

Warsaw, 20 May 2015

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

On 20 May 2015, the Management Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), acting pursuant to Article 395(1), Article 399 (1), Article 402¹ (1) and (2) and Article 402² of the Commercial Companies Code, convenes the Annual General Meeting (the "AGM") for **16 June 2015, 10 am**, in the Company's registered office, address: **Warsaw, ul. Daniszewska 14**.

Agenda of the AGM:

1. Opening of the AGM.
2. Electing the Chairperson of the AGM.
3. Drawing up the attendance list.
4. Confirming that the AGM has been duly convened and is legally capable of adopting valid resolutions.
5. Approving the agenda of the AGM.
6. Adopting resolutions on:
 - a. considering and approving the Management Board's report on the activities of ABC Data S.A. for 2014
 - b. considering and approving the annual separate financial statements of ABC Data S.A. for 2014
 - c. considering and approving the Management Board's report on the activities of ABC Data S.A. Capital Group for 2014
 - d. considering and approving the annual consolidated financial statements of ABC Data S.A. Capital Group for 2014
 - e. considering and approving the report of the Supervisory Board of ABC Data S.A. on the Supervisory Board's activities for 2014
 - f. allocating the supplementary capital
 - g. distributing net profit for 2014, determining the dividend amount, the record date and the dividend payment date
 - h. granting discharge to the Members of the Management Board of ABC Data S.A in respect of their performance of duties in 2014
 - i. granting discharge to the Members of the Supervisory Board of ABC Data S.A in respect of their performance of duties in 2014
 - j. dismissing a Supervisory Board Member
 - k. appointing Supervisory Board Members
 - l. amending the resolution of the Annual General Meeting of ABC Data S.A. on determining the remuneration of the Supervisory Board Members
 - m. determining the rules for implementing the Company's 2015 Incentive Scheme for the Management Board Members
 - n. 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 warrants, 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;
7. Closing of the AGM.

As regards the item of the AGM agenda concerning the issue of I-series subscription warrants with the right to take up J series shares in the Company, while excluding the pre-emptive rights with respect to I series subscription warrants, the conditional share capital increase by issuing J series shares while excluding the pre-emptive rights with respect to J series shares, and on amending the Company's Articles of Association;

Due to amendments to the Company's Articles of Association provided for in the draft resolution to item 6 n of the agenda, the Management Board hereby presents the current wording of §7A of the Company's Articles of Association as well as the wording proposed in the draft resolution to item 6 n:

- previous wording of § 7 A of the Company's Articles of Association:

1. The total nominal value of all conditional increases of the Company's share capital may not exceed PLN 50,650,524 (fifty million six 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 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 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 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 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).
2. The conditional share capital increase referred to in paragraph 1(1):
 - 1) will be effected by issuing C series ordinary bearer shares of the nominal value of PLN 1 (one) each, the total number of which will not exceed 44,000,000 (forty four million);
 - 2) C series shares will be taken up by eligible holders of B series convertible bonds issued under Resolution No. 2 of the General Meeting dated 28 April 2008.
3. The conditional share capital increase referred to in paragraph 1(2):
 - 1) will be effected by issuing D series ordinary bearer shares of the nominal value of PLN 1 (one) each, the total number of which will not exceed 3,412,668 (three million four hundred and twelve thousand six hundred and sixty-eight);
 - 2) D series shares will be taken up by the holder of subscription warrants taken up by the holder of A series bonds issued under Resolution No. 6 of the General Meeting dated 28 April 2008 and Resolution No. 5 of the General Meeting dated 15 December 2009.
4. The conditional share capital increase referred to in paragraph 1(3):
 - 1) will be effected by issuing:
 - a) E series ordinary bearer shares having the nominal value of PLN 1 (one), the total number of which will not exceed 369,813 (three hundred and sixty-nine thousand eight hundred and thirteen);
 - b) F series ordinary bearer shares having the nominal value of PLN 1 (one), the total number of which will not exceed 369,813 (three hundred and sixty-nine thousand eight hundred and thirteen);

- c) G series ordinary bearer shares having the nominal value of PLN 1 (one), the total number of which will not exceed 369,814 (three hundred and sixty-nine thousand eight hundred and fourteen);
- 2) E-, F- or G series shares will be taken up by the holders of B-, C- and D series subscription warrants respectively issued in connection with Resolution No. 7 of the General Meeting dated 28 April 2008.
- 5. The conditional share capital increase referred to in paragraph 1(4):
 - 1) will be effected by issuing I series ordinary bearer shares having the nominal value of PLN 1 (one) each, the total number of which will not exceed 2,128,416 (two million one hundred and twenty-eight thousand four hundred and sixteen);
 - 2) I series shares will be taken up by the holders of E-, F-, G- and H series subscription warrants issued in connection with Resolution No. 23 of the General Meeting dated 30 June 2011."

- current wording of § 7 A of the Company's Articles of Association as introduced to the consolidated text:

- 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 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 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 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 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. The conditional share capital increase referred to in paragraph 1(1):
 - 1) will be effected by issuing C series ordinary bearer shares of the nominal value of PLN 1 (one) each, the total number of which will not exceed 44,000,000 (forty four million);
 - 2) C series shares will be taken up by eligible holders of B series convertible bonds issued under Resolution No. 2 of the General Meeting dated 28 April 2008.
- 3. The conditional share capital increase referred to in paragraph 1(2):
 - 1) will be effected by issuing D series ordinary bearer shares of the nominal value of PLN 1 (one) each, the total number of which will not exceed 3,412,668 (three million four hundred and twelve thousand six hundred and sixty-eight);
 - 2) D series shares will be taken up by the holder of subscription warrants taken up by the holder of A series bonds issued under Resolution No. 6 of the General Meeting dated 28 April 2008 and Resolution No. 5 of the General Meeting dated 15 December 2009.
- 4. The conditional share capital increase referred to in paragraph 1(3):

- 1) will be effected by issuing:
 - a) E series ordinary bearer shares having the nominal value of PLN 1 (one), the total number of which will not exceed 369,813 (three hundred and sixty-nine thousand eight hundred and thirteen);
 - b) F series ordinary bearer shares having the nominal value of PLN 1 (one), the total number of which will not exceed 369,813 (three hundred and sixty-nine thousand eight hundred and thirteen);
 - c) G series ordinary bearer shares having the nominal value of PLN 1 (one), the total number of which will not exceed 369,814 (three hundred and sixty-nine thousand eight hundred and fourteen);
 - 2) 2) E-, F- or G series shares will be taken up by the holders of B-, C- and D series subscription warrants respectively issued in connection with Resolution No. 7 of the General Meeting dated 28 April 2008.
5. The conditional share capital increase referred to in paragraph 1(4):
- 1) will be effected by issuing I series ordinary bearer shares having the nominal value of PLN 1 (one) each, the total number of which will not exceed 2,128,416 (two million one hundred and twenty-eight thousand four hundred and sixteen);
 - 2) I series shares will be taken up by the holders of E-, F-, G- and H series subscription warrants issued in connection with Resolution No. 23 of the General Meeting dated 30 June 2011."
6. 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 the holders of I series subscription warrants issued in connection with Resolution No. ... of the General Meeting dated ... 2015."

INFORMATION FOR SHAREHOLDERS

Shareholders' right to request that certain matters be included in the agenda of the Annual General Meeting

A shareholder or shareholders representing at least one-twentieth of the Company's share capital may request that certain matters be included in the agenda of the AGM. Such request should be submitted to the Company's Management Board not later than twenty-one days prior to the scheduled date of the AGM.

The request should include the reasons for or a draft resolution on the proposed item of the agenda. The request should be sent to the Company's address or left at the Company's registered office before the expiry of the period set out above. The request may also be sent electronically to wza@abcdata.eu.

A shareholder or shareholders intending to make the request should demonstrate that they hold an adequate number of shares as at the date of the request by attaching relevant share certificates; shareholders who are corporations or partnerships must additionally evidence their authority to act on behalf of their respective entities by attaching an up-to-date excerpt from the National Court Register. All documents sent electronically by the shareholders must be scanned to PDF format.

If the shareholder's request to include certain matters in the agenda of the AGM meets the requirements set out in applicable laws and this notice, the Company's Management Board should, not later than eighteen days before the scheduled date of the AGM, communicate changes to the agenda made at the request of the shareholder(s) in a manner applicable to the convocation of the AGM, also to have them published on the Company's website at www.abcddata.com.pl.

Shareholders' right to submit draft resolutions

A shareholder or shareholders of the Company representing at least one-twentieth of the share capital may submit to the Company before the scheduled date of the AGM (not later than on the last day preceding the date of the AGM), in writing or electronically, draft resolutions concerning the matters included or to be included in the agenda of the AGM.

A shareholder or shareholders intending to make the request should demonstrate that they hold an adequate number of shares as at the date of the request by attaching relevant share certificates; shareholders who are corporations or partnerships must additionally evidence their authority to act on behalf of their respective entities by attaching an up-to-date excerpt from the National Court Register. All documents sent electronically by the shareholders must be scanned to PDF format.

Additionally, each Shareholder may submit draft resolutions concerning matters included in the agenda at the AGM. Therefore, in order not to disrupt the AGM deliberations or prevent other shareholders in exercising their rights through exercise of the above right, each shareholder intending to submit a draft resolution at the AGM should notify the Chairperson of such intention not later than upon the commencement of the AGM's deliberations on the item of the agenda concerning that resolution, by presenting the draft resolution to the Chairperson.

Exercising the voting right by proxy

A shareholder who is an individual may attend the AGM and exercise his/her voting right in person or by proxy.

A shareholder other than an individual may attend the AGM and exercise its voting right by a person authorised to make declarations of intent on its behalf or by proxy.

A relevant proxy instrument should be made in writing and attached to the minutes of the AGM or in an electronic form. Model forms of proxy will be made available as of the date of this notice on the Company's website under Investor Relations (General Meetings).

A shareholder appointing a proxy should give reasonable notice thereof so as to allow verification of the shareholder's and the proxy's identity and authority in this respect.

The Company should be notified of any proxy appointment made in electronic form in an email sent to wza@abcddata.eu, while making every effort to enable effective verification of the validity of the proxy appointment. The notice of proxy appointment should specify the proxy's and the principal's names (giving the full names or names of non-individuals, addresses, telephone numbers and email addresses of such persons). The notice of proxy appointment should also

specify the scope of authority, i.e. the number of shares with respect to which voting rights will be exercised and the date and reference of the OGM at which such voting rights are to be exercised.

The Company will take appropriate steps to identify the shareholder and the proxy in order to verify the validity of the proxy appointment made in electronic form. In particular, such verification may consist in an identity verification question in electronic form or by phone addressed to the shareholder and/or the proxy in order to confirm the authority conferred and its scope. The Company stipulates that unless any matter inquired in the course of verification is duly answered, this will be considered an indication of inability to verify whether the authority was duly granted and may result in the proxy being not allowed to attend the AGM.

The notice of proxy appointment should be accompanied by scanned identification document(s) (including an up-to-date excerpt from the National Court Register) of the shareholder or his/her representatives and of the proxy.

Shareholders will not be allowed to attend the Annual General Meeting unless they produce relevant identification documents. Proxies will not be allowed to attend unless they produce relevant identification documents and a valid proxy appointment made in writing or electronically (in the latter case, the proxy should produce a printed copy of the proxy appointment previously sent electronically to the Company at wza@abcdata.eu in PDF format). In addition, representatives of corporations or partnerships should also produce an up-to-date excerpt from the relevant register (as the original or copy certified by a legal counsel, advocate or notary) at the time of drawing up the attendance list, and these excerpts should name those authorised to represent relevant legal persons or partnerships.

If any document is drawn up in any other language than Polish, a certified translation into Polish should be attached thereto.

In case of any doubt as to the authenticity of the aforementioned documents, the Company's Management Board reserves the right to request production of the original documents or their true copies certified by a notary, advocate or legal counsel, before the commencement of the AGM. Unless those are produced, the shareholder's proxy may be refused the right to attend the AGM.

The principles described above apply accordingly to any notices of revocation of the proxy appointment sent electronically to the Company.

The notice of granting or revoking a proxy appointment in electronic form should be sent to the Company not later than **by 2 p.m.** on the business day immediately preceding the date of the AGM, i.e. **15 June 2015**.

A Management Board Member or an employee of the Company may serve as proxies at the AGM.

If a Member of the Company's Management Board or Supervisory Board, liquidator, employee or officer, or an employee of a subsidiary of ABC Data S.A. serves as a proxy at the AGM, the proxy appointment may authorise him to represent the shareholder at one General Meeting only. The proxy must disclose to the shareholder all circumstances that give or may give rise to a conflict

of interests. The proxy may not appoint substitutes. The proxy is obliged to vote in accordance with the shareholder's instructions.

Model forms of proxy appointments and voting instructions are available at www.abcddata.com.pl. If the proxy has been instructed how to exercise the voting rights, the Company will not verify whether the proxy is exercising the voting rights as instructed by the shareholder.

Attending the Annual General Meeting using electronic means of communication

The Management Board reports that attending the AGM using electronic means of communication is impossible.

Speaking at the Annual General Meeting using electronic means of communication

The Management Board reports that speaking at the OGM using electronic means of communication is impossible.

Exercising voting rights by correspondence or using electronic means of communication

The Management Board reports that exercising voting rights by correspondence or using electronic means of communication is impossible.

Date of registration for attending the Annual General Meeting

The date of registration for attending the AGM is **31 May 2015** (Registration Date).

Right to attend the Annual General Meeting

Only persons who are shareholders of the Company on the Registration Date, i.e. on **31 May 2015**, are eligible to attend the AGM.

At the request made by a holder of a dematerialized bearer shares of the Company made not earlier than after publication of the notice of the AGM and not later than on the first business day following the Registration Date, i.e. not later than **1 June 2015**, the entity operating the securities account will issue a registered certificate confirming the holder's right to attend the AGM.

Please note that only those who meet the following conditions are eligible to attend the AGM, more specifically:

- persons who were shareholders of the Company on the Registration Date, i.e. **31 May 2015**;
- persons who requested the entity operating their securities accounts, not earlier than after the publication of the notice of the AGM and not later than **1 June 2015**, to issue a registered certificate confirming the holder's right to attend the AGM.

The shareholders are expected to obtain registered certificates confirming the holder's right to attend the AGM from the entity operating their securities accounts and to take these certificates with them on the date of the AGM.

A list of shareholders eligible to attend the AGM will be drawn up based on the list prepared and submitted to the Company by the National Depository for Securities. The National Depository for Securities prepares such list based on the registered certificates confirming the holder's right to attend the AGM.

The list of shareholders eligible to attend the AGM will be made available at the registered office of the Company, address: ul. Daniszewska 14, 03-230 Warsaw, Poland, **between 9 a.m. and 5 p.m.** for 3 (three) business days prior to the AGM.

Each shareholder may request that the list of shareholders eligible to attend the AGM be sent to him at no charge by giving his/her email address to which such list should be sent. The Company reserves the right to verify such shareholder's entitlements.

Those eligible to participate in the AGM are requested to register, including to produce the documents listed herein, at the place of holding the AGM, thirty minutes before the commencement of the AGM.

The Company will organise voting with the use of electronic voting (electronic cards) and vote counting systems.

Access to documents

The documents to be presented at the OGM, including draft resolutions, will be made available at the Company's website at www.abcddata.com.pl as of the date of the notice of the AGM in accordance with Article 402³ (1) of the Commercial Companies Code. Any comments that the Management Board or the Supervisory Board may have in respect of the matters included, or to be included, in the agenda before the scheduled date of the AGM, will be made available on the Company's website at www.abcddata.com.pl promptly after they are received or drawn up.

General information

The periods for taking specific actions referred to herein have been determined in accordance with applicable laws and relate to events which occur in the period between the date the AGM is convened and the date it is closed. Therefore, if any period is set for specific actions to be taken by a shareholder and the Company is notified thereof, such actions are deemed to have been taken on the date when the notice is received by the Company before the lapse of the period. Thus, the notice sent by the shareholder before the lapse of the period prescribed but received by the Company after such period expires will be deemed an action undertaken by the shareholder after the expiry of the period and as such ineffective.

In addition, in their electronic communications with the Company sent to wza@abcddata.eu, shareholders should take account of the fact that the Company (the persons handling the above email address) will read any communications during the business hours of the Company (between 9 a.m. and 5 p.m.) on business days.