

Proxy Voting Instruction Form for the Extraordinary General Meeting of ABC Data S.A.  
convened for 21 October 2015

**Proxy Voting Instruction Form**  
**for the Extraordinary General Meeting of ABC Data S.A.**  
**convened for 21 October 2015**

The Shareholder is under no obligation to use this form.

This form does not replace a proxy instrument.

<b><u>Shareholder details:</u></b>	
Name and surname/Business name:	
Place of residence/Registered office:	
Personal identification no.(PESEL)/Tax identification no. (NIP):	

<b><u>Proxy details:</u></b>	
Name and surname/Business name:	
Place of residence/Registered office:	
Personal identification no.(PESEL)/Tax identification no. (NIP):	
Proxy instrument dated:	

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**Resolution no. \_\_**  
**of the Extraordinary General Meeting of ABC Data S.A.**  
**dated \_\_ \_\_\_\_\_ 2015**  
**on appointing the Chairperson of the Extraordinary General Meeting**

Pursuant to Article 409 (1) of the Commercial Companies Code, the Extraordinary General Meeting of ABC Data S.A. appoints Mr/Ms ..... as Chairperson of the Extraordinary General Meeting.

<b>Voting:</b>	<b>Number of votes:</b>
<input type="checkbox"/> For	.....
<input type="checkbox"/> Against	.....
<input type="checkbox"/> Abstained	.....
<input type="checkbox"/> At the Proxy's discretion	.....

*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*For the Shareholder*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. \_\_**  
**of the Extraordinary General Meeting of ABC Data S.A.**  
**dated \_\_ \_\_\_\_\_ 2015**  
**on adopting the agenda**

The Extraordinary General Meeting of ABC Data S.A. resolves to approve the agenda as published on \_\_ \_\_\_\_\_ 2015 at www.abcddata.com.pl in the manner prescribed for the submission of current reports in the provisions on public offering, conditions of introduction of financial instruments to organised trading and on public companies.

<b>Voting:</b>	<b>Number of votes:</b>
<input type="checkbox"/> For	.....
<input type="checkbox"/> Against	.....
<input type="checkbox"/> Abstained	.....
<input type="checkbox"/> At the Proxy's discretion	.....

*Contents of the notice of opposition\*:*  
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*Contents of the instruction\*:*  
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*For the Shareholder*

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**Resolution no. \_\_**  
**of the Extraordinary General Meeting of ABC Data S.A.**  
**dated \_\_ \_\_\_\_\_ 2015**

**on repealing the Resolution of the Annual General Meeting of ABC Data S.A. dated 16 June 2015 on determining the rules for implementing the Company's Incentive Scheme for 2015 for Management Board members**

- 1. The Extraordinary General Meeting of ABC Data S.A. decides to repeal Resolution no. 26 of the Extraordinary General Meeting of ABC Data S.A. dated 16 June 2015 *on determining the rules for implementing the Company's Incentive Scheme for 2015 for Management Board members.*
- 2. This Resolution takes effect when adopted.

<b>Voting:</b>	<b>Number of votes:</b>
<input type="checkbox"/> For	.....
<input type="checkbox"/> Against	.....
<input type="checkbox"/> Abstained	.....
<input type="checkbox"/> At the Proxy's discretion	.....

*Contents of the notice of opposition\*:*  
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*Contents of the instruction\*:*  
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*For the Shareholder*

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**Resolution no. \_\_**  
**of the Extraordinary General Meeting of ABC Data S.A.**  
**dated \_\_ \_\_\_\_\_ 2015**

**on repealing the Resolution of the Annual General Meeting of ABC Data S.A. dated 16 June 2015 on determining the rules for implementing the Company's Incentive Scheme for 2015 for Supervisory Board members**

1. The Extraordinary General Meeting of ABC Data S.A. decides to repeal Resolution no. 27 of the Extraordinary General Meeting of ABC Data S.A. dated 16 June 2015 *on determining the rules for implementing the Company's Incentive Scheme for 2015 for Supervisory Board members.*
2. This Resolution takes effect when adopted.

**Voting:**

**Number of votes:**

- |  |       |
|--|-------|
| <input type="checkbox"/> For                       | ..... |
| <input type="checkbox"/> Against                   | ..... |
| <input type="checkbox"/> Abstained                 | ..... |
| <input type="checkbox"/> At the Proxy's discretion | ..... |

*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*For the Shareholder*

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**Resolution no. \_\_**  
**of the Extraordinary General Meeting of ABC Data S.A.**  
**dated \_\_ \_\_\_\_\_ 2015**

**on earmarking the Company's own shares acquired as part of the Own Share Buyback Program**

1. Pursuant to Article 362 (1) (8) of the Commercial Companies Code, The Extraordinary General Meeting of ABC Data S.A. gives a consent to earmark own shares acquired as part of the Own Share Buyback Program conducted on the basis of Resolution no. 31 of the Extraordinary General Meeting of ABC Data S.A. dated 23 June 2014 *on granting an authorisation to the Management Board of ABC Data S.A. to acquire own shares for the purpose of further resale or redemption*, for further resale, also as part of performing the Company's obligations resulting from the Company's Incentive Schemes.
2. This Resolution takes effect when adopted.

<b>Voting:</b>	<b>Number of votes:</b>
<input type="checkbox"/> For	.....
<input type="checkbox"/> Against	.....
<input type="checkbox"/> Abstained	.....
<input type="checkbox"/> At the Proxy's discretion	.....

*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*For the Shareholder*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. \_\_**  
**of the Extraordinary General Meeting of ABC Data S.A.**  
**dated \_\_ \_\_\_\_\_ 2015**  
**on determining the rules for implementing the Company's Incentive Scheme for**  
**2015**

Recognising the incentive potential of the possibility of the Company's shares being acquired by members of the Company's Management Board and Supervisory Board, the General Meeting of the company operating under the business name ABC Data S.A. with its registered office in Warsaw ("**Company**") resolves as follows:

**§ 1**

1. To give a consent to the Company implementing the Incentive Scheme for 2015 (the "**Scheme**") where eligible persons will be allowed to acquire the Company's shares. The Scheme will be implemented on the terms set out herein.
2. In connection with implementing the Scheme, the General Meeting earmarks, for disposal by the Company to eligible persons, not more than 900,000 (in words: nine hundred thousand) of the Company's shares with a nominal value of PLN 1 (in words: one zloty) each, acquired as part of the Own Share Buyback Program conducted on the basis of Resolution no. 31 of the General Meeting of the Company dated 23 June 2014 and Resolution no. 1 of the Company's Management Board dated 24 June 2014, earmarked for the performance of obligations resulting from the Company's incentive schemes, on the basis of Resolution no. \_\_ of the General Meeting of the Company dated \_\_ October 2015 ("**Shares**").
3. Shares will be offered to eligible persons for acquisition in 24 tranches, each carrying the right to acquire 1/24 of the total number of Shares, at consecutive monthly intervals ("**Tranche**"). The first Share Tranche will be offered in November 2015.
4. The Scheme will cover the following members of the Company's Management Board and Supervisory Board ("**Eligible Persons**"):
  - a) President of the Management Board – Ms Ilona Weiss – eligible to acquire not more than 240,000 Shares,
  - b) Vice-President of the Management Board – Mr Juliusz Niemoćko – eligible to acquire not more than 180,000 Shares,
  - c) Vice-President of the Management Board – Mr Andrzej Kuźniak – eligible to acquire not more than 180,000 Shares,

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- d) Chairperson of the Supervisory Board – Mr Ulrich Kottmann – eligible to acquire not more than 150,000 Shares
  - e) Deputy Chairperson of the Supervisory Board – Mr Ireneusz Dąbrowski – eligible to acquire not more than 150,000 Shares.
5. 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.
  6. A given Share Tranche will be offered only if the following conditions are fulfilled:
    - 1/ a given Eligible Person serves in the Management Board or the Supervisory Board on the date hereof ("**General Loyalty Condition**") and additionally:
    - 2/ a given Eligible Person serves in the Company's Management Board or Supervisory Board on the first day of the month for which a given Share Tranche is to be offered ("**Specific Loyalty Condition**").
  7. Whether the conditions set out in Section 6 above have been fulfilled or not will be assessed on the rules set out in the Rules and Regulations of the Incentive Scheme referred to in § 2. Shares will be offered under the Scheme only if the conditions set out in Section 6 above are fulfilled.
  8. Eligible Persons may accept an offer to acquire Shares of each Tranche and they may acquire Shares on the following dates: between 1 and 30 April 2016, between 1 and 31 October 2016, between 1 and 30 April 2017 and between 1 and 31 October 2017 ("**Performance Dates**".)
  9. In the case where an offer is not accepted and Shares of a given Tranche are not acquired on a given Performance Date, the offer may be accepted and Shares of a given Tranche may be acquired on subsequent Performance Dates.
  10. In the case where any of offers is not accepted and Shares of any of Tranches are not acquired prior to the last Performance Date, Share acquisition offers cease to apply.
  11. Eligible Persons may acquire a part of Shares of a given Tranche offered to them, at their discretion. In such a case the remaining part of Shares of a given Tranche offered to them may be acquired on subsequent Performance Dates.
  12. On each of the Performance Dates, an Eligible Person may accept all Share acquisition offers that have been made to them but which have not been accepted, and acquire all Shares that have been offered to them but which have not been acquired.
  13. The acquisition price of one Share, acquired under the Scheme, is PLN 5.00 (in words: five zloty).



14. The acquisition price of one Share referred to in Section 13 above will be decreased by the amount equivalent to the sum of dividend or interim dividend per share approved by the Company's General Meeting before the acquisition of Shares.

**§ 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 Shares will be acquired, 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.

**Voting:**

**Number of votes:**

- For .....
- Against .....
- Abstained .....
- At the Proxy's discretion .....

*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*For the Shareholder*

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