.



**Resolution No. ...**  
**of the Annual General Meeting of ABC Data S.A.**  
**of ... June 2015**  
**on granting discharge to Mr Mirosław Godlewski, Member of the Supervisory Board,**  
**in respect of his performance of duties in 2014**

1. Pursuant to Article 393(1) of the Commercial Companies Code and § 22(a) of the Company's Articles of Association, the Annual General Meeting of ABC Data S.A. grants discharge to Mr Mirosław Godlewski, Member and Deputy Chairperson of the Supervisory Board, in respect of his performance of duties in 2014.
2. This Resolution takes effect when adopted.  
The Resolution has been adopted in a secret ballot.

**Resolution No. ...**  
**of the Annual General Meeting of ABC Data S.A.**  
**of ... June 2015**  
**on dismissing a Supervisory Board Member.**

1. Pursuant to Article 385(1) of the Commercial Companies Code, the Annual General Meeting of ABC Data S.A. dismisses Mr Ulrich Kotmann from the Supervisory Board.
2. This Resolution takes effect when adopted.  
The Resolution has been adopted in a secret ballot.

**Resolution No. ...**  
**of the Annual General Meeting of ABC Data S.A.**  
**of ... June 2015**  
**on appointing a Supervisory Board Member**

1. Pursuant to Article 385(1) of the Commercial Companies Code, the Annual General Meeting of ABC Data S.A. appoints Mr Ulrich Kotmann to the Supervisory Board.
2. This Resolution takes effect when adopted.  
The Resolution has been adopted in a secret ballot.

**Resolution No. ...**  
**of the Annual General Meeting of ABC Data S.A.**  
**of ... June 2015**  
**on appointing a Supervisory Board Member**

1. Pursuant to Article 385(1) of the Commercial Companies Code, the Annual General Meeting of ABC Data S.A. appoints Mr Tomasz Czechowicz to the Supervisory Board.
2. This Resolution takes effect when adopted.  
The Resolution has been adopted in a secret ballot.

**Resolution No. ...**  
**of the Annual General Meeting of ABC Data S.A.**  
**of ... June 2015**  
**on amending the resolution of the Annual General Meeting of ABC Data S.A.**  
**on determining the remuneration for the Supervisory Board Members**

1. The Annual General Meeting of ABC Data S.A. resolves to amend Resolution No. 27 of the Annual General Meeting of ABC Data S.A. of 10 June 2013 on determining the remuneration of the Supervisory Board Members, as amended by Resolution No. 9 of the Extraordinary General Meeting of ABC Data S.A. of 25 November 2014 amending Resolution of the Annual General Meeting of ABC Data S.A. on determining the remuneration of the Supervisory Board Members, as follows:
  - 1) In paragraph 1 the phrase "PLN 1,500" is deleted and replaced with the phrase "PLN 3,500";
  - 2) In paragraph 1 the phrase "PLN 5,000" is deleted and replaced with the phrase "PLN 5,500";
  - 3) In paragraph 2(a) the phrase "PLN 1,500" is deleted and replaced with the phrase "PLN 3,500";
  - 4) In paragraph 2(a) the phrase "PLN 5,000" is deleted and replaced with the phrase "PLN 5,500";
  - 5) In paragraph 2(b) the phrase "PLN 2,500" is deleted and replaced with the phrase "PLN 2,625";
  - 6) In paragraph 3 the phrase "PLN 30,000" is deleted and replaced with the phrase "PLN 77,000";
  - 7) In paragraph 3 the phrase "PLN 100,000" is deleted and replaced with the phrase "PLN 120,000";
  - 8) The existing wording of paragraph 4 is deleted and replaced as follows:

"Members of the Supervisory Board serving in the Audit Committee, Nomination and Remuneration Committee or the Strategy Committee are entitled to additional remuneration of PLN 500 per hour of work in each committee. The maximum

number of working hours of a Member of the Supervisory Board in the committee is 16 per calendar quarter. As directed by the Supervisory Board, additional tasks may be assigned to the Supervisory Board Members, except that a maximum number of hours for each assigned task cannot exceed 16 in a calendar quarter. If the limit is exceeded, the excess hours in one committee may be settled against the limit of hours worked in another committee or carried forward to subsequent quarters with the consent of the Chairperson of the Supervisory Board or, when the limit is exceeded by the Chairperson of the Supervisory Board, with the consent of the Deputy Chairperson of the Supervisory Board."

2. This Resolution takes effect as of 1 July 2015.

**Resolution No. ...**  
**of the Annual General Meeting of ABC Data S.A.**  
**of ... June 2015**  
**on determining the rules for implementing the Company's 2015 Incentive Scheme**  
**for the Management Board Members**

Recognising the incentive and stimulating potential of the possibility of the Company's shares being taken up by Members of the Company's Management Board, the General Meeting of ABC Data S.A. with its registered office in Warsaw (the "**Company**"), resolves as follows:

**§ 1**

1. A consent is given to the Company's implementing the 2015 Incentive Scheme (the "**Scheme**") under which eligible persons will be allowed to take up I series registered subscription warrants entitling them to take up J series shares issued under the conditional share capital increase. The Scheme will be implemented on the terms set out herein.
2. In implementing the Scheme, the Company's share capital will be conditionally increased by an amount not greater than PLN 600,000 (six hundred thousand Polish zlotys) by issuing not more than 600,000 (six hundred thousand) J series ordinary bearer shares in the Company having a nominal value of PLN 1.00 (one Polish zloty) each ("**Shares**").
3. In implementing the Scheme, the Company will issue not more than 600,000 (six hundred thousand) I series registered subscription warrants with the existing shareholders being deprived of the pre-emptive rights ("**Warrants**"), carrying the right to take up not more than 600,000 (six hundred thousand) J Series Shares.
4. The right to acquire the Warrants under the Scheme will be exercised in 24 Tranches, each carrying the right to acquire one twenty-fourth of the total number of Warrants, at consecutive monthly intervals. The first Tranche of Warrants will be offered in July

2015, but not earlier than after the conditional share capital increase is entered in the Register of Businesses. Where the conditional share capital increase is registered following the month for which the Tranche of Warrants should be offered, the offer will be made promptly after the registration.

5. The Scheme will cover Members of the Management Board ("**Eligible Persons**").
6. The total number of persons covered by the Scheme throughout its duration may not exceed 149.
7. The Eligible Persons will not participate in the Scheme unless they enter into relevant Participation Agreements with the Company in accordance with the Rules referred to in § 2 below.
8. The Eligible Persons will be nominated in the Company's Supervisory Board resolution ("**List of Eligible Persons**") in accordance with the Rules referred to in § 2 below.
9. The List of Eligible Persons will specify at least the names and places of residence of the Eligible Persons and the maximum number of Warrants to be taken up by each Eligible Person.
10. The right to take up the Warrants of the Tranche under the Incentive Scheme will accrue only if the following conditions are fulfilled:
  - 1/ the Eligible Person serves as President, Vice-President or Member of the Company's Management Board on the date of this Resolution ("**General Loyalty Condition**"), and additionally:
  - 2/ the Eligible Person serves as President, Vice-President or Member of the Company's Management Board on the first day of the month for which the Tranche of Warrants is to be offered ("**Specific Loyalty Condition**").
11. Whether or not the conditions set out in paragraph 10 above have been fulfilled will be assessed on the terms set out in the Incentive Scheme Rules referred to in § 2. If the conditions referred to in paragraph 10 above are not fulfilled, the Right will expire.
12. The Subscription Warrants will be issued and offered under the Scheme only if the conditions referred to in paragraph 10 are fulfilled. The Warrants will be offered without delay after the day on which the fulfilment of conditions is ascertained as referred to in paragraph 11.
13. The Eligible Persons may exercise the Right to take up Shares as follows: between 1 and 31 July 2015, between 1 and 31 January 2016, between 1 and 31 July 2016, between 1 and 31 January 2017 and between 1 and 31 July 2017.
14. The issue price of one Share to be taken up under the Scheme amounts to 5.00 PLN (five Polish zlotys).
15. The issue price of one Share referred to in paragraph 14 above will be decreased by an amount equivalent to the sum of dividends/interim dividends approved by the General Meeting of the Company prior to the subscription of the Shares (excluding the dividend approved in 2015 from profit generated in 2014).

**§ 2**

The General Meeting hereby authorises and obliges the Company's Supervisory Board to adopt, within 2 weeks after the date of this resolution, the rules setting out the detailed principles, procedures, time limits and conditions of the Scheme according to which the Warrants and Shares will be taken up, as well as any other issues that may be necessary or advisable for the correct implementation of the Scheme, subject to § 1 above.

**§ 3**

This Resolution takes effect when adopted.

**Resolution No. ...**

**of the Annual General Meeting of ABC Data S.A.**

**of ... June 2015**

**on issuing I series subscription warrants with the right to take up J series ordinary bearer shares in the Company, with the exclusion of the pre-emptive rights with respect to I series subscription warrants,**  
**and the conditional share capital increase by issuing J series shares with the exclusion of the pre-emptive rights with respect to J series shares and on amending the Company's Articles of Association**

***Preamble and Grounds***

*Whereas,*

*- actions taken by the Management Board Members and Key Persons of the Company materially affect the Company's value and the shareholder value,*  
*- acting in the Company's interest, in order to remunerate, further motivate and retain the persons referred above in the Company, the Annual General Meeting adopted Resolution No. \*\*\* dated \*\*\* 2015 ("**Resolution determining the rules for implementing the Company's 2015 Incentive Scheme for the Management Board Members**") introducing an incentive scheme under which subscription warrants may be taken up carrying the rights to take up J series shares in the Company issued under the conditional share capital increase by issuing J series shares (the "**Incentive Scheme**"),*

*The Annual General Meeting of ABC DATA Spółka Akcyjna, with its registered office in Warsaw, acting pursuant to Article 393(5) and Article 453 § 2 and § 3 and under Articles 448 and 449 of the Commercial Companies Code and with a view to performing the Company's duties under the Resolution on the 2015 Incentive Scheme for the Management Board Members:*

## **I. SUBSCRIPTION WARRANTS**

### **§ 1. Issue of subscription warrants**

1. After the conditional share capital increase effected hereunder is entered in the Register of Businesses, the Company will issue not more than 600,000 (six hundred thousand) I series subscription warrants ("**I Series Subscription Warrants**") in 24 Tranches.
2. I Series Subscription Warrants will carry the right to take up not more than 600,000 (six hundred thousand) J series ordinary bearer shares in the Company ("**J Series Shares**") having a nominal value of PLN 1.00.
3. The Subscription Warrants will be issued in an off-public offering procedure referred to in Article 3(3) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies dated 29 July 2005 (i.e. Journal of Laws of 2013, item 1382, as amended). The number of persons to whom the Subscription Warrants will be offered may not exceed 149 (one hundred and forty-nine).
4. The Company's shareholders are deprived of all their pre-emptive rights with respect to I Series Subscription Warrants. To deprive the Company's shareholders of their pre-emptive rights as described above is in the interest of the Company. The General Meeting acknowledges the Management Board's written opinion giving the grounds for depriving the Company's shareholders of their pre-emptive right with respect to I Series Subscription Warrants and for issuing I Series Subscription Warrants at no charge. The Management Board's opinion is attached hereto.

### **§ 2. Characteristics of I Series Subscription Warrants**

1. I Series Subscription Warrants will be issued at no charge.
2. I Series Subscription Warrants will be issued in the form of documents and will be registered securities. I Series Subscription Warrants may be issued in the form of global receipts.
3. Each I Series Subscription Warrant entitles its holder to take up one J Series Share issued under the conditional share capital increase referred to in point II of this Resolution, and all I Series Subscription Warrants will entitle their holders to take up not more than 600,000 (six hundred thousand) J Series Shares.
4. I Series Subscription Warrants will entitle their holders to take up J Series Shares at the issue price referred to in §9(1) and (2) of this Resolution.

### **§ 3. Eligible Persons**

Persons designated on the terms of Resolution No. [•] dated [•] on determining the rules for implementing the Company's 2015 Incentive Scheme for the Management Board Members will be entitled to take up I Series Subscription Warrants ("**Eligible Persons**").

#### **§ 4. Trading in I Series Subscription Warrants**

1. I Series Subscription Warrants are not transferable except that they may be transferred to the Company at no charge for redemption purposes.
2. No transfer effected in breach of the above-mentioned provision will be effective against the Company.
3. I Series Subscription Warrants may not be encumbered without the Company's consent.
4. I Series Subscription Warrants will be deposited with the Company.

#### **§ 5. Time limit for exercising the right to take up I Series Shares**

1. The Eligible Persons may exercise the rights to take up I Series Shares attached to I Series Subscription Warrants as long as the conditions described in § 1(9) of the Resolution on the 2015 Incentive Scheme are satisfied within the following time limits ("Time Limit for Exercising the Rights to the Subscription Warrants"): between 1 and 31 July 2015, between 1 and 31 January 2016, between 1 and 31 July 2016, between 1 and 31 January 2017 and between 1 and 31 July 2017.
2. The Eligible Person may, at their own discretion, take up J Series Shares in the number smaller than that evidenced by the relevant I Series Subscription Warrant global receipt. In the event that the Eligible Person partially exercises the right to take up I Series Shares evidenced by I Series Subscription Warrant global receipt, the Company will deliver to the Eligible Person an updated I Series Subscription Warrant global receipt evidencing the remaining number of J Series Shares to be taken up on the basis of the relevant I Series Subscription Warrant global receipt.
3. The right to take up J Series Shares incorporated in I Series Subscription Warrants will expire, unless it is exercised by the relevant Eligible Person within the period fixed to take up the Shares.

#### **§ 6 Miscellaneous**

1. If the Company is liquidated, all I Series Subscription Warrants cease to be valid and all rights to take up J Series Shares incorporated in I Series Subscription Warrants expire.
2. I Series Subscription Warrants in respect of which the right to take up J Series Shares has been exercised expire as soon as the right incorporated in them is exercised.

#### **§ 7 Incentive Scheme Rules**

The detailed terms and conditions of issuing and exercising the rights attaching to I Series Subscription Warrants will be set out, subject to this Resolution, in the Incentive Scheme Rules to be adopted by the Company's Supervisory Board within 2 weeks after the date of this Resolution.

## **II. CONDITIONAL SHARE CAPITAL INCREASE**

### **§ 8 Conditional increase**

1. The Company's share capital will be conditionally increased by an amount not greater than PLN 600,000 (six hundred thousand Polish zlotys) by issuing not more than 600,000 (six hundred thousand) J series ordinary bearer shares in the Company having a nominal value of PLN 1.00 (one Polish zloty) each and the total nominal value not exceeding PLN 600,000 (six hundred thousand Polish zlotys).
2. J Series Shares are ordinary bearer shares.
3. In the interest of the Company, the existing shareholders are deprived of all pre-emptive rights with respect to J Series Shares. The General Meeting hereby acknowledges the Management Board's written opinion containing the grounds for depriving the existing shareholders of their pre-emptive rights and the proposed issue price for J Series Shares.
4. The conditional share capital increase will be effected to grant to the holders of I Series Subscription Warrants the rights to take up not more than 600,000 (six hundred thousand) J Series Shares pursuant to this Resolution and Articles 448 to 452 of the Commercial Companies Code. Pursuant to Article 448 § 4 of the Commercial Companies Code, an increase of the share capital for the purpose of granting the rights to take up shares to holders of I Series Subscription Warrants may be effected only under a conditional share capital increase.
5. J Series Shares will be issued in an off-public offering procedure referred to in Article 3(3) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies dated 29 July 2005 (i.e. Journal of Laws of 2013, item 1382, as amended). The number of persons to whom I Series Subscription Warrants will be offered may not exceed 149 (one hundred and forty-nine).

### **§ 9 Issue Price. Characteristics**

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 referred to in paragraph 1 above will be decreased by an amount equivalent to the sum of dividends/interim dividends approved by the General Meeting of the Company prior to the subscription of the Shares (excluding the dividend approved in 2015 from profit generated in the 2014).
3. J Series Shares may be taken up exclusively against cash consideration. Payment for J Series Shares should be made not later than on the date on which a statement to take up J Series Shares is made.
4. J Series Shares will be issued in a dematerialized form.
5. Holders of I Series Subscription Warrants are entitled to take up J Series Shares.
6. J Series Shares may be taken up by the Eligible Persons within the time limits set out in § 5 of this Resolution.
7. Action will be taken with a view to introducing J Series Shares to public trading at the Warsaw Stock Exchange.



8. The right to take up J Series Shares may be exercised by way of making a statement to this effect pursuant to Article 451 of the Commercial Companies Code. Upon making of a statement to take up J Series Shares, the Eligible Person is obliged to:
  - 1) submit I Series Subscription Warrant document, unless it has been deposited with the Company;
  - 2) submit a document evidencing full payment for J Series Shares.

### **§ 10. Dividend**

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

## **III. AUTHORISATIONS FOR THE MANAGEMENT BOARD**

### **§ 11**

1. J Series Shares will be introduced into trading at the Warsaw Stock Exchange under separate procedures referred to in the Act on Public Offering, Conditions for Introducing Financial Instruments Into Organized Trading and on Public Companies dated 29 July 2005 (i.e. Journal of Laws of 2013, item 1382, as amended) and the Incentive Scheme Rules.
2. With regard to paragraph 1, the General Meeting grants its consent to:
  - 1) actions being taken with a view to admitting and introducing J Series Shares into trading at the Warsaw Stock Exchange;
  - 2) J Series Shares being deposited;
  - 3) J Series Shares being dematerialized within the meaning of the Act on Trading in Financial Instruments dated 29 July 2005 (i.e. Journal of Laws of 2014, item 94, as amended).
3. The Company's Management Board is authorised to:
  - 1) determine detailed rules for making statements to take up J Series Shares;
  - 2) make a filing with the registry court under Article 452 § 4 of the Commercial Companies Code;
  - 3) take steps in order for J Series Shares to be admitted and introduced into trading at the Warsaw Stock Exchange, deposit J Series Shares, and any other steps necessary to dematerialize J Series Shares and, in particular, to conclude with the National

Depository for Securities an agreement to register J Series Shares with the securities deposit;

- 4) take any other steps necessary to implement this Resolution.

#### **IV. AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION**

##### **§ 12**

Pursuant to Article 430 §1 of the Commercial Companies Code and § 3(1) of the Company's Articles of Association, in order to include in the Company's Articles of Association the conditional share capital increase effected by issuing J series bearer shares in the Company hereunder, the Company's Articles of Association are amended as follows:

- 1) § 7A(1) is to read as follows:

1. The total nominal value of all conditional increases of the Company's share capital may not exceed PLN 51,250,524 (fifty-one million two hundred and fifty thousand five hundred and twenty-four Polish zlotys) and comprises:

- 1) the conditional share capital increase effected under Resolution No. 2 of the General Meeting of the Company dated 21 December 2007, with the nominal value not exceeding PLN 44,000,000 (forty-four million Polish zlotys);
- 2) the conditional share capital increase under Resolution No. 6 of the General Meeting of the Company dated 28 April 2008 and Resolution No. 5 of the General Meeting of the Company dated 15 December 2009, with the nominal value not exceeding PLN 3,412,668 (three million four hundred and twelve thousand six hundred and sixty-eight Polish zlotys);
- 3) the conditional share capital increase effected under Resolution No. 7 of the General Meeting of the Company dated 28 April 2008, with the nominal value not exceeding PLN 1,109,440 (one million one hundred and nine thousand four hundred and forty Polish zlotys);
- 4) the conditional share capital increase effected under Resolution No. 23 of the General Meeting of the Company dated 30 June 2011, with the nominal value not exceeding PLN 2,128,416 (two million one hundred and twenty-eight thousand four hundred and sixteen Polish zlotys);
- 5) the conditional share capital increase effected under Resolution No.... of the General Meeting of the Company dated ... 2015, with the nominal value not exceeding PLN 600,000 (six hundred thousand Polish zlotys)."

- 2) in § 7A paragraph 6 is added after paragraph 5, which reads as follows:

"The conditional share capital increase referred to in paragraph 1(5):

- 1) will be effected by issuing J series ordinary bearer shares of the nominal value of PLN 1 (one) each, the total number of which will not exceed 600,000 (six hundred thousand);
- 2) J series shares will be taken up by holders of I series subscription warrants issued in connection with Resolution No. ... of the General Meeting dated ... 2015."

Appendix 1 to Resolution No. 1 of the Management Board of ABC Data S.A. dated 14 May 2015

**§ 13**

This Resolution takes effect when adopted.