

**Documents presented to the Ordinary General Meeting of ABC Data S.A.  
convened for 29 June 2012**

On 30 April 2012, ABC Data S.A. published its annual report No. R 2011 including, among other things:

- the report of the Management Board on the operations of ABC Data S.A. for 2011,
- the financial statement of ABC Data S.A. prepared for 31 December 2011,
- the opinion and report on the audit of the financial statement of ABC Data S.A. prepared for 31 December 2011,

On 30 April 2012, ABC Data S.A. published its annual report No. RS 2010 including, among other things:

- the report of the Management Board on the operations of the ABC Data S.A. group for 2011,
- the financial statement of the ABC Data S.A. group prepared for 31 December 2011,
- the opinion and report on the audit of the financial statement of the ABC Data S.A. group prepared for 31 December 2011.

These documents are published on ABC Data S.A.'s internet website [www.abcddata.com.pl](http://www.abcddata.com.pl) and are available at the registered office of ABC Data S.A.

---

ABC Data S.A. submits a motion of the Management Board of ABC Data S.A. with respect to the distribution of the profit of ABC Data S.A. for the 2011 financial year and dividend payment:

**Motion of the Management Board of ABC Data S.A. to  
the Ordinary General Meeting of ABC Data S.A. located in Warsaw  
concerning the distribution of the profit of ABC Data S.A. for the 2011 financial year  
and dividend payment**

The Management Board of ABC Data S.A. hereby proposes that :

- 1) the net profit of ABC Data S.A. for 2011 financial year in the amount of PLN 13,920,193.36 (in words: thirteen million nine hundred twenty thousand one hundred ninety three Polish zloty and 36/100) to distribute in the following way that the amount of:
  - a) PLN 1,113,615.47 (in words: one million one hundred thirteen thousand six hundred fifteen Polish zloty and 47/100) representing 8% of the net profit of ABC Data S.A. for 2011 financial year, according to clause 396 para 1 Code of Commercial Companies, to allocate to obligatory supplementary capital created for covering of financial loss,
  - b) PLN 12,806,577.89 (in words: twenty million eight hundred six thousand five hundred seventy seven Polish zloty and 89/100) to assign for the dividend for ABC Data S.A. shareholders,
- 2) the amount of PLN 7,200,000 (in wording: seven million Polish zloty) to allocate from “The Reserve capital for purchase of own shares” established by resolution No 5 of Extraordinary General Shareholders Meeting of ABC Data S.A. dated on 30 September, 2011 regarding to

appointment of the Management Board of ABC Data S.A. to purchase own shares of ABC Data S.A. in order to redemption of own shares or further resale of own shares for dividend for ABC Data S.A. shareholders.

2. The Supervisory Board of ABC Data S.A. taking into consideration clause 1 letter b) and clause 2 recommends to the General Shareholders' Meeting of ABC Data S.A. to pay the dividend in the amount of PLN 20,006,577.89 (in wording: twenty million six thousand five hundred seventy seven Polish zloty 89/100) for ABC Data S.A. shareholders.

---

ABC Data S.A. submits the resolutions of the Supervisory Board of ABC Data S.A. of 16 May 2012 containing the opinion of the Supervisory Board of ABC Data S.A. concerning issues that are to be subjects of resolutions of the Ordinary General Meeting convened for June 29, 2012 and the report of the Supervisory Board of ABC Data S.A. on the activities of the Supervisory Board of ABC Data S.A., containing a brief evaluation of the situation of ABC Data S.A., including an assessment of the internal control system and the system of managing risks significant for ABC Data S.A., and containing an assessment of the work of the Supervisory Board of ABC Data S.A.

**Uchwała nr ...7./2012 Rady Nadzorczej  
Spółki ABC Data S.A. z siedzibą w Warszawie  
z dnia 16 maja 2012 r.  
Resolution No ...7./2012 of the Supervisory Board  
of ABC Data S.A. having its seat in Warszawa  
dated 16<sup>th</sup> May 2012**

Działając na podstawie art. 382 ust. 3 k.s.h i § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 Nadzwyczajnego Walnego Zgromadzenie Akcjonariuszy ABC Data S.A. z dnia 15 grudnia 2009 r., § 15 ust. 2 lit. a) Statutu ABC Data S.A. oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, Rada Nadzorcza ABC Data S.A. niniejszym postanawia, co następuje:

§ 1

Rada Nadzorcza ABC Data S.A. pozytywnie ocenia jednostkowe sprawozdanie finansowe ABC Data S.A. za rok obrotowy 2011, na które składa się:

- 1) bilans sporządzony na dzień 31 grudnia 2011 r., który po stronie aktywów i pasywów wykazuje sumę 807 518 tysięcy złotych;
- 2) sprawozdanie z całkowitych dochodów za rok obrotowy kończący się tego dnia wykazujące całkowity dochód ogółem w

Pursuant to art. 382 clause 3 of Commercial Code and § 7 clause 1 of Regulations of the Supervisory Board, approved by the Resolution No 7 of the Extraordinary Shareholders' Meeting of ABC Data S.A. dated 15<sup>th</sup> December 2009, § 15 clause 2 letter a) of the Company's Articles of Association and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies, the Supervisory Board of ABC Data S.A. hereby resolves as follows:

§ 1

The Supervisory Board of ABC Data S.A. has assessed the separate financial statements of ABC Data S.A. for the 2011 financial year comprising:

- 1) the balance sheet as at December 31, 2011 with total assets and total liabilities and equity of PLN 807 518 thousand;
- 2) the separate statement of comprehensive income for the year then ended with a total comprehensive income of PLN 13 650

- |   |  |
|---|--|
| <p>kwocie 13 650 tysięcy złotych;</p> <p>3) zestawienie zmian w kapitale własnym za rok obrotowy kończący się tego dnia i wykazujące zwiększenie kapitału własnego o kwotę 13 817 tysięcy złotych;</p> <p>4) rachunek przepływów pieniężnych za rok obrotowy kończący się tego dnia wykazujący zmniejszenie stanu środków pieniężnych netto na sumę 83 tysięcy złotych;</p> <p>5) informacje objaśniające do jednostkowego sprawozdania finansowego i rekomenduje Walnemu Zgromadzeniu Akcjonariuszy ABC Data S.A. zatwierdzenie jednostkowego sprawozdania finansowego ABC Data S.A. za rok obrotowy 2011.</p> | <p>thousand;</p> <p>3) the separate statement of changes in equity for year then ended with an increase in equity of PLN 13 817 thousand;</p> <p>4) the separate cash flow statement for the year then ended with a decrease of cash of PLN 83 thousand;</p> <p>5) explanatory information to the separate financial statements and recommends to the General Shareholders' Meeting of ABC Data S.A. the approval of the separate financial statements of ABC Data S.A. for the 2011 financial year.</p> |
|---|--|

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

§ 2

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

**Uchwała nr ...8./2012 Rady Nadzorczej  
Spółki ABC Data S.A. z siedzibą w Warszawie  
z dnia 16 maja 2012 r.  
Resolution No ...8 ./2012 of the Supervisory Board  
of ABC Data S.A. having its seat in Warszawa  
dated 16<sup>th</sup> May 2012**

Działając na podstawie art. 382 ust. 3 k.s.h. i § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 Nadzwyczajnego Walnego Zgromadzenia Akcjonariuszy ABC Data S.A. z dnia 15 grudnia 2009 r., § 15 ust. 2 lit. a) Statutu ABC Data S.A. oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, Rada Nadzorcza ABC Data S.A. niniejszym postanawia, co następuje:

Pursuant to art. 382 clause 3 of Commercial Code and § 7 clause 1 of Regulations of the Supervisory Board, approved by the Resolution No 7 of the Extraordinary Shareholders' Meeting of ABC Data S.A. dated 15<sup>th</sup> December 2009, § 15 clause 2 letter a) of the Company's Articles of Association and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies, the Supervisory Board of ABC Data S.A. hereby resolves as follows:

§ 1

Rada Nadzorcza ABC Data S.A. pozytywnie

§ 1

The Supervisory Board of ABC Data S.A. has

ocenia sprawozdanie Zarządu z działalności ABC Data S.A. za rok obrotowy 2011 i rekomenduje Walnemu Zgromadzeniu Akcjonariuszy ABC Data S.A. zatwierdzenie sprawozdania Zarządu z działalności ABC Data S.A. za rok obrotowy 2011.

assessed the Management Board's Report on the activity of ABC Data S.A. for the year 2011 and recommends to the General Shareholders' Meeting of ABC Data S.A. the approval of the Management Board's Report on the activity of ABC Data S.A. for the year 2011.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

§ 2

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

**Uchwała nr ...9./2012 Rady Nadzorczej  
Spółki ABC Data S.A. z siedzibą w Warszawie  
z dnia 16 maja 2012 r.  
Resolution No ...9 ./2012 of the Supervisory Board  
of ABC Data S.A. having its seat in Warszawa  
dated 16<sup>th</sup> May 2012**

Działając na podstawie art. 382 ust. 3 k.s.h. i § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 Nadzwyczajnego Walnego Zgromadzenia Akcjonariuszy ABC Data S.A. z dnia 15 grudnia 2009 r., § 15 ust. 2 lit. a) Statutu ABC Data S.A. oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, Rada Nadzorcza ABC Data S.A. niniejszym postanawia, co następuje:

Pursuant to art. 382 clause 3 of Commercial Code and § 7 clause 1 of Regulations of the Supervisory Board, approved by the Resolution No 7 of the Extraordinary Shareholders' Meeting of ABC Data S.A. dated 15<sup>th</sup> December 2009, § 15 clause 2 letter a) of the Company's Articles of Association and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies, the Supervisory Board of ABC Data S.A. hereby resolves as follows:

§ 1

Po zapoznaniu się z wnioskiem Zarządu ABC Data S.A. dotyczącym propozycji podziału zysku Spółki za rok obrotowy 2011 i wypłaty dywidendy, Rada Nadzorcza ABC Data S.A. pozytywnie ocenia wniosek Zarządu ABC Data S.A. i rekomenduje Walnemu Zgromadzeniu Akcjonariuszy ABC Data S.A.:

§ 1

Having become acquainted with the Management Board's motion concerning distribution of the Company's net profit for the 2011 financial year and payment of the dividend, the Supervisory Board assessed the motion of the Management Board of ABC Data S.A. and recommends to the General Shareholders' Meeting of ABC Data S.A.

- 1) zysk spółki ABC Data S.A. za rok obrotowy 2011 w kwocie 13.920.193,36 zł (słownie: trzynaście milionów dziewięćset dwadzieścia tysięcy sto dziewięćdziesiąt trzy złote 36 groszy) podzielić w ten sposób, że kwota w wysokości:

- 2) the net profit of ABC Data S.A. for 2011 financial year in the amount of PLN 13,920,193.36 (in words: thirteen million nine hundred twenty thousand one hundred ninety three Polish zloty and 36/100) to distribute in the following way that the amount of:

- a) 1.113.615,47 zł (słownie: milion sto trzynaście tysięcy sześćset piętnaście złotych 47 groszy) stanowiąca 8% zysku spółki ABC Data S.A. za rok obrotowy 2011, zgodnie z art. 396 § 1 k.s.h., zostaje przeniesiona na obowiązkowy kapitał zapasowy tworzony na pokrycie strat bilansowych,
- b) 12.806.577,89 zł (słownie: dwanaście milionów osiemset sześć tysięcy pięćset siedemdziesiąt siedem złotych 89 groszy) zostaje przeznaczona na wypłatę dywidendy dla akcjonariuszy spółki ABC Data S.A.,
- 2) kwotę w wysokości 7.200.000 (słownie: siedem milionów dwieście tysięcy złotych) przenieść z „Kapitału rezerwowego na nabycie akcji własnych”, ustanowionego uchwałą nr 5 Nadzwyczajnego Walnego Zgromadzenia ABC Data S.A. z dnia 30 września 2011 r. w sprawie udzielenia Zarządowi ABC Data S.A. upoważnienia do nabycia akcji własnych w celu ich umorzenia lub dalszej odsprzedaży, na poczet wypłaty dywidendy dla akcjonariuszy ABC Data S.A.,
2. Rada Nadzorcza S.A. po uwzględnieniu ust. 1 pkt b i ust. 2 rekomenduje Zwyczajnemu Walnemu Zgromadzeniu ABC Data S.A. kwotę w wysokości 20.006.577,89 zł (słownie: dwadzieścia milionów sześć tysięcy pięćset siedemdziesiąt siedem złotych 89 groszy) wypłacić jako dywidendę akcjonariuszom ABC Data S.A.
- c) PLN 1,113,615.47 (in words: one million one hundred thirteen thousand six hundred fifteen Polish zloty and 47/100) representing 8% of the net profit of ABC Data S.A. for 2011 financial year, according to clause 396 para 1 Code of Commercial Companies, to allocate to obligatory supplementary capital created for covering of financial loss,
- d) PLN 12,806,577.89 (in words: twenty million eight hundred six thousand five hundred seventy seven Polish zloty and 89/100) to assign for the dividend for ABC Data S.A. shareholders,
- 3) the amount of PLN 7,200,000 (in wording: seven million Polish zloty) to allocate from “The Reserve capital for purchase of own shares” established by resolution No 5 of Extraordinary General Shareholders Meeting of ABC Data S.A. dated on 30 September, 2011 regarding to appointment of the Management Board of ABC Data S.A. to purchase own shares of ABC Data S.A. in order to redemption of own shares or further resale of own shares for dividend for ABC Data S.A. shareholders.
3. The Supervisory Board of ABC Data S.A. taking into consideration clause 1 letter b) and clause 2 recommends to the General Shareholders’ Meeting of ABC Data S.A. to pay the dividend in the amount of PLN 20,006,577.89 (in wording: twenty million six thousand five hundred seventy seven Polish zloty 89/100) for ABC Data S.A. shareholders.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

§ 2

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

**Spółki ABC Data S.A. z siedzibą w Warszawie  
z dnia 16 maja 2012 r.  
Resolution No ...10 ./2012 of the Supervisory Board  
of ABC Data S.A. having its seat in Warszawa  
dated 16<sup>th</sup> May 2012**

Działając na podstawie art. 382 ust. 3 k.s.h i § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 Nadzwyczajnego Walnego Zgromadzenia Akcjonariuszy ABC Data S.A. z dnia 15 grudnia 2009 r., § 15 ust. 2 lit. a) Statutu ABC Data S.A. oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, Rada Nadzorcza ABC Data S.A. niniejszym postanawia, co następuje:

Pursuant to art. 382 clause 3 of Commercial Code and § 7 clause 1 of Regulations of the Supervisory Board, approved by the Resolution No 7 of the Extraordinary Shareholders' Meeting of ABC Data S.A. dated 15<sup>th</sup> December 2009, § 15 clause 2 letter a) of the Company's Articles of Association and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies, the Supervisory Board of ABC Data S.A. hereby resolves as follows:

§ 1

Rada Nadzorcza ABC Data S.A. pozytywnie ocenia skonsolidowane sprawozdanie finansowe Grupy Kapitałowej ABC Data S.A. za rok obrotowy 2011, na które składa się:

- 1) skonsolidowany bilans sporządzony na dzień 31 grudnia 2011 r., który po stronie aktywów i pasywów wykazuje sumę 981 872 tysiące złotych;
- 2) skonsolidowane sprawozdanie z całkowitych dochodów za rok obrotowy kończący się tego dnia wykazujące całkowity dochód ogółem w kwocie 57 955 tysięcy złotych;
- 3) skonsolidowane zestawienie zmian w kapitale własnym za rok obrotowy kończący się tego dnia wykazujące zwiększenie skonsolidowanego kapitału własnego o kwotę 78 286 tysięcy złotych;
- 4) skonsolidowany rachunek przepływów pieniężnych za rok obrotowy kończący się tego dnia wykazujący zwiększenie stanu środków pieniężnych netto o kwotę 3 486 tysięcy złotych;
- 5) informacje objaśniające do skonsolidowanego sprawozdania finansowego

i rekomenduje Walnemu Zgromadzeniu Akcjonariuszy ABC Data S.A. zatwierdzenie skonsolidowanego sprawozdania finansowego

§ 1

The Supervisory Board of ABC Data S.A. has assessed the consolidated financial statements of ABC Data S.A. Group for the 2011 financial year comprising:

- 1) the consolidated balance sheet as at December 31, 2011 with total assets and total liabilities and equity of PLN 981 872 thousand;
- 2) the consolidated statement of comprehensive income for the year then ended with a total comprehensive income of PLN 57 955 thousand;
- 3) the consolidated statement of changes in equity for year then ended with an increase in equity of PLN 78 286 thousand;
- 4) the consolidated cash flow statement for the year then ended with a increase of cash of PLN 3 486 thousand;
- 5) explanatory information to the separate financial statements

and recommends to the General Shareholders' Meeting of ABC Data S.A. the approval of the separate financial statements of ABC Data S.A.

Grupy Kapitałowej ABC Data S.A. za rok obrotowy 2011. Group for the 2011 financial year.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

§ 2

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

**Uchwała nr ...11 ./2012 Rady Nadzorczej  
Spółki ABC Data S.A. z siedzibą w Warszawie  
z dnia 16 maja 2012 r.  
Resolution No ...11 ./2012 of the Supervisory Board  
of ABC Data S.A. having its seat in Warszawa  
dated 16<sup>th</sup> May 2012**

Działając na podstawie art. 382 ust. 3 k.s.h i § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 Nadzwyczajnego Walnego Zgromadzenie Akcjonariuszy ABC Data S.A. z dnia 15 grudnia 2009 r., § 15 ust. 2 lit. a) Statutu ABC Data S.A. oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, Rada Nadzorcza ABC Data S.A. niniejszym postanawia, co następuje:

Pursuant to art. 382 clause 3 of Commercial Code and § 7 clause 1 of Regulations of the Supervisory Board, approved by the Resolution No 7 of the Extraordinary Shareholders' Meeting of ABC Data S.A. dated 15<sup>th</sup> December 2009, § 15 clause 2 letter a) of the Company's Articles of Association and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies, the Supervisory Board of ABC Data S.A. hereby resolves as follows:

§ 1

Rada Nadzorcza ABC Data S.A. postanawia przyjąć sprawozdanie Rady Nadzorczej, stanowiące załącznik do niniejszej uchwały, zawierające:

§ 1

The Supervisory Board of ABC Data S.A. approves the report of the Supervisory Board, attached as appendix hereto, including:

- 1) sprawozdanie z działalności Rady Nadzorczej w roku obrotowym 2011 wraz z oceną sytuacji spółki z uwzględnieniem oceny kontroli wewnętrznej i systemu zarządzania ryzykiem istotnym dla Spółki,
- 2) ocenę jednostkowego i skonsolidowanego sprawozdania finansowego ABC Data S.A. za rok obrotowy 2011,
- 3) ocenę sprawozdania Zarządu ABC Data

- 1) report on the activity of the Supervisory Board in the 2010 financial year with the company's standing including an evaluation of the internal control system and the significant risk management system,
- 2) evaluation of the Company's separate and consolidated financial statements for the 2011 financial year,
- 3) evaluation of the Report of the Company's

S.A. z działalności spółki ABC Data S.A. i Grupy Kapitałowej ABC Data S.A. w roku obrotowym 2011,

4) ocenę wniosku Zarządu ABC Data S.A. w sprawie podziału zysku Spółki za rok 2011,

5) wnioski Rady Nadzorczej do Walnego Zgromadzenia Akcjonariuszy ABC Data S.A. z ocen wskazanych w ust. 1 – 4

oraz przedstawić Walnemu Zgromadzeniu Akcjonariuszy ABC Data S.A. sprawozdanie Rady Nadzorczej Rady Nadzorczej.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

Management Board on the activities of ABC Data S.A. and of ABC Data S.A. Group in the 2011 financial year,

4) evaluation of the Management Board's motion concerning dividing of the Company's profit for the 2011 financial year,

5) Supervisory Board's motions to the General Shareholders' Meeting of ABC data S.A regarding the evaluations pointed in clauses 1-4

and to present to the General Shareholders' Meeting of ABC Data S.A. the report of the Supervisory Board.

§ 2

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

---

## **Report of the Supervisory Board of ABC Data S.A.**

**(the Company or ABC Data S.A.)**

**for the period running from January 01, 2011 until December 31, 2011**

**prepared pursuant to Clause 382 paragraph 3 of Code of Commercial Companies and to paragraph 15 clause 2 letter a) of the Company's Articles of Association and part III clause 1 points 1-3 of Code of Best Practice for WSE Listed Companies.**

### **1. General Information**

ABC Data S.A. a joint-stock company with its registered office in Warsaw, ulica Daniszewska 14, was entered into the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw under No KRS 0000287132. The Company was awarded NIP 524-26-17-178 tax identification number and REGON 141054682 statistical number.  
The Company's share capital amounts to PLN 124,728,308.00 – fully paid.

### **2. Composition of the Supervisory Board**

According to Paragraph 14 Clause 1 of the Company's Articles of Association the Company's Supervisory Board shall be composed of 5 (five) to 7 (seven) members appointed by the General Meeting of Shareholders.

As at December 31, 2010, the Company's Supervisory Board was composed of:

- Mr Ulrich Kottmann (Chairman)
- Mr Jürgen Schulte-Laggenbeck (Deputy Chairman)



- Mr Tomasz Czechowicz
- Ms Grażyna Piotrowska-Oliwa
- Mr Ryszard Warzocha
- Mr Hans-Peter Ständer
- Mr Hans Dieter Kemler

During the 2011 financial year, the composition of the Supervisory Board evolved as follows:

- On January 1, 2011, Mr Konrad Sitnik joined the Supervisory Board pursuant to the resolution No 37 of the General Shareholders' Meeting dated September 16, 2010 and on January 19, 2011 became Deputy Chairman.
- On January 10, 2011, Mr Jürgen Schulte-Laggenbeck resigned from the membership (and Deputy Chairman position) in the Supervisory Board with the immediate effect.
- On June 28, 2011, Ms Grażyna Piotrowska-Oliwa resigned from membership in the Supervisory Board due to the new position of Member of the Management Board in PKN Orlen dated June 30, 2011.
- On June 30, 2011, Mr Tomasz Czechowicz joined the Supervisory Board pursuant to the resolution No 27 of the General Shareholders' Meeting.
- On June 30, 2011, Mr Jerzy Krawczyk joined the Supervisory Board pursuant to the resolution No 28 of the General Shareholders' Meeting.
- On September 29, 2011 Mr Jerzy Krawczyk resigned from the membership in the Supervisory Board.
- On September 30, 2011, Mr Tomasz Czechowicz resigned from the membership in the Supervisory Board with immediate effect.
- On September 30, 2011, Mr Marek Sadowski joined the Supervisory Board pursuant to the resolution No 3 Extraordinary GMS dated September 30, 2011.
- On September 30, 2011, Mr Mirosław Godlewski joined the Supervisory Board pursuant to the resolution No 3 Extraordinary GMS dated September 30, 2011.
- On November 24, 2011, Mr Konrad Sitnik resigned from Deputy Chairman Position and Supervisory Board.

As at December 31, 2011, the Company's Supervisory Board was composed of:

- Mr Ulrich Kottmann (Chairman)
- Mr Mirosław Godlewski
- Mr Hans-Peter Ständer, related to Arthur Holding GmbH
- Mr Hans Dieter Kemler
- Mr Marek Sadowski
- Mr Ryszard Warzocha

On March 1, 2012 Mr Tomasz Czechowicz joined the Supervisory Board pursuant to paragraph 14 clause 2 letter b) p ii of the Company's Articles of Association as for MCI Management S.A. entitled body. On March 9, 2012, Mr Tomasz Czechowicz became Deputy Chairman of the Supervisory Board.

The current composition of the Supervisory Board is as follows:

- Mr Ulrich Kottmann (Chairman)
- Mr Tomasz Czechowicz (Deputy Chairman)
- Mr Hans-Peter Ständer
- Mr Hans Dieter Kemler
- Mr Mirosław Godlewski

- Mr Ryszard Warzocha
- Mr. Marek Sadowski

### **3. Evaluation (self-assessment) of work of the Supervisory Board of ABC Data S.A for the 2011 financial year**

During the reporting period, the Supervisory Board pursued its activity on the basis of the provisions of the Commercial Companies Code, the provisions of the Articles of Association, the provisions of the Regulations of the Supervisory Board of ABC Data S.A., the Code of Best Practice for WSE Listed Companies and other applicable laws and regulations.

#### **Assessment of the composition of the Supervisory Board:**

In 2011 the Supervisory Board commenced its activities in the following composition:

- Mr Ulrich Kottmann – Chairman
- Mr Tomasz Czechowicz – Member (till 30. September) & Deputy Chairman (since 01 March, 2012)
- Mr Jürgen Schulte-Laggenbeck (Deputy Chairman till 10 January 2011)
- Mr Hans Dieter Kemler - Member
- Mr Hans-Peter Ständer – Member
- Ms Grażyna Piotrowska-Oliwa – Member (since 16 September 2010 till 28 June 2011)
- Mr Ryszard Warzocha – Member
- Mr Konrad Sitnik – Deputy Chairman (till 24 November 2011)
- Mr Mirosław Godlewski – Member (since 30 September 2011)
- Mr Jerzy Krawczyk – Member (since 30 June 2011 till 29 September 2011)
- Mr Marek Sadowski- Member (since 30 September 2011)

All the Members of the Supervisory Board have knowledge and qualifications necessary to carry out their obligations. The selection of the Members of the Supervisory Board reflects care for diversity of their professional experience and skills. The Supervisory Board consists of persons with experience in managerial positions within the IT industry as well as representatives from other industries relevant to ABC Data S.A.'s business such as Banking and Financial Industry, Telecommunication, Logistics & Wholesale Distribution. The aim of this diversification is to assure an independent and professional supervision and proper assessment of the situation of ABC Data S.A.

#### **Key issues addressed by the Supervisory Board**

In the financial year ending on December 31, 2011, the ABC Data S.A. Supervisory Board dealt with all issues falling within the competence of the ABC Data S.A. Supervisory Board according to the Company's Article of Association .

Within the scope of its activity, ABC Data S.A. Supervisory Board actively supported the Management Board in attaining the Company's goals, considered motions submitted by the Management Board and involving the matters requiring, according to the Company's Articles of Association, the consent of the Company's Supervisory Board, as well as became familiar with other matters presented by the Company's Management Board.

Key issues addressed by ABC Data S.A. Supervisory Board in the year 2011:

- Reviewing and assessing the Company's current financial results and periodic financial statements;
- Approval of the budget of ABC Data Group for 2011;
- Assessment and recommendations to ABC Data S.A. Ordinary Shareholder Meeting regarding approval of 2010 Financial Statements, approval of the Managements Board's report on its activities for 2010, profit distribution, etc.

- Analysing the information obtained from the Management Board of the Company and relating to the Company's activity;
- Systematic evaluation of the Company's financial and economic condition, market position and its key strategic initiatives and projects for the year 2011;
- Assessment of the ESOP (Employee Stock Option Plan) and accepting Regulations of the incentive scheme 2011;
- Subscription of warrants D-series to participants;
- Assessment post – launch of Colorovo - new own brand of ABC Data S.A.;
- Granting the consent to shares' buy back of Company in order to redeem them or further sale;
- Determination of the remuneration of the Management Board members of the Company;
- Setting the principles of the variable remuneration for the Management Board of the Company;
- Post – acquisition integration status in SCOP Computers SA (Romania);
- Granting the consent to opening the branch ABC Data S.A. Warsaw;
- Granting the authorization to the Management Board of the Company to transfer the branch (as organized part of the enterprise) mentioned above, to the Rosetta Sp. z o.o.
- Changes to the structure and composition of the Management Board of the Company.

In order to fulfil its tasks, the Supervisory Board remained in permanent contact with the Company's Management Board and held cyclical meetings where resolutions were adopted on the basis of motions filed by the Company's Management Board.

### **Evaluation of the work of the Supervisory Board**

The Supervisory Board of ABC Data S.A. evaluates its work in 2011 as effective. 9 meetings of the Supervisory Board were held and 49 resolutions were adopted.

During all Supervisory Board meetings the quorum required by the relevant regulations was always ensured. The Supervisory Board passed all resolutions unanimously except those when concerned members abstained.

Pursuant to § 8 of the Regulations of the Supervisory Board of ABC Data S.A. the Management Board of Company was invited to the meetings of the Supervisory Board. The Supervisory Board also invited, on a case by case basis, other employees of ABC Data S.A. and its subsidiaries to join the Supervisory Board meeting for particular topics. Furthermore representatives of Ernst & Young Business Advisory, Ernst & Young Audit sp. z o.o. had been invited for particular topics at certain meetings.

### **Summary:**

In the view of the above, the Supervisory Board is well prepared to meet its statutory competences and obligations in a proper manner which guarantees an adequate oversight of the Company. It is the Supervisory Board's opinion that the operations of the Supervisory Board of ABC Data S.A. in 2011 has been effective and in compliance with all external and internal regulations and with the best practice.

## **4. Report on activities of the Audit Committee in the 2011 financial year**

### **Composition of the Audit Committee of ABC Data S.A. Supervisory Board**

The Committee consisted out of three members of the Supervisory Board:

- Mr Ulrich Kottmann,
- Mr Hans-Peter Ständer

- Mr Ryszard Warzocha

The assignment of the Audit Committee covers in particular:

- monitoring of the financial reporting process;
- monitoring of the internal control efficiency, internal audit, risk management and compliance issues;
- monitoring of the financial activities;
- monitoring of independence of the statutory auditor and the audit company.

### **Activity of the Audit Committee of ABC Data S.A. Supervisory Board**

During the reporting period, the following documents provided the legal basis for the activity of the Audit Committee of ABC Data S.A. Supervisory Board:

- The Company's Articles of Association;
- Regulations of the Supervisory Board of ABC Data S.A.;
- Act on statutory auditors and their council, entities authorized to audit financial statements, and public supervision dated May 7, 2009;
- Other laws and regulations.

In 2011 Audit Committee held two physical meetings and various telephone conferences. Depending on the thematic scope of the discussed matters, the Audit Committee invited representatives of Ernst & Young Audit sp. z o.o. – the Company auditor, Members of ABC Data S.A. Management Board as well as other managers and key employees of ABC Data S.A.

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

- a) To agree with the Company's independent auditor on the scope, methodology and timelines for the audit of the 2011 financial statements including a review of the half year reports;
- b) Performed the compliance test related to the financial management process and risk management procedures

### **Major issues addressed by the Audit Committee of ABC Data S.A. Supervisory Board**

- Review of the 2011 first half year report with representatives of Ernst & Young Audit sp. z o.o and Members of the Management Board;
- Agreement with Ernst & Young Audit sp. z o.o. on the scope, methodology and timelines for the audit of the 2011 financial statements;
- Compliance test: review of the Risk Management Procedure and financial reporting process;
- Review of the Financial Reporting Process;
- Provision of the written feedback to the Management Board of ABC Data S.A. regarding potential areas of improvements, in particular related to include the subsidiaries into the scope of the internal audit function, and further matters as listed below:
  - Recommend to conduct the customer satisfaction survey;
  - Requested to establish a travel and expense policy;
  - Recommend to create a purchasing function;
  - Recommend to the Management Board of ABC Data S.A. to strengthen the position of CFO's in subsidiaries;
  - Reviewed with the newly assigned CFO the status of corporate policies implementation in SCOP Computers SA;
  - Assessment of the transfer of the branch to Rosetta Sp. z o.o. including review of implications related to the intellectual property rights activation;
  - Reviewed the plans related to implementation of a financial consolidation system;

- Review and assessment of the internal audit function;

The Audit Committee informed via email memorandum the Members of the Management Board as well as all Members of the Supervisory Board about its findings and recommendations related to the above mentioned processes and procedures.

#### **Audit Committee's Evaluation of the Risk Management, Controlling and internal controls, financial reporting process and Internal audit**

The Audit Committee's evaluation of the Risk Management Process, the Controlling and internal controls process as well as the financial reporting process is positive, except for SCOP Computers SA, which was acquired in 2010 and had not yet fully implemented the corporate policies and procedures.

Except SCOP Computers SA, all processes are well documented and the respective managers / departments are fully aware of it. The internal audit function and process is in place and operates according to the current procedure. The system covers all organisational levels and units of the Company including its IT systems, except for SCOP Computers SA.

### **5. Report on activities of the Remuneration Committee in the 2011 financial year**

The Remuneration Committee consisted out of two members of the Supervisory Board:

- Mr Konrad Sitnik
- Ms Grażyna Piotrowska Oliwa
- Mr Ulrich Kottmann (who replaced Ms Grażyna Piotrowska Oliwa)

In 2011 Remuneration Committee held number physical meetings and various telephone conferences with executive search advisors and legal advisors.

The assignment of the Remuneration Committee covers in particular:

- Initiation and assessment of solutions regarding remuneration system for the Management Board and key managers;
- Periodical review of the remuneration system existing in the Company,
- Presentation to the Supervisory Board of the conclusions, opinions and proposals as regards the remuneration of the Management Board.

In 2011 the Remuneration Committee engaged in assessing the remuneration system existing in the Company.

#### **Major issues addressed in 2011 by the Remuneration Committee of ABC Data S.A. Supervisory Board**

- Recommendations to ABC Data S.A. Supervisory Board regarding Employee Stock Option Plan for 2011;
- Recommendations on Subscription of warrants D-series to participants;
- Recommendation of the fixed remuneration of the Management Board members of the Company;
- Recommendation on changes to the principles of the variable remuneration for the Management Board of the Company;
- Recommendation on composition and scope of responsibilities of the Management Board of the Company
- Recommendation on approval of contracts with of the Management Board of the Company

- Recommendation on composition of Supervisory Board of the Company subsidiaries

## **6. Assessment of the Company's standing including an evaluation of the internal control system and the significant risk management system**

The Supervisory Board' evaluation of the Company's condition, both with respect to its market position and financial results is positive.

Consolidated revenues reached TPLN 3.271.634, an increase of 19,08% compared to 2010 while the consolidated comprehensive income for the period reached TPLN 57.955, an increase of 54,29% compared to the previous period. In 2011 EBITDA grew by PLN 8.586 thou. in relation to the previous year which was a growth by 15%. In 2011 profitability at the EBITDA level was 1.98% and was slightly below 2010 when it was 2.09%. The reason behind the dynamic growth of EBITDA by was the growth of sales with a proportional growth of operational expenses. EBITDA was adversely affected (TPLN 5 369) by revaluation of assets of SCOP Computers with an assumption of discontinued operations. (change by TPLN 5 369 in relation to the result presented in the fourth quarter of 2011 – EBITDA was TPLN 70 648). In 2011, due to profitability on sales at the level of gross profit similar to the result in the previous year, the growth of sales resulted in generating gross profit on sales higher by TPLN 32 361. In 2011 net profit grew by 29 % in relation to the previous year. After elimination of one-off events: exclusion of the effect of recognition of deferred tax related to trademarks, impairment write-down to SCOP and the item related to Optimus, the net profit y/y grew by 16 %. As a result of opening of rehabilitation proceedings on 18 April 2012 in relation to SCOP Computers, the company revalued its assets with an assumption of discontinued operations. The resultant difference of TPLN 5 369 was recognised in EBITDA. Additionally, the Company made a revaluation write-down of intangible assets (goodwill related to SCOP and trade mark) of SCOP Computers of TPLN 15 859 which was disclosed in the report as financial expense. The total charge to the profit of ABC Data related to the condition of SCOP Computers was TPLN 20 848. The increased costs of sales and general overheads were primarily due to consolidation of the Romanian company, marketing of our own brand Colorovo and expansion of operations to the Baltic States. When the above items are excluded – the costs remained at a similar level in terms of value to the previous year's level. The overall relation of costs of sales and general overheads to sales was 3.6 % in 2011 and was similar to the ratio in the previous year (3.4%). That means that the effect of benefit of scale as mentioned in the report for Q3 2011 and development of projects related to our own brand (Colorovo) and expansion in Lithuania, Latvia and Estonia have begun to affect positively the results of the ABC Data Group.

### **Evaluation of the internal control system and the significant risk management system**

Except for SCOP Computers SA, the Supervisory Board's evaluation of the risk management process, the controlling and internal controls process as well as the financial reporting process is positive. All processes are well documented and the respective managers / departments are fully aware of them. The internal audit function and process is in place and operates according to the current procedure. The system covers all organisational levels and units of the Company including its IT systems. The risk management Process addresses all risks and a Risk Management Officer is assigned to monitor the compliance throughout the entire organisation.

In mid- 2011, the newly assigned CFO of SCOP Computers SA commenced his work and started the implementation of corporate policies and procedures.

## **7. Assessment of the Company's separate and consolidated financial statements for the 2011 financial year**

Pursuant to Article 382 Paragraph 3 of the Code of Commercial Companies, the Supervisory Board of ABC Data S.A. assessed:

- a. Separate financial statements of ABC Data S.A. for the 2011 financial year comprising:
  - 6) The balance sheet as at December 31, 2011 with total assets and total liabilities and equity of PLN 807 518 thousand;
  - 7) The separate statement of comprehensive income for the year then ended with a total comprehensive income of PLN 13 650 thousand;
  - 8) The separate statement of changes in equity for the year then ended with an increase in equity of PLN 13 817 thousand;
  - 9) The separate cash flow statement for the year then ended with an increase of cash of PLN 83 thousand; and
  - 10) Explanatory information to the separate financial statements.

for consistency with the books of account and documents as well as with the actual state of affairs;

- b. Consolidated financial statements of ABC Data S.A. Group for the 2011 financial year, comprising
  - 6) The consolidated balance sheet as at December 31, 2011 with total assets and total liabilities and equity of 981 872 thousand;
  - 7) The consolidated statement of comprehensive income for the year then ended with a total comprehensive income of PLN 57 955 thousand;
  - 8) The consolidated statement of changes in equity for the year then ended with an increase in equity of PLN 78 286 thousand;
  - 9) The consolidated statement of cash flows for the year then ended with an increase of cash of PLN 3 486 thousand; and
  - 10) Explanatory information to consolidated financial statement.

for consistency with the books of account and documents as well as with the actual state of affairs.

The Management Board of ABC Data S.A. commissioned the audit of both the separate and consolidated financial statements to Ernst & Young Audit Sp. z o.o. pursuant to the resolution of the Supervisory Board of May 17, 2010.

Having read the auditor's opinion and report and based on its own findings, the Supervisory Board has stated that the financial statements of ABC Data S.A. for the 2011 financial year and the consolidated financial statements of ABC Data S.A. Group for the 2011 financial year had been prepared in compliance with applicable laws and regulations, as well as information reflected in the Company's relevant books and other documents, and that they gave a true and fair view of the activities of the Company and of the Group in the period running from January 01, 2011 until December 31, 2011.

#### **8. Assessment of the Report of the Company's Management Board on the activities of ABC Data S.A. and of ABC Data S.A. Group in the 2011 financial year**

Pursuant to Article 382 Paragraph 3 of the Code of Commercial Companies, the Supervisory Board of ABC Data S.A. assessed:

- a. The Management Board's Report on the activity of ABC Data S.A. in the 2011 financial year; and
- b. The Management Board's Report on the activity of ABC Data S.A. Group in the 2011 financial year.

for consistency with the books of account and documents as well as with the actual state of affairs.

The Supervisory Board has stated that the Management Board's Reports on the activity of ABC Data S.A. and of ABC Data S.A. Group in the 2011 financial year had been prepared in compliance with

applicable laws and regulations and that they gave a true and fair view of the Company and Group's activities in the period running from January 01, 2011 until December 31, 2011.

The Supervisory Board has deemed the reports submitted thereto to be exhaustive and has approved the activity of the Company's Management Board in the 2011 financial year.

### **9. Assessment of the Management Board's motion concerning distribution of the Company's net profit for the 2011 financial year**

The Supervisory Board has become acquainted with the Management Board's motion concerning distribution of the Company's net profit for the 2011 financial year.

Pursuant to Article 382 Paragraph 3 of the Code of Commercial Companies, the Supervisory Board has expressed a positive opinion on the Management Board's motion concerning distribution of net profit for the 2011 financial year and payment of the dividend, and recommends to the General Shareholders' Meeting of ABC Data S.A. in the following way:

- 3) the net profit of ABC Data S.A. for 2011 financial year in the amount of PLN 13,920,193.36 (in words: thirteen million nine hundred twenty thousand one hundred ninety three Polish zloty and 36/100) to distribute in the following way that the amount of:
  - e) PLN 1,113,615.47 (in words: one million one hundred thirteen thousand six hundred fifteen Polish zloty and 47/100) representing 8% of the net profit of ABC Data S.A. for 2011 financial year, according to clause 396 para 1 Code of Commercial Companies, to allocate to obligatory supplementary capital created for covering of financial loss,
  - f) PLN 12,806,577.89 (in words: twenty million eight hundred six thousand five hundred seventy seven Polish zloty and 89/100) to assign for the dividend for ABC Data S.A. shareholders,
  - g) the amount of PLN 7,200,000 (in wording: seven million Polish zloty) to allocate from "The Reserve capital for purchase of own shares" established by resolution No 5 of Extraordinary General Shareholders Meeting of ABC Data S.A. dated on 30 September, 2011 regarding to appointment of the Management Board of ABC Data S.A. to purchase own shares of ABC Data S.A. in order to redemption of own shares or further resale of own shares for dividend for ABC Data S.A. shareholders.
- 4) The Supervisory Board of ABC Data S.A. taking into consideration clause 1 letter b) and clause 2 recommends to the General Shareholders' Meeting of ABC Data S.A. to pay the dividend in the amount of PLN 20,006,577.89 (in wording: twenty million six thousand five hundred seventy seven Polish zloty 89/100) for ABC Data S.A. shareholders.

### **10. Supervisory Board's recommendations to the General Shareholders' Meeting**

The Supervisory Board has recommended for the General Shareholders' Meeting to:

- a. Approve the Management Board's Report on the activity of ABC Data S.A. in the 2011 financial year;
- b. Approve the financial statements of ABC Data S.A. for the 2011 financial year;
- c. Approve the Management Board's Report on the activity of ABC Data S.A. Group for the 2011 financial year;
- d. Approve consolidated financial statements of ABC Data S.A. Group for the 2011 financial year;
- e. Approve the Management Board's motion concerning distribution of the Company's net profit for the 2011 financial year and payment of the dividend;
- f. Approve the herewith report of the Supervisory Board;
- g. Give Members of the Company's Management Board discharge in respect of their duties in the 2011 financial year;
- h. Give Members of the Supervisory Board discharge in respect of their duties in the 2011 financial year.



Ulrich Kottmann

Tomasz Czechowicz

Hans Peter Ständer

Mirosław Godlewski

Ryszard Warzocha

Hans Dieter Kemler

Marek Sadowski

Warsaw, May 16, 2012

---

**Uchwała nr ...12./2012 Rady Nadzorczej  
Spółki ABC Data S.A. z siedzibą w Warszawie  
z dnia 16 maja 2012 r.  
Resolution No ...12 ./2012 of the Supervisory Board  
of ABC Data S.A. having its seat in Warszawa  
dated 16<sup>th</sup> May 2012**

Działając na podstawie art. 382 ust. 3 k.s.h i § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 Nadzwyczajnego Walnego Zgromadzenie Akcjonariuszy ABC Data S.A. z dnia 15 grudnia 2009 r., § 15 ust. 2 lit. a) Statutu ABC Data S.A. oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, Rada Nadzorcza ABC Data S.A. niniejszym postanawia, co następuje:

§ 1

Rada Nadzorcza ABC Data S.A. pozytywnie ocenia sprawozdanie Zarządu z działalności Grupy Kapitałowej ABC Data S.A. za rok obrotowy 2011 i rekomenduje Walnemu Zgromadzeniu Akcjonariuszy ABC Data S.A. zatwierdzenie sprawozdania Zarządu z działalności Grupy Kapitałowej ABC Data S.A. za rok obrotowy 2011.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

Pursuant to art. 382 clause 3 of Commercial Code and § 7 clause 1 of Regulations of the Supervisory Board, approved by the Resolution No 7 of the Extraordinary Shareholders' Meeting of ABC Data S.A. dated 15<sup>th</sup> December 2009, § 15 clause 2 letter a) of the Company's Articles of Association and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies, the Supervisory Board of ABC Data S.A. hereby resolves as follows:

§ 1

The Supervisory Board of ABC Data S.A. has assessed the Management Board's Report on the activity of ABC Data S.A. Group for the year 2011 and recommends to the General Shareholders' Meeting of ABC Data S.A. the approval of the Management Board's Report on the activity of ABC Data S.A. Group for the year 2011.

§ 2

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

**Uchwała nr ...13./2012 Rady Nadzorczej  
Spółki ABC Data S.A. z siedzibą w Warszawie  
z dnia 16 maja 2012 r.  
Resolution No 13..../2012 of the Supervisory Board  
of ABC Data S.A. having its seat in Warszawa  
dated 16<sup>th</sup> May 2012**

Działając na podstawie § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 Nadzwyczajnego Walnego Zgromadzenia Akcjonariuszy ABC Data S.A. z dnia 15 grudnia 2009 r. oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, Rada Nadzorcza ABC Data S.A. niniejszym postanawia, co następuje:

Pursuant to § 7 clause 1 of Regulations of the Supervisory Board, approved by the Resolution No 7 of the Extraordinary Shareholders' Meeting of ABC Data S.A. dated 15<sup>th</sup> December 2009 and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies, the Supervisory Board of ABC Data S.A. hereby resolves as follows:

§ 1

Rada Nadzorcza ABC Data S.A. po dokonaniu oceny wykonywania obowiązków Prezesa Zarządu przez Pana Marka Sadowskiego wnosi o udzielenie absolutorium przez Zwyczajne Walne Zgromadzenie ABC Data S.A. Panu Markowi Sadowskiemu z wykonanych obowiązków w 2011 r.

§ 1

The Supervisory Board of ABC Data S.A., has assessed the fulfilment of duties by Mr Marek Sadowski, the President of the Management Board, and recommends to the Ordinary General Shareholders' Meeting of ABC Data S.A. to vote for the acceptance of fulfilment of Mr Marek Sadowski duties in the year 2011.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

§ 2

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

Uchwałę podjęto w głosowaniu tajnym.

The resolution has been adopted in the secret voting.

**Uchwała nr ...14./2012 Rady Nadzorczej  
Spółki ABC Data S.A. z siedzibą w Warszawie  
z dnia 16 maja 2012 r.  
Resolution No 14..../2012 of the Supervisory Board  
of ABC Data S.A. having its seat in Warszawa  
dated 16<sup>th</sup> May 2012**

Działając na podstawie § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 Nadzwyczajnego Walnego Zgromadzenia

Pursuant to § 7 clause 1 of Regulations of the Supervisory Board, approved by the Resolution No 7 of the Extraordinary Shareholders' Meeting

Akcjonariuszy ABC Data S.A. z dnia 15 grudnia 2009 r. oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, Rada Nadzorcza ABC Data S.A. niniejszym postanawia, co następuje:

§ 1

Rada Nadzorcza ABC Data S.A. po dokonaniu oceny wykonywania obowiązków Wiceprezesa Zarządu przez Pana Andrzeja Sobolę wnosi o udzielenie absolutorium przez Zwyczajne Walne Zgromadzenie ABC Data S.A. Panu Andrzejowi Sobolowi z wykonanych obowiązków w 2011 r.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

Uchwałę podjęto w głosowaniu tajnym.

of ABC Data S.A. dated 15<sup>th</sup> December 2009 and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies, the Supervisory Board of ABC Data S.A. hereby resolves as follows:

§ 1

The Supervisory Board of ABC Data S.A., has assessed the fulfilment of duties by Mr Andrzej Sobol, Vice President of the Management Board, and recommends to the Ordinary General Shareholders' Meeting of ABC Data S.A. to vote for the acceptance of fulfilment of Mr Andrzej Sobol duties in the year 2011.

§ 2

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

The resolution has been adopted in the secret voting.

**Uchwała nr 15.../2012 Rady Nadzorczej  
Spółki ABC Data S.A. z siedzibą w Warszawie  
z dnia 16 maja 2012 r.  
Resolution No ...15./2012 of the Supervisory Board  
of ABC Data S.A. having its seat in Warszawa  
dated 16<sup>th</sup> May 2012**

Działając na podstawie § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 Nadzwyczajnego Walnego Zgromadzenia Akcjonariuszy ABC Data S.A. z dnia 15 grudnia 2009 r. oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, Rada Nadzorcza ABC Data S.A. niniejszym postanawia, co następuje:

§ 1

Pursuant to § 7 clause 1 of Regulations of the Supervisory Board, approved by the Resolution No 7 of the Extraordinary Shareholders' Meeting of ABC Data S.A. dated 15<sup>th</sup> December 2009 and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies, the Supervisory Board of ABC Data S.A. hereby resolves as follows:

§ 1

Rada Nadzorcza ABC Data S.A. po dokonaniu oceny wykonywania obowiązków Członka i Prezesa Zarządu przez Pana Michała Rumińskiego wnosi o udzielenie absolutorium przez Zwyczajne Walne Zgromadzenie ABC Data S.A. Panu Michałowi Rumińskiemu z wykonanych obowiązków w 2011 r.

The Supervisory Board of ABC Data S.A., has assessed the fulfilment of duties by Mr Michał Rumiński, Member and President of the Management Board, and recommends to the Ordinary General Shareholders' Meeting of ABC Data S.A. to vote for the acceptance of fulfilment of Mr Michał Rumiński duties in the year 2011.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

§ 2

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

Uchwałą podjęto w głosowaniu tajnym.

The resolution has been adopted in the secret voting.

**Uchwała nr 16..../2012 Rady Nadzorczej  
Spółki ABC Data S.A. z siedzibą w Warszawie  
z dnia 16 maja 2012 r.  
Resolution No ...16 ./2012 of the Supervisory Board  
of ABC Data S.A. having its seat in Warszawa  
dated 16<sup>th</sup> May 2012**

Działając na podstawie § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 Nadzwyczajnego Walnego Zgromadzenia Akcjonariuszy ABC Data S.A. z dnia 15 grudnia 2009 r. oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, Rada Nadzorcza ABC Data S.A. niniejszym postanawia, co następuje:

Pursuant to § 7 clause 1 of Regulations of the Supervisory Board, approved by the Resolution No 7 of the Extraordinary Shareholders' Meeting of ABC Data S.A. dated 15<sup>th</sup> December 2009 and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies, the Supervisory Board of ABC Data S.A. hereby resolves as follows:

§ 1

Rada Nadzorcza ABC Data S.A. po dokonaniu oceny wykonywania obowiązków Członka i Wiceprezesa Zarządu przez Pana Wojciecha Łastowieckiego wnosi o udzielenie absolutorium przez Zwyczajne Walne Zgromadzenie ABC Data S.A. Panu Wojciechowi Łastowieckiemu z wykonanych obowiązków w 2011 r.

§ 1

The Supervisory Board of ABC Data S.A., has assessed the fulfilment of duties by Mr Wojciech Łastowiecki, Member and Vice-President of the Management Board, and recommends to the Ordinary General Shareholders' Meeting of ABC Data S.A. to vote for the acceptance of fulfilment of Mr Wojciech Łastowiecki duties in the year 2011.

§ 2

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

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

Uchwałę podjęto w głosowaniu tajnym.

The resolution has been adopted in the secret voting.

**Uchwała nr 17..../2012 Rady Nadzorczej  
Spółki ABC Data S.A. z siedzibą w Warszawie  
z dnia 16 maja 2012 r.  
Resolution No ...17./2012 of the Supervisory Board  
of ABC Data S.A. having its seat in Warszawa  
dated 16<sup>th</sup> May 2012**

Działając na podstawie § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 Nadzwyczajnego Walnego Zgromadzenia Akcjonariuszy ABC Data S.A. z dnia 15 grudnia 2009 r. oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, Rada Nadzorcza ABC Data S.A. niniejszym postanawia, co następuje:

Pursuant to § 7 clause 1 of Regulations of the Supervisory Board, approved by the Resolution No 7 of the Extraordinary Shareholders' Meeting of ABC Data S.A. dated 15<sup>th</sup> December 2009 and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies, the Supervisory Board of ABC Data S.A. hereby resolves as follows:

§ 1

Rada Nadzorcza ABC Data S.A. po dokonaniu oceny wykonywania obowiązków Członka Zarządu przez Pana Tomasza Zatorskiego wnosi o udzielenie absolutorium przez Zwyczajne Walne Zgromadzenie ABC Data S.A. Panu Tomaszowi Zatorskiemu z wykonanych obowiązków w 2011 r.

§ 1

The Supervisory Board of ABC Data S.A., has assessed the fulfilment of duties by Mr Tomasz Zatorski, Member of the Management Board, and recommends to the Ordinary General Shareholders' Meeting of ABC Data S.A. to vote for the acceptance of fulfilment of Mr Tomasz Zatorski duties in the year 2011.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

§ 2

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

Uchwałę podjęto w głosowaniu tajnym.

The resolution has been adopted in the secret voting.

**Uchwała nr ...18./2012 Rady Nadzorczej  
Spółki ABC Data S.A. z siedzibą w Warszawie  
z dnia 16 maja 2012 r.  
Resolution No 18..../2012 of the Supervisory Board  
of ABC Data S.A. having its seat in Warszawa  
dated 16<sup>th</sup> May 2012**

Działając na podstawie § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 Nadzwyczajnego Walnego Zgromadzenia Akcjonariuszy ABC Data S.A. z dnia 15

Pursuant to § 7 clause 1 of Regulations of the Supervisory Board, approved by the Resolution No 7 of the Extraordinary Shareholders' Meeting of ABC Data S.A. dated 15<sup>th</sup> December 2009

grudnia 2009 r. oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, Rada Nadzorcza ABC Data S.A. niniejszym postanawia, co następuje:

§ 1

Rada Nadzorcza ABC Data S.A. po dokonaniu oceny wykonywania obowiązków Członka Zarządu przez Pana Dobrosława Wereszko wnosi o udzielenie absolutorium przez Zwyczajne Walne Zgromadzenie ABC Data S.A. Panu Dobrosławowi Wereszko z wykonanych obowiązków w 2011 r.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

Uchwałę podjęto w głosowaniu tajnym.

and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies, the Supervisory Board of ABC Data S.A. hereby resolves as follows:

§ 1

The Supervisory Board of ABC Data S.A., has assessed the fulfilment of duties by Mr Dobrosław Wereszko, Member of the Management Board, and recommends to the Ordinary General Shareholders' Meeting of ABC Data S.A. to vote for the acceptance of fulfilment of Mr Dobrosław Wereszko duties in the year 2011.

§ 2

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

The resolution has been adopted in the secret voting.

**Uchwała nr 19..../2012 Rady Nadzorczej  
Spółki ABC Data S.A. z siedzibą w Warszawie  
z dnia 16 maja 2012 r.  
Resolution No ...19./2012 of the Supervisory Board  
of ABC Data S.A. having its seat in Warszawa  
dated 16<sup>th</sup> May 2012**

Działając na podstawie § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 Nadzwyczajnego Walnego Zgromadzenie Akcjonariuszy ABC Data S.A. z dnia 15 grudnia 2009 r. oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, Rada Nadzorcza ABC Data S.A. niniejszym postanawia, co następuje:

§ 1

Rada Nadzorcza ABC Data S.A. po dokonaniu oceny wykonywania obowiązków Członka Zarządu przez Pana Konrada Sitnika wnosi o udzielenie absolutorium przez Zwyczajne Walne Zgromadzenie ABC Data S.A. Panu Konradowi Sitnikowi z wykonanych obowiązków w 2011 r.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

Uchwałę podjęto w głosowaniu tajnym.

Pursuant to § 7 clause 1 of Regulations of the Supervisory Board, approved by the Resolution No 7 of the Extraordinary Shareholders' Meeting of ABC Data S.A. dated 15<sup>th</sup> December 2009 and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies, the Supervisory Board of ABC Data S.A. hereby resolves as follows:

§ 1

The Supervisory Board of ABC Data S.A., has assessed the fulfilment of duties by Mr Konrad Sitnik, Member of the Management Board, and recommends to the Ordinary General Shareholders' Meeting of ABC Data S.A. to vote for the acceptance of fulfilment of Mr Konrad Sitnik duties in the year 2011.

§ 2

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

The resolution has been adopted in the secret voting.

**Uchwała nr ...20./2012 Rady Nadzorczej  
Spółki ABC Data S.A. z siedzibą w Warszawie  
z dnia 16 maja 2012 r.  
Resolution No 20./2012 of the Supervisory Board  
of ABC Data S.A. having its seat in Warszawa  
dated 16<sup>th</sup> May 2012**

Działając na podstawie § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 Nadzwyczajnego Walnego Zgromadzenie Akcjonariuszy ABC Data S.A. z dnia 15 grudnia 2009 r. oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW,

Pursuant to § 7 clause 1 of Regulations of the Supervisory Board, approved by the Resolution No 7 of the Extraordinary Shareholders' Meeting of ABC Data S.A. dated 15<sup>th</sup> December 2009 and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies, the



Rada Nadzorcza ABC Data S.A. niniejszym postanawia, co następuje:

§ 1

Rada Nadzorcza ABC Data S.A. pozytywnie opiniuje projekty uchwał Zwyczajnego Walnego Zgromadzenia ABC Data S.A. (z wyłączeniem zmian w Radzie Nadzorczej – projekt uchwały nr 28 Zwyczajnego Walnego Zgromadzenia ABC Data S.A.) planowanego na dzień 29 czerwca 2012 r. w brzmieniu określonym przez Zarząd ABC Data S.A. w załączniku do uchwały nr 3/05/2012 Zarządu ABC Data S.A. z dnia 15 maja 2012 r. i wnosi o ich zatwierdzenie przez Zwyczajne Walne Zgromadzenie ABC Data S.A.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

Supervisory Board of ABC Data S.A. hereby resolves as follows:

§ 1

The Supervisory Board of ABC Data S.A., has issued a positive opinion on the drafts of the resolutions of Ordinary General Shareholders' Meeting of ABC Data S.A. (excluding the issue concerning change in membership in the Supervisory Board – draft of resolution No 28 the Ordinary General Shareholders' Meeting of ABC Data S.A.) planned on 29 June 2012 according to the content of annex to resolution No 3/05/2012 of the Management Board of ABC data S.A. dated 15 May 2012 and recommends to Ordinary General Shareholders' Meeting of ABC Data S.A. the approval of them.

§ 2

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