

Draft resolutions of the Ordinary General Shareholders' Meeting of ABC Data S.A.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
on election of the Chairperson of the Ordinary General Shareholders' Meeting**

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

Justification for the resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting. Pursuant to Article 409 § 1 of the Code of Commercial Companies, a chairperson of the Ordinary General Shareholders' Meeting is elected from the persons entitled to participate in the General Meeting.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
on acceptance of the agenda**

The Ordinary General Shareholders' Meeting of ABC Data S.A. hereby decides to adopt the agenda as published on __ _____ 2017 on the corporate website www.abcddata.com.pl in the manner prescribed for submission of current reports in accordance with valid legislation on public offering, conditions of introduction of financial instruments to organized trade, and on public companies.

Justification for the resolution

The agenda of the Ordinary General Shareholders' Meeting was announced pursuant to Article 402² (1) of the Code of Commercial Companies.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
concerning consideration and approval of the Management Report on the Company's
activities for the financial year 2016**

1. Pursuant to Article 393 (1) and Article 395 § 2 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Shareholders' Meeting of ABC Data S.A., having read and duly taken into consideration the Management Report on the Company's activities for the financial year 2016, hereby decides to approve the Management Report for 2016.
2. This Resolution shall enter into force as at the effective date of adoption.

Justification for the Resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting.

The Management Report on the ABC Data's activities for the financial year 2016 was examined and positively evaluated by the Supervisory Board of ABC Data S.A. which recommended its approval to the Ordinary General Meeting.

According to the opinion of the independent auditor, the report on the activities of the Company for the 2016 financial year is complete within the meaning of Article 49.2 of the Accounting Act and the Ordinance of the Minister of Finance of 19 February 2009 on current and periodic information published by issuers of securities and the rules of equal treatment of the information required by the laws of non-member states (Journal of Laws of 2014, item 133) and consistent with underlying information disclosed in the audited financial statements.

According to the Management Board of the Company's statement, to the best of the Management Board's knowledge, the Management Report on the ABC Data's activities for the financial year 2016 presents true picture of the development, achievements and the condition of the Company, including the description of major threats and risk.

In the opinion of the Management Board of the Company, the above assessments constitute an appropriate recommendation for the General Meeting to approve the report of the Management Board on the ABC Data S.A. activities for the financial year 2016.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
concerning consideration and approval of the financial statements of the Company for the
financial year 2016**

1. Pursuant to Article 393 (1), Article 395 § 2 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Shareholders' Meeting of ABC Data S.A. having read and duly taken into consideration the financial statements of ABC Data S.A. hereby decides to approve of the financial statements of ABC Data S.A. for the financial year 2016. The said financial statements consist of:
 - 1) balance sheet executed as at December 31, 2016, where the balance total of assets and liabilities is PLN 1.044.591 thousand;
 - 2) statement of comprehensive income for the financial year 2016 with a total comprehensive income of PLN 18.405 thousand and thr net profit of PLN 19 536 thousand;
 - 3) statement of changes in equity for the financial year 2016, showing a decrease in equity by PLN 29.346 thousand;
 - 4) cash flow statement for the financial year 2016, showing an increase in cash by PLN 53.809 thousand;
 - 5) explanatory notes together with chartered accountant's opinion and report.
2. This Resolution shall enter into force as at the effective date of adoption.

Justification for the resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting.

The financial statements of the ABC Data for the financial year 2016 was examined and positively evaluated by the Supervisory Board of ABC Data S.A. which recommended its approval to the Ordinary General Meeting.

According to the opinion of the independent auditor the financial statements of ABC Data for the financial year 2016 in all material respects:

- give true and fair view of the information material to evaluation of the economic and financial position of the Company as at 31 December 2016 as well as its financial performance in the financial year from 1 January 2016 to 31 December 2016;
- have been prepared in accordance with the International Accounting Standards, International Financial Reporting Standards and related interpretations published as European Commission regulations and in all matters not regulated in the standards – in accordance with the provisions of the Accounting Act and its executory provisions and based on properly kept accounting records;
- comply with the provisions of law and the by-laws of the Company, which affect the contents of the financial statements.

According to Management Board of the Company's statement, to their best knowledge, the financial statements for the financial year ended 31 December 2016 and compointtive data have been prepared in compliance with the valid accounting principles and presents true

picture of the development, achievements and the financial condition of the Company and its financial result.

In the opinion of the Management Board of the Company the above assessments constitute an appropriate recommendation for the General Meeting to approve the financial statements of ABC Data S.A. for the financial year financial year 2016.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
concerning consideration and approval of the Management Report on the activities of ABC
Data S.A. Capital Group for the financial year 2016**

1. Pursuant to Article 395 § 5 of the Code of Commercial Companies, the Ordinary General Shareholders' Meeting of ABC Data S.A. having read and duly taken into consideration the Management Report on the ABC Data S.A. Capital Group's activities for the financial year 2016, hereby decides to approve of the said Management Report for 2016.
2. This Resolution shall enter into force as at the effective date of adoption.

Justification for the resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting. The Management Report on the ABC Data Capital Group's activities for the financial year 2016 was examined and positively evaluated by the Supervisory Board of ABC Data S.A. which recommended its approval to the Ordinary General Meeting.

According to the opinion of the independent auditor the Management Report on the activities of the ABC Data Capital Group for the 2016 financial year is complete within the meaning of Article 49.2 of the Accounting Act and the Ordinance of the Minister of Finance of 19 February 2009 on current and periodic information published by issuers of securities and the rules of equal treatment of the information required by the laws of non-member states (Journal of Laws of 2014 item 133) and consistent with underlying information disclosed in the audited financial statements.

According to Management Board of the Company's statement, to their best knowledge, the Management Report on the ABC Data Capital Group 's activities for the financial year 2016 presents true picture of the development, achievements and the condition of the Company, including the description of the major threats and risk.

In the opinion of the Management Board of the Company, the above assessments constitute an appropriate recommendation for the General Meeting to approve the report of the Management Board on the ABC Data Capital Group activities for the financial year 2016.

Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
concerning consideration and approval of the consolidated financial statements of ABC
Data S.A. Capital Group for the financial year 2016

1. Pursuant to Article 395 § 5 of the Code of Commercial Companies and § 22 (a) of the Articles of Association of the Company, the Ordinary General Shareholders' Meeting of ABC Data S.A., having read and duly taken into consideration the consolidated financial statements of ABC Data S.A. Capital Group for the financial year 2016 hereby decides to approve of the consolidated financial statements of ABC Data S.A. Capital Group for the financial year 2016. The said financial statements consist of:
 - 1) consolidated balance sheet executed as at December 31, 2016, where the balance total of assets and liabilities is PLN 1.252.895 thousand;
 - 2) consolidated statement of comprehensive income for the financial year 2016 with a total comprehensive income of PLN 16.670 thousand and net profit of PLN 17.214 thousand;
 - 3) consolidated statement of changes in equity for the financial year 2016, showing a decrease in consolidated equity by PLN 26.055 thousand;
 - 4) consolidated cash flow statement for the financial year 2016, showing an increase in cash by PLN 58.899 thousand;
 - 5) explanatory notes together with chartered accountant's opinion and report.
2. This Resolution shall enter into force as at the effective date of adoption.

Justification for the resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting.

The consolidated financial statements of the ABC Data Capital Group for the financial year 2016 was examined and positively evaluated by the Supervisory Board of ABC Data S.A. which recommended its approval to the Ordinary General Meeting.

According to the opinion of the independent auditor the consolidated financial statements of ABC Data Capital Group for the financial year 2016 in all material respects:

- give a true and fair view of the information material to evaluation of the economic and financial position of the Capital Group as at 31 December 2016 as well as its financial performance in the financial year from 1 January 2016 to 31 December 2016;
- have been prepared in accordance with the International Accounting Standards, International Financial Reporting Standards and related interpretations published as European Commission regulations, and in all matters not regulated in the standards – in accordance with the provisions of the Accounting Act and its executory provisions;
- comply with the provisions of law applicable to the Parent Company and Capital Group entities which affect the contents of the consolidated financial statements.

According to Management Board of the Company's statement, to their best knowledge, the consolidated financial statements for the financial year ended 31 December 2016 and compointtive data have been prepared in compliance with the valid accounting principles and

presents a true picture of the development, achievements and the financial condition of the Capital Group and its financial result.

In the opinion of the Management Board of the Company the above assessments constitute an appropriate recommendation for the General Meeting to approve the consolidated financial statements of ABC Data Capital group for the financial year financial year 2016.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
concerning consideration and approval of the Supervisory Board's Report for the financial
year 2016**

1. Pursuant to Article 395 § 5 of the Code of Commercial Companies and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Shareholders' Meeting of ABC Data S.A. having read and duly taken into consideration the Supervisory Board's Report on its activities for the financial year 2016, including the results of Supervisory Board's assessment of the reports on activity and financial statements of ABC Data S.A. and ABC Data S.A. Capital Group and motion of the Management Board on distribution of the Company's net profit for the financial year 2016 and recommendation for dividend payment, hereby decides to approve the said Report.
2. This Resolution shall enter into force as at the effective date of adoption.

Justification for the resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting.

The report of the Supervisory Board of ABC Data S.A.'s activities in the financial year 2016 was prepared in accordance with the requirements of the Code of Commercial Companies, the Company's Articles of Association and the Best Practice for GPW Listed Companies 2016.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
concerning dividing of the Company's net profit for the financial year 2016**

1. Pursuant to Article 395 § 2 (2) and Article 396 § 1 and § 5 of the Code of Commercial Companies in connection in Article 348 of the Code of Commercial Companies, and further pursuant to § 7 clause 10 and § 22 (h) of the Articles of Association of the Company Ordinary, General Shareholders' Meeting of ABC Data S.A. decides to to divide the net profit of ABC Data S.A. for financial year 2016 in the amount of PLN 19 535 952.61 as follows:
 - a) To spend the amount of PLN 5,000,000 to acquire own shares from the shareholders (buy-back),
 - b) To spend the remaining part of the net profit for financial year 2016 on the Company's reserve capital in order to maintain the optimum level of own resources and working capital financing, as well as further organic growth of the ABC Data Group.
2. This Resolution shall enter into force as at the effective date of adoption.

Justification for the resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting.

The recommendation of the Management Board of the Company to divide the Company's profit for the financial year 2016 was positively reviewed by the Supervisory Board of the Company.

The proposed division of the Company's profit for the financial year 2016 is in line with the Company's dividend policy.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017**

**on granting discharge to Ms Ilona Weiss in respect of her performance of duties in the
financial year 2016**

1. Pursuant to Article 393 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Shareholders' Meeting of ABC Data S.A. grants discharge to Ms Ilona Weiss, in respect of her performance of duties during the financial year 2016.
2. This Resolution shall enter into force as at the effective date of adoption.

Justification for the resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting.

The Supervisory Board of the Company has recommended to grant a vote of acceptance confirming the discharge of duties in the financial year 2016 to all members of the Company's Management Board.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
on granting discharge to Mr. Juliusz Niemotko, in respect of his performance of duties in
the financial year 2016**

1. Pursuant to Article 393 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company the Ordinary General Shareholders' Meeting of ABC Data S.A. grants discharge to Mr. Juliusz Niemotko, in respect of his performance of duties during the financial year 2016.
2. This Resolution shall enter into force as at the effective date of adoption.

Justification for the resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting.

The Supervisory Board of the Company has recommended to grant a vote of acceptance confirming the discharge of duties in the financial year 2016 to all members of the Company's Management Board.

Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
on granting discharge to Mr. Andrzej Kuźniak, in respect of his performance of duties in the
financial year 2016

1. Pursuant to Article 393 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company the Ordinary General Shareholders' Meeting of ABC Data S.A. grants discharge to Mr. Andrzej Kuźniak, in respect of his performance of duties during the financial year 2016.
2. This Resolution shall enter into force as at the effective date of adoption.

Justification for the resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting.

The Supervisory Board of the Company has recommended to grant a vote of acceptance confirming the discharge of duties in the financial year 2016 to all members of the Company's Management Board.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
on granting discharge to Mr. Maciej Kowalski, in respect of his performance of duties in
the financial year 2016**

1. Pursuant to Article 393 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company the Ordinary General Shareholders' Meeting of ABC Data S.A. grants discharge to Mr. Maciej Piotr Kowalski, in respect of his performance of duties during the financial year 2016.
2. This Resolution shall enter into force as at the effective date of adoption.

Justification for the resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting.

The Supervisory Board of the Company has recommended to grant a vote of acceptance confirming the discharge of duties in the financial year 2016 to all members of the Company's Management Board.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
on granting discharge to Mr. Paweł Szymański, in respect of his performance of duties in
the financial year 2016**

1. Pursuant to Article 393 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company the Ordinary General Shareholders' Meeting of ABC Data S.A. grants discharge to Mr. Paweł Szymański, in respect of his performance of duties during the financial year 2016, for the period from the date of appointment, i.e. from 4 April 2016 to the date of resignation, i.e. until 7 June 2016.
2. This Resolution shall enter into force as at the effective date of adoption.

Justification for the resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting.

The Supervisory Board of the Company has recommended to grant a vote of acceptance confirming the discharge of duties in the financial year 2016 to all members of the Company's Management Board.

Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
on granting discharge to Mr. Tomasz Czechowicz, in respect of his performance of duties in
the financial year 2016

1. Pursuant to Article 393 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Shareholders' Meeting of ABC Data S.A. hereby decides to grant discharge to Mr. Tomasz Czechowicz, in respect of his performance of duties during the financial year 2016
2. This Resolution shall enter into force as at the effective date of adoption.

Justification for the resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting.

Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
on granting discharge to Mr. Ulrich Kottmann, in respect of his performance of duties in
the financial year 2016

1. Pursuant to Article 393 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Shareholders' Meeting of ABC Data S.A. hereby decides to grant discharge to Mr. Ulrich Kottmann, in respect of his performance of duties during the financial year 2016
2. This Resolution shall enter into force as at the effective date of adoption.

Justification for the resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
on granting discharge to Mr. Nevres Erol Bilecik, in respect of his performance of duties in
the financial year 2016**

1. Pursuant to Article 393 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Shareholders' Meeting of ABC Data S.A. hereby decides to grant discharge to Mr. Nevres Erol Bilecik, in respect of his performance of duties during the financial year 2016.
2. This Resolution shall enter into force as at the effective date of adoption.

Justification for the resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting.

Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
on granting discharge to Mr. Bartosz Stebnicki, in respect of his performance of duties in
the financial year 2016

1. Pursuant to Article 393 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Shareholders' Meeting of ABC Data S.A. hereby decides to grant discharge to Mr. Bartosz Stebnicki, in respect of his performance of duties during the financial year 2016, for the period from the date of appointment, i.e. from 7 December 2016 to 31 December 2016.
2. This Resolution shall enter into force as at the effective date of adoption.

Justification for the resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
on granting discharge to Mr. Cezary Smorszczewski, in respect of his performance of duties
in the financial year 2016**

1. Pursuant to Article 393 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Shareholders' Meeting of ABC Data S.A. hereby decides to grant discharge to Mr. Cezary Smorszczewski, in respect of his performance of duties during the financial year 2016, for the period from the date of appointment, i.e. from 1 January 2016 to the date of resignation, i.e. until 7 December 2016.
2. This Resolution shall enter into force as at the effective date of adoption.

Justification for the resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
on granting discharge to Mr. Mirosław Godlewski, in respect of his performance of duties
in the financial year 2016**

1. Pursuant to Article 393 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Shareholders' Meeting of ABC Data S.A. hereby decides to grant discharge to Mr. Mirosław Godlewski, in respect of his performance of duties during the financial year 2016, for the period from the date of appointment, i.e. from 1 January 2016 to the date of resignation, i.e. until 17 February 2016.
2. This Resolution shall enter into force as at the effective date of adoption.

Justification for the resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
on granting discharge to Mr. Ireneusz Dąbrowski, in respect of his performance of duties in
the financial year 2016**

1. Pursuant to Article 393 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Shareholders' Meeting of ABC Data S.A. hereby decides to grant discharge to Mr. Ireneusz Dąbrowski, in respect of his performance of duties during the financial year 2016.
2. This Resolution shall enter into force as at the effective date of adoption.

Justification for the resolution

The Resolution concerns a matter mandatorily considered by the Ordinary General Shareholders' Meeting.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
on amendments to the Articles of Association of ABC Data S.A.**

Under Art. 430 §1 of the Act of 15 September 2000 - Code of Commercial Companies (Journal of Laws of 2013, Item 1030, as amended) and under § 22 (i) of the Articles of Association of the Company, adopts the following:

1. The Articles of Association of the Company, whose unified text was adopted by the Resolution No. 5 of the Extraordinary General Shareholders' Meeting of 7 July 2016, is amended as follows:

1) §6 shall read as follows:

"§6 When the Company is a public company, the General Meeting is convened by the announcement at least 26 (twenty-six) days before the date of the General Meeting on the Company's corporate website and in the manner provided for the transmission of information in this respect in accordance with the applicable law provisions on information obligations of public companies.";

2) in § 7 (3) the second sentence is added as follows:

"The conversion of bearer shares into registered shares is unacceptable in the period in which those shares remain dematerialized within the meaning of the relevant regulations on trading in financial instruments.";

3) in § 7 (8) shall read as follows:

"The share capital may be increased by issuing new shares or by increasing the nominal value of shares.";

4) in § 9:

a) point 1. shall read as follows:

"The Management Board shall be composed of one to five members, including the President of the Management Board, who shall be appointed for a joint three-year term of office. The Management Board's size is based on the number of persons appointed in its composition, in each case, within the limits specified in the preceding sentence. The term of office shall expire at the time when the mandate of a member of the Management Board expires at the latest.";

b) point 3. shall read as follows:

"The first year of exercise of a mandate of the members of the Management Board commences on the date of appointing members of the Management Board to the Company's Management Board and ends with the end of the

calendar year in which the appointment occurred. Except for special cases (death, resignation, dismissal etc.), the mandate of the members of the Management Board expires on the day of the General Meeting, approving the financial statements of the Company for the last full financial year of holding the position of member of the Management Board. A financial year should be understood as a year defined in §24 par. 1 of the Article of Association of the Company.”;

5) in § 11:

a) par 1. shall read as follows:

“In the case of a multi-person Management Board, the joint action of two members of the Management Board or of a member of the Management Board Statement and a proxy shall be required to make statements of intent and sign on behalf of the Company.”

b) par 3. shall read as follows:

“Among others, matters falling outside the day-to-day management of the Company including actions in matters requiring resolutions of the Supervisory Board shall require a resolution of the Management Board in accordance with §15 par 2-4 below.”;

6) § 12 shall read as follows:

“§ 12 The Supervisory Board represents the Company in contracts, other legal actions or disputes with a member of the Management Board, whereby in each case a member of the Supervisory Board is acting on behalf of the Supervisory Board by virtue of a relevant resolution of the Supervisory Board.”;

7) After § 12, §12A shall be added as follows:

“1. The Management Board is entitled to pass a resolution regarding advance payment for shareholders for the expected dividend at the end of the financial year, if the Company has sufficient resources for this payment. This advance payment requires the assent of the Supervisory Board.

2. The Company can make an advance payment to shareholders for the expected dividend, if the approved financial statement for the previous financial year shows profit. The advance payment can amount to a maximum of half last year’s profit reached till the end of the last financial year, based on the audited financial statement plus reserve earnings from achieved profits which are available to the Management Board for pay-out purposes, and minus retained losses and individually owned shares.”

8) In § 14:

a) point. 1 shall read as follows:

“1. The Supervisory Board shall be composed of 5 (five) to 7 (seven) members, including the Chairperson and the Vice-Chairperson. The Supervisory Board’s size is based on the number of persons appointed in its composition, in each case, within the limits specified in the preceding sentence. For establishment and functioning of the Supervisory Board, it is sufficient to appoint 5 (five) members of the Supervisory Board.”;

b) point. 2 shall read as follows:

“2. The members of the Supervisory Board shall be appointed and dismissed by the General Meeting, subject to provisions point. 3-3a and point. 4 below.”;

c) point. 3 shall read as follows:

“3. The members of the Supervisory Board shall be appointed in the following way:

1) if the Supervisory Board consists of 5 members, MCI Capital S.A. shall be entitled to directly appoint and dismiss:

a) two members of the Supervisory Board – if the Company’s shares represent not less than 40% of the Company’s share capital are held:

- i. directly by MCI Capital S.A., or
- ii. jointly with a Subsidiary of MCI Capital S.A., or
- iii. jointly with an investment fund which has been established by a Subsidiary of MCI Capital S.A. and is managed by MCI Capital S.A. or its Subsidiary, or
- iv. by a Subsidiary of MCI Capital S.A., or
- v. directly by an investment fund which has been established by a Subsidiary of MCI Capital S.A. and is managed by MCI Capital S.A. or its Subsidiary,

or

b) one member of the Supervisory Board - if the Company’s shares represent not less than 20% of the Company’s share capital are held:

- i. directly by MCI Capital S.A., or
- ii. jointly with a Subsidiary of MCI Capital S.A., or
- iii. jointly with an investment fund which has been established by a Subsidiary of MCI Capital S.A. and is managed by MCI Capital S.A. or its Subsidiary, or

- iv. by a Subsidiary of MCI Capital S.A., or
 - v. directly by an investment fund which has been established by a Subsidiary of MCI Capital S.A. and is managed by MCI Capital S.A. or its Subsidiary,
- 2) if the Supervisory Board consists of more than 5 members, MCI Capital S.A. shall be entitled to directly appoint and dismiss:

a) three members of the Supervisory Board - if the Company's shares represent not less than 40% of the Company's share capital are held:

- i. directly by MCI Capital S.A., or
- ii. jointly with a Subsidiary of MCI Capital S.A., or
- iii. jointly with an investment fund which has been established by a Subsidiary of MCI Capital S.A. and is managed by MCI Capital S.A. or its Subsidiary, or
- iv. by a Subsidiary of MCI Capital S.A., or
- v. directly by an investment fund which has been established by a Subsidiary of MCI Capital S.A. and is managed by MCI Capital S.A. or its Subsidiary,

or

b) two members of the Supervisory Board if the Company's shares represent not less than 20% of the Company's share capital are held:

- i. directly by MCI Capital S.A., or
- ii. jointly with a Subsidiary of MCI Capital S.A., or
- iii. jointly with an investment fund which has been established by a Subsidiary of MCI Capital S.A. and is managed by MCI Capital S.A. or its Subsidiary, or
- iv. by a Subsidiary of MCI Capital S.A., or
- v. directly by an investment fund which has been established by a Subsidiary of MCI Capital S.A. and is managed by MCI Capital S.A. or its Subsidiary.”;

d) after point. 3 point. 3a is added as follows:

"3a. The power to appoint and dismiss members of the Supervisory Board referred to in point. 3 above, vesting with MCI Capital S.A., is performed by

submitting to the Management Board of the Company and the person concerned a written statement of appointment or dismissal of a member of the Supervisory Board. Appointment or dismissal is effective from the date of submission by MCI Capital S.A. the written statement referred to above to the Management Board of the Company to the registered office of the Company.”

e) point. 4 shall read as follows:

“4. Members of the Supervisory Board shall be appointed for a joint three-year term of office. The term of office shall expire at the time when the mandate of a member of the Supervisory Board expires at the latest. The first year of exercise of a mandate of the members of the Supervisory Board commences on the date of appointing members of the Supervisory Board to the Company's Supervisory Board and ends with the end of the calendar year in which the appointment occurred. Except for special cases (death, resignation, dismissal etc.), the mandate of the members of the Supervisory Board expires on the day of the General Meeting, approving the financial statements of the Company for the last full financial year of holding the position of member of the Management Board. A financial year should be understood as a year defined in §24 par. 1 of the Article of Association of the Company.”;

f) in point. 9 the third and fourth sentence are added as follows:

“During the meeting of the Supervisory Board or before its commencement, the agenda of a convened meeting of the Supervisory Board may be supplemented by the Chairperson of the Supervisory Board (and in his absence by the Vice-Chairperson), on his own initiative or at the request of another member of the Supervisory Board – only if:

- 1) all members of the Supervisory Board are present, and all of them, after informing them, agree to supplement the agenda - in case of a meeting being started;
- 2) all the members of the Supervisory Board, after informing them by e-mail, agree in the same form to supplement the agenda – if it is before the meeting.

In the case specified in item 1) above, a member of the Supervisory Board who is participating in the meeting, in whole or in the part, by telephone or other electronic means of communication, is also present at the meeting, so as to identify the member of the Supervisory Board. To communicate in real time with other members of the Board physically present at the meeting. ”;

g) in point. 10 the fourth and fifth sentence are added in the end as follows:

"Adoption of a resolution in the procedure mention above is approved by the Chairperson of the Supervisory Board, who receives votes from other members of the Supervisory Board; The approval of the resolution is made by recording in the resolution the mode of its adoption and votes cast by particular members of the Supervisory Board. The provisions of point. 9 on third and fourth sentences shall apply respectively. ";

h) in point. 12 the second sentence shall read as follows:

"Members of the Supervisory Board are obliged to deliver to the Chairperson (either by registered mail or by e-mail) their approval or refusal to the proposed resolution/s within a week (or the date extended appropriately by the Chairperson) from the date of obtaining the written vote order.";

i) after point. 13 point. 14 is added as follows:

"14. The Supervisory Board may appoint commissions, problem teams or committees from among the members of the Supervisory Board, both permanent and to clarify particular issues - specifying, to the extent provided for by applicable law, their organization, manner of operation and specific competencies – if the commission, problem team or committee falls within the competence of the Supervisory Board. ";

9) In § 15:

a) in point. 2:

- **letter j) shall read as follows:**

"j) the appointment and change of the entity authorized to audit the financial statements of the Company and its capital group (separated and consolidated), as well as the approval of the terms of the contract with such entity and approval of change or terminating the contract by the Management Board;"

- **after letter q) a letter r) is added as follows:**

"r) considering other matters belonging to the Supervisory Board's competence in accordance with the provisions of the law or the provisions of this Articles of Associations, or matters brought by the Management Board, including the opinions on matters subject to the resolutions of the General Meeting."

b) in point. 4:

The expression "MCI Management S.A." is replaced by "MCI Capital S.A.";

c) after point. 4 point 5. is added as follows:

"5. For the purposes of this Articles of Association, whenever it is mentioned (without regard to the spelling) of:

1) "affiliated entity" means a related entity within the meaning of the international accounting standards adopted pursuant to Regulation (EC) No

1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards;

2) "subsidiary" means an entity (company), where the other entity (company) has a dominant position with characteristics corresponding to the conditions set out in Article. 4 § 1 point 4) of the Code of Commercial Companies, i.e.:

- a. has, directly or indirectly, a majority of votes in a partnership, either at the general meeting of shareholders or at a general meeting, including as a pledgee or a user or on the board of another entity (company), also on the basis of agreements with other persons;
- b. is entitled to appoint or dismiss a majority of the members of the board of another entity (company), also on the basis of agreements with other persons, or
- c. is entitled to appoint or dismiss a majority of the members of the supervisory board of another company, also on the basis of agreements with other persons, or
- d. the members of its management board represent more than half of the members of the board of another entity (company), or
- e. has a decisive influence on the activities of another entity (company), in particular on the basis of a relevant agreement,

With respect to the feature referred to in (A): (i) "indirectly" means the ability to influence the exercise of voting rights by another entity or entities that are in relation to each other within the meaning of (A) to (e), (ii) the majority of votes shall also apply to a body other than a general meeting of shareholders, or a general meeting, having at least a part of the governing body. ";

10) In § 22 letter m) shall read as follows:

"m) the appointment and dismissal of members of the Supervisory Board, subject to § 14 point. 3 above;"

11) In § 24 after point.5 point. 6 is added as follows:

"6. Provision of § 9 point. 1 in the scope of the joint term of office of the members of the Management Board are applied for the first time to appoint members of the Management Board after the date of registration by the court of registration in the register of entrepreneurs of the National Court Register, amendments to the Articles of Association including introducing the above provisions to its contents."

3. This Resolution shall enter into force as at the effective date of adoption.

Justification for the resolution:

Amendment of the Company's Articles of Association addresses the need to include in the Company's Articles of Association provisions concerning, among others, the introduction of a joint term of office of members of the Management Board and the Supervisory Board of the Company, authorization of the Management Board to decide on advance dividend payment, clarification of the provisions regarding functioning of the Supervisory Board with the aim to make it more flexible, clarification of the provisions regarding the competences of the Supervisory Board of the Company or to clarify the definitions contained in the Company's Articles of Association.

The changes aim at adapting the statute to common solutions among listed companies and to introduce technical amendments to simplify and clarify its content.

Resolution no. ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of ... June 2017
concerning the adoption of uniform text of the Articles of Association of ABC Data S.A.

The Ordinary General Shareholders' Meeting of ABC Data S.A ("Company") resolves as follows:

1. Decide to adopt the uniform text of the Articles of Association of ABC Data S.A., including changes introduced according to the Resolution No. [•] of the Ordinary General Meeting dated [•] concerning amendments to the Company's Statutes, in the following content:

"ARTICLES OF ASSOCIATION

I. GENERAL PROVISIONS

§ 1

1. The name of the Company is ABC Data Spółka Akcyjna.
2. The Company may use its abbreviated name ABC Data S.A. and its distinctive logo.

§ 2

The Company is registered in the capital city of Warsaw.

§ 3

1. The Company shall operate in the territory of the Republic of Poland and abroad.
2. The Company may establish branches, affiliates, establishments and other business units at home and abroad, as well as participate in commercial companies and civil law partnerships jointly with national and foreign entities to the extent permitted by applicable laws.
3. The Company and its Governing Bodies act on the basis of Code of Corporates, Articles of Association of ABC Data, resolutions of shareholders and other legal acts as well as follow Rules of Good Practices of Stock Exchange Listed Companies.

§ 4

1. The object of the Company's business shall be:

- reproduction of recorded media – PKD 18.20.Z,
- manufacture of computers and peripheral equipment – PKD 26.20.Z,
- wholesale of electrical household appliances – PKD 46.43. Z,
- wholesale of other household appliances – PKD 46.49.Z,
- wholesale of computers, computer peripheral equipment and software – PKD 46.51.Z,
- wholesale of electronic and telecommunications equipment and parts – PKD 46.52.Z,
- wholesale of other office machinery and equipment – PKD 46.66.Z,
- wholesale of other machinery and equipment – PKD 46.69.Z,
- non-specialised wholesale trade – PKD 46.90.Z,
- freight transport by road – PKD 49.41.Z,
- warehousing and storage of other goods – PKD 52.10.B,
- cargo handling at other handling points – PKD 52.24.C,
- activities of other transport agencies – PKD 52.29.C,
- other software publishing – PKD 58.29.Z,
- computer programming activities – PKD 62.01.Z,
- computer consultancy activities – PKD 62.02.Z,
- computer facilities management activities – PKD 62.03.Z,
- other information technology and computer service activities – PKD 62.09.Z,
- data processing, hosting and related activities – PKD 63.11.Z,
- web portals – PKD 63.12.Z,
- other credit granting – PKD 64.92.Z,
- renting and operating of own or leased real estate – PKD 68.20.Z,
- activities of head offices and holdings (excluding financial holdings) – PKD 70.10.Z,
- business and other management consultancy activities – PKD 70.22.Z,
- advertising agencies – PKD 73.11.Z,
- other professional, scientific and technical activities not elsewhere classified – PKD 74.90.Z,
- renting and leasing of office machinery and equipment including computers – PKD 77.33.Z,
- call centre activities – PKD 82.20.Z,

- other extramural education not elsewhere classified – PKD 85.59.B,
- maintenance and repair of computers and peripheral equipment – PKD 95.11.Z.
- financial leasing – PKD 64.91.Z
- other financial service activities, except insurance and pension funding not elsewhere classified – PKD 64.99.Z
- accounting, book-keeping and auditing activities; tax consultancy – PKD 69.20.Z
- rental and leasing of cars and light motor vehicles – PKD 77.11.Z
- rental and leasing of other motor vehicles, excluding motorcycles – PKD 77.12.Z
- rental and leasing of recreational and sports goods – PKD 77.21.Z
- rental of video tapes and CDs, DVDs etc. – PKD 77.22.Z
- rental and leasing of other personal and household goods – PKD 77.29.Z
- rental and leasing of agricultural machinery and equipment – PKD 77.31.Z
- rental and leasing of construction machinery and equipment – PKD 77.32.Z
- rental and leasing of water transport equipment – PKD 77.34.Z
- rental and leasing of air transport equipment – PKD 77.35.Z
- rental and leasing of other machinery, equipment and tangible goods not elsewhere classified – PKD 77.39.Z
- leasing of intellectual property and similar products, except copyrighted works – PKD 77.40.Z
- repair and maintenance of (tele)communication equipment – PKD 95.12.Z
- repair and maintenance of consumer electronics – PKD 95.21.Z
- repair and maintenance of household appliances and home and garden equipment – PKD 95.22.Z
- wholesale trade of motor vehicle parts and accessories, excluding motorcycles – PKD 45.31.Z
- sale, maintenance and repair of motorcycles and related parts and accessories – PKD 45.40.Z
- wholesale of dairy products, eggs and edible oils and fats – PKD 46.33.Z
- wholesale of non-alcoholic beverages – PKD 46.34.B
- wholesale of sugar and chocolate and sugar confectionery – PKD 46.36.Z
- wholesale of coffee, tea, cocoa and spices – PKD 46.37.Z

- wholesale of other food, including fish, crustaceans and molluscs – PKD 46.38.Z
 - non-specialized wholesale of food, beverages and tobacco – PKD 46.39.Z
 - wholesale of textiles – PKD 46.41.Z
 - wholesale of clothing and footwear – PKD 46.42.Z
 - wholesale of china, ceramics and glassware and cleaning materials – PKD 46.44.Z
 - wholesale of perfume and cosmetics – PKD 46.45.Z
 - wholesale of pharmaceutical goods – PKD 46.46.Z
 - wholesale of furniture, carpets and lighting equipment – PKD 46.47.Z
 - wholesale of watches, clocks and jewellery – PKD 46.48.Z
 - wholesale of machinery for the textile industry and of sewing and knitting machines – PKD 46.64.Z
 - wholesale of office furniture – PKD 46.65.Z
 - wholesale of wood, construction materials and sanitary equipment – PKD 46.73.Z
 - wholesale of hardware and plumbing and heating equipment and supplies – PKD 46.74.Z
2. Where an approval, permit or license of a government body is required by specific regulations to commence or continue any of the above-listed business activities, the Company shall commence or continue the activity concerned after obtaining the required approval, permit or license.

§ 5

The duration of the Company shall be unlimited.

§ 6

When the Company is a public company, the General Meeting is convened by the announcement at least 26 (twenty-six) days before the date of the General Meeting on the Company's corporate website and in the manner provided for the transmission of information in this respect in accordance with the applicable law provisions on information obligations of public companies.

II. SHARE CAPITAL, SHAREHOLDERS, SHARES

§ 7

1. The Company's share capital is 125.266.899 (one hundred twenty five million two hundred sixty-six thousand eight hundred ninety-nine) Polish zloty and is divided into 125.266.899 (one hundred twenty five million two hundred sixty-six thousand eight hundred ninety-nine) equal and indivisible shares of the nominal value of 1 (one) Polish zloty each. The paid-up capital prior to registration is 125,000 (one hundred twenty five thousand) Polish zloty.

The Company's shares are divided into the following series:

- a) 500,000 (five hundred thousand) ordinary bearer series A shares numbered 000 001 (one) to 500 000 (five hundred thousand),
 - b) 54,972,000 (fifty four million nine hundred seventy two thousand) ordinary bearer series B shares numbered B 00 000 001 to B 54 972 000,
 - c) 44,000,000 (forty four million) ordinary bearer series C shares numbered C 00 000 001 to C 44 000 000,
 - d) 2,878,869 (two million eight hundred seventy eight thousand eight hundred sixty nine) ordinary bearer shares series D numbered D 0 000 001 to D 2 878 869,
 - e) 291,584 (two hundred ninety one thousand five hundred eighty four) ordinary bearer series E shares numbered E 000 001 to E 291 584,
 - f) 304,625 (three hundred four thousand six hundred twenty five) ordinary bearer shares series F numbered F 000 001 to F 304 625,
 - g) 304,625 (three hundred four thousand six hundred twenty five) ordinary bearer shares series G numbered G 000 001 to G 304 625,
 - h) 22.000.000 (twenty two million) ordinary bearer shares series H numbered H 00 000 001 to H 22 000 000,
 - i) 15.196 (fifteen thousand one hundred ninety-six) ordinary bearer shares series I numbered I 0 001 to I 15 196.
2. The founders' shares were issued for cash to the Company's founder.
 3. The shares of subsequent issues may be registered or bearer shares payable in cash or in kind. The conversion of bearer shares into registered shares is unacceptable in the period in which those shares remain dematerialized within the meaning of the relevant regulations on trading in financial instruments.";
 4. Each share shall carry one vote at the General Meeting.
 5. Shares may be issued in denominations of more than one share.
 6. The shareholders are entitled to a share in the annual profit allocated by the General Meeting for distribution and a share in the assets of the Company in the event of its liquidation. All shares shall carry equal dividend rights.

7. The Company may buy back its shares for redemption and other purposes set forth in Article 362 § 1 of the Polish Commercial Code.
8. The share capital may be increased by issuing new shares or by increasing the nominal value of shares.
9. Shares may be redeemed through a reduction of the share capital pursuant to a resolution of the Shareholders' Meeting, subject to the consent of the shareholder whose shares are being redeemed. The payment in consideration of the shares being redeemed shall be determined on a case-by-case basis by a resolution of the Shareholders' Meeting. The Company may issue holding certificates (*świadcstwa użytkowe*) in return for the shares being redeemed under the terms set forth by the General Meeting.
10. The Company may establish reserve funds and earmarked funds pursuant to resolutions of the General Meeting.
11. The amount of the supplementary capital equal to one third of the share capital may only be used to cover balance-sheet losses.
12. Reserve funds and the supplementary capital in excess of the amount set forth in sub-point. 11 may be used, without limitation, to increase the share capital pursuant to resolutions of the General Meeting.

§ 7A

1. The maximum total nominal value of all conditional increases of the Company's share capital shall be 51,291,524 (fifty one million two hundred ninety-one thousand five hundred and twenty-four) Polish zloty and shall comprise:
 - 1) the conditional share capital increase under resolution No. 2 of the General Meeting of the Company of 21 December 2007, the maximum nominal value of which was set at 44,000,000 (forty four million) Polish zloty,
 - 2) the conditional share capital increase under resolution No. 6 of the General Meeting of the Company of 28 April 2008 and resolution No. 5 of the General Meeting of the Company of 15 December 2009, the maximum nominal value of which was set at 3,412,668 (three million four hundred twelve thousand six hundred sixty eight) Polish zloty,
 - 3) the conditional share capital increase under resolution No. 7 of the General Meeting of the Company of 28 April 2008, the maximum nominal value of which was set at 1,109,440 (one million one hundred nine thousand four hundred forty) Polish zloty,
 - 4) the conditional share capital increase under resolution No 23 of the General Meeting of Company of June 30th 2011, the maximum nominal value of which

was set at 2,128,416 (two million one hundred twenty eight thousand four hundred sixteen) Polish zloty,

- 5) a conditional share capital increase effected under resolution no. 24 of the General Meeting of the Company dated 17th May 2016, the nominal value of which shall not exceed 641,000 (say: six hundred forty-one thousand) Polish zloty.
2. The conditional share capital increase referred to in sub-point. 1 item 1):
 - 1) shall be effected through the issue of ordinary bearer series C shares of the nominal value of 1 (one) Polish zloty each, the total number of which shall not exceed 44,000,000 (forty four million),
 - 2) the series C shares shall be subscribed by eligible holders of the series B convertible bonds issued in connection with resolution No. 2 of the General Meeting of the Company's Shareholders of 28 April 2008.
 3. The conditional share capital increase referred to in sub-point. 1 item 2):
 - 1) shall be effected through the issue of ordinary bearer series D shares of the nominal value of 1 (one) Polish zloty each, the total number of which shall not exceed 3,412,668 (three million four hundred twelve thousand six hundred sixty eight),
 - 2) series D shares shall be subscribed by the holder of the subscription warrants taken up by the holder of the series A bonds issued in connection with resolution No. 6 of the General Meeting of the Company's Shareholders of 28 April 2008 and resolution No. 5 of the General Meeting of the Company's Shareholders of 15 December 2010.
 4. The conditional share capital increase referred to in sub-point. 1 item 3):
 - 1) shall be effected through the issue of ordinary bearer shares:
 - a) series E of the nominal value of 1 (one) Polish zloty each, the total number of which shall not exceed 369,813 (three hundred sixty nine thousand eight hundred thirteen),
 - b) series F of the nominal value of 1 (one) Polish zloty each, the total number of which shall not exceed 369,813 (three hundred sixty nine thousand eight hundred thirteen),
 - c) series G of the nominal value of 1 (one) Polish zloty each, the total number of which shall not exceed 369,814 (three hundred sixty nine thousand eight hundred fourteen),
 - 2) the series E, F and G shares shall be subscribed by the holders of, respectively, the series B, C and D subscription warrants issued in connection with resolution No. 7 of the General Meeting of the Company's Shareholders of 28 April 2008.

5. The conditional share capital increase referred to in sub-point. 1 item 4):
 - 1) shall be effected through the issue of ordinary bearer shares series I of the nominal value of 1 (one) Polish zloty each, the total number of which shall not exceed 2,128,416 (two million one hundred twenty eight thousand four hundred sixteen),
 - 2) the series D shares shall be subscribed by eligible holders of the series E, F, G and H convertible bonds issued in connection with resolution No. 23 of the General Meeting of the Company's Shareholders of June 30th 2011.
6. The conditional share capital increase referred to under sec. 1 point 5):
 - 1) shall be effected by way of issue of not more than 641,000 (say: six hundred forty-one thousand) series J bearer shares with a nominal value of PLN 1.00 - (one zloty) each;
 - 2) series J Shares shall be taken up by holders of series I subscription warrants issued in connection with resolution no. 24 of the General Meeting of the Company dated 17th May 2016.

III. GOVERNING BODIES

§ 8

The Company's governing bodies are:

- Management Board,
- Supervisory Board,
- General Meeting.

A. Management Board

§ 9

1. The Management Board shall be composed of one to five members, including the President of the Management Board, who shall be appointed for a joint three-year term of office. The Management Board's size is based on the number of persons appointed in its composition, in each case, within the limits specified in the preceding sentence. The term of office shall expire at the time when the mandate of a member of the Management Board expires at the latest.
2. The Supervisory Board shall appoint, allocate and change duties and responsibilities of members of management board, as well as dismiss and suspend the members of the Management Board.

3. The first year of exercise of a mandate of the members of the Management Board commences on the date of appointing members of the Management Board to the Company's Management Board and ends with the end of the calendar year in which the appointment occurred. Except for special cases (death, resignation, dismissal etc.), the mandate of the members of the Management Board expires on the day of the General Meeting, approving the financial statements of the Company for the last full financial year of holding the position of member of the Management Board. A financial year should be understood as a year defined in §24 par. 1 of the Article of Association of the Company.

§ 10

1. The Management Board shall manage the affairs of the Company and represent the Company in and outside court and in dealings with official bodies and third parties.
2. The procedures of operation of the Management Board shall be laid down in the Rules of Procedure of the Management Board. The Rules of Procedure shall be adopted by the Supervisory Board.

§ 11

1. In the case of a multi-person Management Board, the joint action of two members of the Management Board or of a member of the Management Board and a proxy shall be required to make statements of intent and sign on behalf of the Company
2. A commercial proxy may represent the Company only jointly with a member of the Management Board. Summons and other notices shall be effectively served if delivered to any member of the Management Board.
3. Among others, matters falling outside the day-to-day management of the Company including actions in matters requiring resolutions of the Supervisory Board shall require a resolution of the Management Board in accordance with §15 par 2-4 below.
4. Resolutions of the Management Board shall be adopted by an absolute majority of votes. In the event of a tie vote, the vote of the President of the Management Board shall decide.

§ 12

The Supervisory Board represents the Company in contracts, other legal actions or disputes with a member of the Management Board, whereby in each case a member of the Supervisory Board is acting on behalf of the Supervisory Board by virtue of a relevant resolution of the Supervisory Board.

§ 12A

1. The Management Board is entitled to pass a resolution regarding advance payment for shareholders for the expected dividend at the end of the financial year, if the Company has sufficient resources for this payment. This advance payment requires the assent of the Supervisory Board.

2. The Company can make an advance payment to shareholders for the expected dividend, if the approved financial statement for the previous financial year shows profit. The advance payment can amount to a maximum of half last year's profit reached till the end of the last financial year, based on the audited financial statement plus reserve earnings from achieved profits which are available to the Management Board for pay-out purposes, and minus retained losses and individually owned shares.

§ 13

No member of the Management Board shall engage in any competitive business or participate in a competitive company as its partner, shareholder or officer.

B. SUPERVISORY BOARD

§ 14

1. The Supervisory Board shall be composed of 5 (five) to 7 (seven) members, including the Chairperson and the Vice-Chairperson. The Supervisory Board's size is based on the number of persons appointed in its composition, in each case, within the limits specified in the preceding sentence. For establishment and functioning of the Supervisory Board, it is sufficient to appoint 5 (five) members of the Supervisory Board.

2. The members of the Supervisory Board shall be appointed and dismissed by the General Meeting, subject to provisions point. 3-3a and point. 4 below.

3. The members of the Supervisory Board shall be appointed in the following way:

1) if the Supervisory Board consists of 5 members, MCI Capital S.A. shall be entitled to directly appoint and dismiss:

a) two members of the Supervisory Board – if the Company's shares represent not less than 40% of the Company's share capital are held:

i. directly by MCI Capital S.A., or

ii. jointly with a Subsidiary of MCI Capital S.A., or

iii. jointly with an investment fund which has been established by a Subsidiary of MCI Capital S.A. and is managed by MCI Capital S.A. or its Subsidiary, or

iv. by a Subsidiary of MCI Capital S.A., or

- v. directly by an investment fund which has been established by a Subsidiary of MCI Capital S.A. and is managed by MCI Capital S.A. or its Subsidiary,

or

- b) one member of the Supervisory Board - if the Company's shares represent not less than 20% of the Company's share capital are held:

- i. directly by MCI Capital S.A., or
- ii. jointly with a Subsidiary of MCI Capital S.A., or
- iii. jointly with an investment fund which has been established by a Subsidiary of MCI Capital S.A. and is managed by MCI Capital S.A. or its Subsidiary, or
- iv. by a Subsidiary of MCI Capital S.A., or
- v. directly by an investment fund which has been established by a Subsidiary of MCI Capital S.A. and is managed by MCI Capital S.A. or its Subsidiary,

- 2) if the Supervisory Board consists of more than 5 members, MCI Capital S.A. shall be entitled to directly appoint and dismiss:

- a) three members of the Supervisory Board - if the Company's shares represent not less than 40% of the Company's share capital are held:

- i. directly by MCI Capital S.A., or
- ii. jointly with a Subsidiary of MCI Capital S.A., or
- iii. jointly with an investment fund which has been established by a Subsidiary of MCI Capital S.A. and is managed by MCI Capital S.A. or its Subsidiary, or
- iv. by a Subsidiary of MCI Capital S.A., or
- v. directly by an investment fund which has been established by a Subsidiary of MCI Capital S.A. and is managed by MCI Capital S.A. or its Subsidiary,

or

- b) two members of the Supervisory Board if the Company's shares represent not less than 20% of the Company's share capital are held:

- i. directly by MCI Capital S.A., or
- ii. jointly with a Subsidiary of MCI Capital S.A., or

- iii. jointly with an investment fund which has been established by a Subsidiary of MCI Capital S.A. and is managed by MCI Capital S.A. or its Subsidiary, or
 - iv. by a Subsidiary of MCI Capital S.A., or
 - v. directly by an investment fund which has been established by a Subsidiary of MCI Capital S.A. and is managed by MCI Capital S.A. or its Subsidiary.
- 3a. The power to appoint and dismiss members of the Supervisory Board referred to in point. 3 above, vesting with MCI Capital S.A., is performed by submitting to the Management Board of the Company and the person concerned a written statement of appointment or dismissal of a member of the Supervisory Board. Appointment or dismissal is effective from the date of submission by MCI Capital S.A. the written statement referred to above to the Management Board of the Company to the registered office of the Company
4. The Members of the Supervisory Board shall be appointed for a joint three-year term of office. The term of office shall expire at the time when the mandate of a member of the Supervisory Board expires at the latest. The first year of exercise of a mandate of the members of the Supervisory Board commences on the date of appointing members of the Supervisory Board to the Company's Supervisory Board and ends with the end of the calendar year in which the appointment occurred. Except for special cases (death, resignation, dismissal etc.), the mandate of the members of the Supervisory Board expires on the day of the General Meeting, approving the financial statements of the Company for the last full financial year of holding the position of member of the Management Board. A financial year should be understood as a year defined in §24 par. 1 of the Article of Association of the Company.
5. Rules of The Supervisory Board specifies the way Supervisory Board operates. Rules of the Supervisory Board are approved by the General Meeting.
6. The Chairperson and the Vice-Chairperson shall be elected by the Supervisory Board by an ordinary majority of votes cast in a secret ballot.
7. The Chairperson of the Supervisory Board or, if absent, the Vice-Chairperson shall convene and preside over the meetings of the Supervisory Board.
8. The Chairperson of the Supervisory Board or, if absent, the Vice-Chairperson shall convene a meeting of the Supervisory Board on his/her own initiative or upon written request of the Company's Management Board or a member of the Supervisory Board. The meeting shall be convened within three weeks of the request. If the Chairperson of the Supervisory Board or, if absent, the Vice-Chairperson does not convene the requested meeting of the Supervisory Board within the prescribed time limit, such meeting may be convened by the Company's Management Board or the member of the Supervisory Board who requested the convening of the meeting.

9. The meetings of the Supervisory Board shall be convened by a 7 (seven) days' notice served to the members of the Supervisory Board by registered mail or by electronic mail, unless all members of the Supervisory Board consent in writing or by electronic mail that the meeting be held without observing the aforementioned 7 (seven) days' notice period. The notice shall comprise the agenda of the meeting detailing the matters to be discussed. During the meeting of the Supervisory Board or before its commencement, the agenda of a convened meeting of the Supervisory Board may be supplemented by the Chairperson of the Supervisory Board (and in his absence by the Vice-Chairperson), on his own initiative or at the request of another member of the Supervisory Board – only if:

- 1) all members of the Supervisory Board are present, and all of them, after informing them, agree to supplement the agenda - in case of a meeting being started;
- 2) all the members of the Supervisory Board, after informing them by e-mail, agree in the same form to supplement the agenda – if it is before the meeting.

In the case specified in item 1) above, a member of the Supervisory Board who is participating in the meeting, in whole or in the part, by telephone or other electronic means of communication, is also present at the meeting, so as to identify the member of the Supervisory Board. To communicate in real time with other members of the Board physically present at the meeting.

10. The meetings of the Supervisory Board may be held by phone or other electronic communication means that enable communication among all participating members of the Supervisory Board. Resolutions adopted at such meetings shall be valid if the content of the draft resolution was communicated to all members of the Supervisory Board. In such cases, the meeting shall be considered to be held and the minutes drawn up at the place of stay of the Chair of the Supervisory Board or, if absent, the Vice-Chair if he/she presided over the meeting. Adoption of a resolution in the procedure mention above is approved by the Chairperson of the Supervisory Board, who receives votes from other members of the Supervisory Board; The approval of the resolution is made by recording in the resolution the mode of its adoption and votes cast by particular members of the Supervisory Board. The provisions of point. 9 on third and fourth sentences shall apply respectively.

11. Members of Supervisory Board can vote on resolutions, voting via other Supervisory Board Member excluding matters introduced to Agenda during Supervisory Board Meeting

12. To the extent permitted by law and if justified by reason of an important interest of the Company or the urgency of the matter, the Supervisory Board may adopt resolutions by written vote ordered (by registered mail or by electronic mail) by the Chair or, if absent, the Vice-Chair if the content of the draft resolution was communicated to all members of the Supervisory Board.

Members of the Supervisory Board are obliged to deliver to the Chairperson (either by registered mail or by e-mail) their approval or refusal to the proposed resolution/s within a week (or the date extended appropriately by the Chairperson) from the date of obtaining the written vote order. The date of the adoption of the resolution shall be the date of signature by the Chair. The rights, duties and activities of the Chair as stipulated in this sub-pointgraph 15 shall apply accordingly to the Vice-Chair if written vote is ordered by the Vice-Chair. The procedure described in sub-point. 10, 11 and 12 shall not apply to the resolutions that are concerned with the election of the Chair and the Vice-Chair of the Supervisory Board and the appointment, dismissal and suspension of the members of the Management Board.

13. Resolutions of the Supervisory Board shall be valid if all members of the Supervisory Board are invited to the meeting in the manner stipulated in §14 point. 9 above.
14. The Supervisory Board may appoint commissions, problem teams or committees from among the members of the Supervisory Board, both permanent and to clarify particular issues - specifying, to the extent provided for by applicable law, their organization, manner of operation and specific competencies – if the commission, problem team or committee falls within the competence of the Supervisory Board.

§ 15

1. The Supervisory Board shall exercise the day-to-day supervision of the Company in all areas of its activities and supervision over its subsidiaries.
2. Special duties of the Supervisory Board, which shall be carried out by means of resolutions, shall include:
 - a) assessing the Management Board reports on the Company's and capital group's activities and Company's and capital group's financial statements from the previous financial year for compliance with books, documents and the facts and the Management Board motions concerning profit distribution or loss coverage, as well as submitting an annual written report to the General Meeting concerning the results of such assessment and the activities of the Supervisory Board,
 - b) suspending individual or all members of the Management Board for important reasons,
 - c) delegating the members of the Supervisory Board to temporarily perform duties of those members of the Management Board who are unable to perform their duties,
 - d) determining the rules on remuneration of the members of the Management Board,
 - e) adopting and amending the rules of procedure of the Supervisory Board, as well as adopting and amending the rules of procedure of the Company's Management Board,
 - f) giving consent to the establishment of new companies and branches,

- g) giving consent to the purchase or sale by the Company and its subsidiaries of shares, participating interests or other securities if the transaction exceeds the Polish zloty equivalent of 150,000 euro and unless it is included in the Company's budget on which the Supervisory Board expressed its opinion in accordance with the Articles of Association,
- h) approving the stand alone and consolidated annual budget and the associated annual operating plan of the Company and capital group, including amendments thereto,
- i) approving changes to the Company's and its subsidiaries business model,
- j) the appointment and change of the entity authorized to audit the financial statements of the Company and its capital group (separated and consolidated), as well as the approval of the terms of the contract with such entity and approval of change or terminating the contract by the Management Board,
- k) giving consent for any performances to be rendered by the Company or its subsidiaries to the members of the Management Board or entities related to them,
- l) initiating or approving stock option programmes or other incentive schemes for the employees, the members of the Management Board or the members of the Supervisory Board,
- m) giving consent for the Company or its subsidiary to enter into a material agreement with its affiliate, a member of the Supervisory Board or a member of the Management Board or entities related to them,
- n) concluding, and making material amendments to agreements between a shareholder of the Company who holds more than 5% of its shares (or companies related to the shareholders who hold more than 5% of shares and their respective officers, directors, employees and agents) on the one hand and the Company on the other hand,
- o) giving consent to the buyback of the Company's shares other than in the situation referred to in art. 362 § 1 item 2) of the Polish Commercial Code,
- p) writing-off third-party debts owing to the Company if total write-offs during the financial year exceed the equivalent of 1,000,000 euro,
- q) giving consent for the Company and its subsidiaries to enter into commitments (carry out transactions) if the transaction concerned is not included in the Company's budget approved by the Supervisory Board in accordance with the Articles of Association, if such commitments (transactions) are concerned with:
 - 1) loans and credit and the issue of bonds the value of which exceed the Polish zloty equivalent of 10,000,000 euro,
 - 2) guarantees granted and received as well as other off-balance sheet commitments, except for activities aimed at securing the Company's

own commitments, the value of which exceeds the Polish zloty equivalent of 10,000,000 euro,

- 3) subjecting to lien, mortgaging, pledging or otherwise encumbering any of the Company's assets,
 - 4) selling the Company's tangible or intangible assets the value of which exceeds the Polish zloty equivalent of 1,000,000 euro,
 - 5) entering into contracts or commitments (other than loan agreements) the value of which exceeds the Polish zloty equivalent of 1,000,000 euro or which are likely to result in the Company incurring outlays in excess of that sum – provided that they do not fall within day-to-day management,
 - 6) entering into a judicial or extra-judicial settlement or withdrawing an action or acknowledging liability in cases where the value in dispute exceeds the Polish zloty equivalent of 1,000,000 euro,
 - 7) entering into contracts of employment for an indefinite term with an employee(s) whose annual gross base salary (including incentive pay and other benefits) exceeds the Polish zloty equivalent of 200,000 euro,
 - 8) entering into association agreements (including trust agreements and silent partnership agreements), including but not limited to signing/concluding and amending all such agreements, as well as amending or terminating agreements on the management of subsidiary companies and the transfer of profits or losses,
 - 9) selling a list of customers or economic copyright in its self-developed software, except for licensing.
- r) considering other matters belonging to the Supervisory Board's competence in accordance with the provisions of the law or the provisions of this Articles of Associations, or matters brought by the Management Board, including the opinions on matters subject to the resolutions of the General Meeting.
3. Subject to sub-point. 4 below, the following matters shall require a resolution adopted by a qualified majority of at least 60% (sixty percent) of votes when:
- a) approving material changes to the Company's and its subsidiaries business model,
 - b) concluding, and making material amendments to agreements between a shareholder of the Company who holds more than 5% of its shares (or companies related to the shareholders who hold more than 5% of shares and their respective officers, directors, employees and agents) on the one hand and the Company on the other hand if the value of each such agreement exceeds the Polish zloty equivalent of 350,000 euro,

c) giving consent for the Company to enter into commitments/carry out transactions if such commitments/transactions are not included in the Company's budget approved by the Supervisory Board in accordance with the Articles of Association and if they are concerned with:

- 1) entering into contracts or commitments (other than loan and credit agreements) the value of which exceeds the Polish zloty equivalent of 10,000,000 euro or which are likely to result in the Company incurring outlays in excess of that sum – provided that they do not fall within day-to-day management,
- 2) entering into a judicial or extra-judicial settlement or withdrawing an action or acknowledging liability in cases where the value in dispute exceeds the Polish zloty equivalent of 1,000,000 euro,
- 3) selling a list of customers or economic copyright in its self-developed software, except for licensing;

with the exception of: (i) the funding of the working capital of the Company's subsidiaries, (ii) reasonable costs of the public offering of the Company's shares, (iii) financial instruments included in the annual budget – entering into or making material amendments to credit agreements or contracting loans other than under existing credit facilities or using other financial instruments that could affect the Company's equity (including, but not limited to, convertible bonds).

4. The following matters shall require a resolution of the Supervisory Board adopted by a qualified majority of more than 75% of votes: transactions between the entities of the Group and the entities of the Investor's Group and the members of their management and supervisory bodies or their family members, if a single such transaction or a series of transactions exceeds 250,000 euro during the year and the member of the Supervisory Board believes that the transaction concerned is inconsistent with the Company's normal operations carried out with due diligence and in a professional manner; for the purposes of this section, the term "Group" shall mean the Company, and its subsidiaries, while the term "Investor's Group" shall mean MCI Capital S.A., its affiliates and subsidiaries within the meaning of the Accounting Act of 29 September 1994 and the companies in which MCI Capital S.A. holds an equity stake of more than 5% other than the Group's entities.

5. For the purposes of this Articles of Association, whenever it is mentioned (without regard to the spelling) of:

- 1) "affiliated entity" means a related entity within the meaning of the international accounting standards adopted pursuant to Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards;

2) "subsidiary" means an entity (company), where the other entity (company) has a dominant position with characteristics corresponding to the conditions set out in Article. 4 § 1 point 4) of the Code of Commercial Companies, i.e.:

- a. has, directly or indirectly, a majority of votes in a partnership, either at the general meeting of shareholders or at a general meeting, including as a pledgee or a user or on the board of another entity (company), also on the basis of agreements with other persons;
- b. is entitled to appoint or dismiss a majority of the members of the board of another entity (company), also on the basis of agreements with other persons, or
- c. is entitled to appoint or dismiss a majority of the members of the supervisory board of another company, also on the basis of agreements with other persons, or
- d. the members of its management board represent more than half of the members of the board of another entity (company), or
- e. has a decisive influence on the activities of another entity (company), in particular on the basis of a relevant agreement,

With respect to the feature referred to in (a): (i) "indirectly" means the ability to influence the exercise of voting rights by another entity or entities that are in relation to each other within the meaning of (a) to (e), (ii) the majority of votes shall also apply to a body other than a general meeting of shareholders, or a general meeting, having at least a part of the governing body.

§ 16

1. The members of the Supervisory Board shall carry out their duties in person.
2. The remuneration of the members of the Supervisory Board shall be determined by the General Meeting.

§ 17

The Supervisory Board may delegate its members to carry out specific supervisory tasks on an individual basis. Such members shall be remunerated separately at the rate determined by the General Meeting. Such members shall be subject to the same competition ban as the members of the Management Board.

§ 18

1. Subject to §15 point. 3 and §15 point. 4, resolutions of the Supervisory Board shall be passed by an ordinary majority of votes in the presence of at least half of the number of

members of the Supervisory Board. In the case of a tie, the Chair or, if absent, the Vice-Chair of the Supervisory Board shall have a casting vote.

2. Resolutions of the Supervisory Board shall be recorded in the minutes.

C. General Meeting

§ 19

1. The General Meeting shall be Ordinary or Extraordinary.
2. The Ordinary General Meeting shall be convened by the Management Board within six months after the end of the financial year.
3. The Supervisory Board may convene the Ordinary General Meeting if the Management Board has failed to do so within the time limit stipulated in sub-point. 2.

§ 20

1. The Extraordinary General Meeting shall be convened by the Management Board to decide on matters of urgency:
 - on its own initiative,
 - at the written or electronic request of the Supervisory Board,
 - at the written or electronic request of the shareholders representing jointly at least 5% (five percent) of the share capital.
2. The Management Board shall convene the Extraordinary General Meeting within 14 (fourteen) days from such request. The Supervisory Board shall be entitled to convene the Extraordinary General Meeting if the Management Board has failed to act or the Supervisory Board considers it advisable to convene the Extraordinary General Meeting.
3. The request for the convening of the Extraordinary General Meeting shall specify the agenda and include copies of the relevant materials.
4. The shareholders representing at least half of the share capital or at least half of the total voting rights in the Company shall be entitled to convene the Extraordinary General Meeting. The shareholders shall appoint the chair of such meeting. If the Extraordinary General Meeting is convened by the shareholders as provided for in the foregoing sentence, the Management Board of the Company shall be required to immediately perform the steps referred to in Articles 402¹–402³ of the Commercial Companies Code regarding the announcement of a notice of the General Meeting.

§ 21

1. Subject to point. 2 below, the General Meeting shall be valid if more than 51% (fifty one percent) of votes are duly represented.
2. If the quorum defined in sub-point. 1 above is not reached, the Management Board shall convene a new General Meeting with the same agenda. The new General Meeting shall be valid regardless of the number of votes represented unless the Polish Commercial Code provides otherwise.
3. The General Meeting may adopt resolutions even if not formally convened provided that the entire share capital is represented and no person present objects to the holding of the General Meeting or the placement of any item on its agenda.
4. Resolutions of the General Meeting shall be adopted by an absolute majority of votes cast unless the Polish Commercial Code provides otherwise.
5. The General Meeting may be adjourned by a majority of two thirds of votes. Adjournment may last no more than a total of thirty days.
6. A decision to remove an item from the agenda or not to consider the matter placed on the agenda at the shareholders' request shall require a resolution of the General Meeting supported by 75% (seventy five percent) of the votes present at the meeting after all the shareholders present who placed the matter on the agenda have given their consent.
7. Subject to consent of Companies Management Board It shall be permitted to participate in the General Meeting using electronic means of communications, including without limitation:
 - a) real-time transmission of the General Meeting,
 - b) real-time two-way communication enabling shareholders to address the General Meeting from a remote location,
 - c) casting votes in person or by proxy before or during the General Meeting.

§ 22

A resolution of the General Meeting shall be required for:

- a) the examination and approval of the Management Board's report on the Company's activities, the examination and approval of the Supervisory Board's report, the examination and approval of the Company's financial statement and the group's consolidated financial statement for the preceding financial year and the granting of discharge to the members of the Company's bodies,
- b) all decisions concerning claims for damage caused in the course of the formation of the Company or the exercise of management or supervision,

- c) the sale, lease and establishment of a limited right in rem on the enterprise of Company and its subsidiaries,
- d) the sale of the Company's immovable property,
- e) the issue of bonds, including convertible bonds and pre-emptive bonds, and the issue of subscription warrants,
- f) the redemption of the Company's shares,
- g) the merger or division of the Company,
- h) the distribution of profits or the coverage of losses, the determination of the dividend record day and of the dividend payment date,
- i) amendments to the Company's Articles of Association,
- j) an increase or reduction of the Company's share capital,
- k) the approval of the adoption of and amendments to the rules of procedure of the Supervisory Board,
- l) the dissolution of the Company,
- m) the appointment and dismissal of members of the Supervisory Board, subject to § 14 point. 3 above,
- n) the adoption of the Rules of the General Meeting.

§ 23

General Meetings shall be held in Warsaw.

IV. FINAL PROVISIONS

§ 24

1. The Company's financial year shall correspond to the calendar year, but the Company's first financial year shall end on 31 December 2008.
2. The dissolution of the Company shall take place after its liquidation.
3. The Company shall undergo liquidation under its own name to which the phrase "w likwidacji" [*in liquidation*] shall be added.
4. The members of the Management Board and a person appointed by the Supervisory Board shall act in the capacity of liquidators.
5. Matters not governed by the Articles of Association shall be governed by the applicable provisions of the Polish Commercial Code.

6. Provision of § 9 point. 1 in the scope of the joint term of office of the members of the Management Board are applied for the first time to appoint members of the Management Board after the date of registration by the court of registration in the register of entrepreneurs of the National Court Register, amendments to the Articles of Association including introducing the above provisions to its contents

§ 25

The Company's founder is MCI Management S.A. with its registered office at ul. Św. Mikołaja 7, 50-125 Wrocław, entered into the register of entrepreneurs maintained by the District Court for Wrocław-Fabryczna in Wrocław, 6th Commercial Division of the National Court Register under No. 0000004542.

§ 26

The total costs paid or incurred in forming the Company are approximately 40,000 (forty thousand) Polish zloty.”

2. The resolution comes into force on condition that the registry court makes an entry in the Register of Entrepreneurs of the National Court Register concerning amendments to the Article of Associations adopted by resolution No. [•] of the Ordinary General Meeting of Shareholders of the Company of [•] June 2017 on amendments to the Articles of Association of the Company.

Justification:

A technical resolution adopting a unified text of the Company implementing the changes included in the draft resolution of the Ordinary General Meeting of the Company on amendments to the Company's Articles of Association.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
concerning dismissal of a Member of the Supervisory Board**

Pursuant to Art. 385 (1) of the Act of 15 September 2000 - Code of Commercial Companies (Journal of Laws of 2013, item 1030, as amended) and pursuant to § 22 (m) of the Articles of Association of the Company, The Ordinary General Meeting of ABC Data S.A. („Company”) resolves the following:

1. According to the introduction of the provisions concerning the joint term of office of the Supervisory Board adopted by Resolution No. [•] of the Ordinary General Meeting of Shareholders of the Company of [•] 2017 on amendments to the Company's Articles of Association, it is resolved to dismiss Mr. Ireneusz Dąbrowski from the composition of the Supervisory Board of the Company.
2. The resolution comes into force on condition that the registry court makes an entry of amendments to the Articles of Association in the register of entrepreneurs of the National Court Register, including the introduction of the provisions referred to in § 1 above.

Justification for the resolution

Because of the introduction to the Articles of Association the provisions concerning the common term of office for members of the Supervisory Board and to implement amendments resulting from them, it is necessary to dismiss all members of the Supervisory Board and to appoint them for a new common term of office. The resolution comes into force at the moment of entry into the register of entrepreneurs of the National Court Register amendments to the Articles of Association including the implementation of a common term of office of members of the Supervisory Board.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
concerning appointment of a Member of the Supervisory Board**

Under Art. 385 (1) of the Act of 15 September 2000 - Code of Commercial Companies (Journal of Laws of 2013, Item 1030, as amended) and under § 22 (m) of the Articles of Association of the Company, The Ordinary General Meeting of ABC Data S.A. („Company”) resolves the following:

1. According to the introduction of the provisions concerning the joint term of office of the Supervisory Board adopted by Resolution No. [•] of the Ordinary General Meeting of Shareholders of the Company of [•] 2017 on amendments to the Company's Articles of Association - considering the resulting decision to dismiss Mr. Ireneusz Dąbrowski from the Supervisory Board of the Company, adopted in Resolution No. [•] of the Ordinary General Meeting of Shareholders of [•] 2017- it is resolved to appoint Mr. Ireneusz Dąbrowski to the composition of the Supervisory Board of the Company for a new common term of office.
2. The resolution comes into force on condition that the registry court makes an entry of amendments to the Articles of Association in the register of entrepreneurs of the National Court Register, including the introduction of the provisions referred to in § 1 above.

Justification for the resolution

Because of introduction to the Articles of Association the provisions concerning the common term of office for members of the Supervisory Board and to implement amendments resulting from them, it is necessary to dismiss all members of the Supervisory Board and to appoint them for a new common term of office. The resolution comes into force at the moment of entry into the register of entrepreneurs of the National Court Register amendments to the Articles of Association including the implementation of a common term of office of members of the Supervisory Board.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
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Pursuant to Art. 385 (1) of the Act of 15 September 2000 - Code of Commercial Companies (Journal of Laws of 2013, item 1030, as amended) and pursuant to § 22 (m) of the Articles of Association of the Company, The Ordinary General Meeting of ABC Data S.A. („Company”) resolves the following:

1. According to the introduction of the provisions concerning the joint term of office of the Supervisory Board adopted by Resolution No. [•] of the Ordinary General Meeting of Shareholders of the Company of [•] 2017 on amendments to the Company's Articles of Association, it is resolved to dismiss Mr. Ulrich Kottmann from the composition of the Supervisory Board of the Company.
2. The resolution comes into force on condition that the registry court makes an entry of amendments to the Articles of Association in the register of entrepreneurs of the National Court Register, including the introduction of the provisions referred to in § 1 above.

Justification for the resolution

Because of introduction to the Articles of Association the provisions concerning the common term of office for members of the Supervisory Board and to implement amendments resulting from them, it is necessary to dismiss all members of the Supervisory Board and to appoint them for a new common term of office. The resolution comes into force at the moment of entry into the register of entrepreneurs of the National Court Register amendments to the Articles of Association including the implementation of a common term of office of members of the Supervisory Board.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
concerning appointment of a Member of the Supervisory Board**

Pursuant to Art. 385 (1) of the Act of 15 September 2000 - Code of Commercial Companies (Journal of Laws of 2013, item 1030, as amended) and pursuant to § 22 (m) of the Articles of Association of the Company, The Ordinary General Meeting of ABC Data S.A. („Company”) resolves the following:

1. According to the introduction of the provisions concerning the joint term of office of the Supervisory Board adopted by Resolution No. [•] of the Ordinary General Meeting of Shareholders of the Company of [•] 2017 on amendments to the Company's Articles of Association - considering the resulting decision to dismiss Mr. Ulrich Kottmann from the Supervisory Board of the Company, adopted in Resolution No. [•] of the Ordinary General Meeting of Shareholders of [•] 2017- it is resolved to appoint Mr. Ulrich Kottmann to the composition of the Supervisory Board of the Company for a new common term of office.
2. The resolution comes into force on condition that the registry court makes an entry of amendments to the Articles of Association in the register of entrepreneurs of the National Court Register, including the introduction of the provisions referred to in § 1 above.

Justification for the resolution

Because of introduction to the Articles of Association the provisions concerning the common term of office for members of the Supervisory Board and to implement amendments resulting from them, it is necessary to dismiss all members of the Supervisory Board and to appoint them for a new common term of office. The resolution comes into force at the moment of entry into the register of entrepreneurs of the National Court Register amendments to the Articles of Association including the implementation of a common term of office of members of the Supervisory Board.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
concerning dismissal of a Member of the Supervisory Board**

Pursuant to Art. 385 (1) of the Act of 15 September 2000 - Code of Commercial Companies (Journal of Laws of 2013, item 1030, as amended) and pursuant to § 22 (m) of the Articles of Association of the Company, The Ordinary General Meeting of ABC Data S.A. („Company”) resolves the following:

1. According to the introduction of the provisions concerning the joint term of office of the Supervisory Board adopted by Resolution No. [•] of the Ordinary General Meeting of Shareholders of the Company of [•] 2017 on amendments to the Company's Articles of Association, it is resolved to dismiss Mr. Tomasz Czechowicz from the composition of the Supervisory Board of the Company.
2. The resolution comes into force on condition that the registry court makes an entry of amendments to the Articles of Association in the register of entrepreneurs of the National Court Register, including the introduction of the provisions referred to in § 1 above.

Justification for the resolution

Because of introduction to the Articles of Association the provisions concerning the common term of office for members of the Supervisory Board and to implement amendments resulting from them, it is necessary to dismiss all members of the Supervisory Board and to appoint them for a new common term of office. The resolution comes into force at the moment of entry into the register of entrepreneurs of the National Court Register amendments to the Articles of Association including the implementation of a common term of office of members of the Supervisory Board.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
concerning appointment of a Member of the Supervisory Board**

Pursuant to Art. 385 (1) of the Act of 15 September 2000 - Code of Commercial Companies (Journal of Laws of 2013, item 1030, as amended) and pursuant to § 22 (m) of the Articles of Association of the Company, The Ordinary General Meeting of ABC Data S.A. („Company”) resolves the following:

1. According to the introduction of the provisions concerning the joint term of office of the Supervisory Board adopted by Resolution No. [•] of the Ordinary General Meeting of Shareholders of the Company of [•] 2017 on amendments to the Company's Articles of Association - considering the resulting decision to dismiss Mr. Tomasz Czechowicz from the Supervisory Board of the Company, adopted in Resolution No. [•] of the Ordinary General Meeting of Shareholders of [•] 2017- it is resolved to appoint Mr. Tomasz Czechowicz to the composition of the Supervisory Board of the Company for a new common term of office.
2. The resolution comes into force on condition that the registry court makes an entry of amendments to the Articles of Association in the register of entrepreneurs of the National Court Register, including the introduction of the provisions referred to in § 1 above.

Justification for the resolution

Because of introduction to the Articles of Association the provisions concerning the common term of office for members of the Supervisory Board and to implement amendments resulting from them, it is necessary to dismiss all members of the Supervisory Board and to appoint them for a new common term of office. The resolution comes into force at the moment of entry into the register of entrepreneurs of the National Court Register amendments to the Articles of Association including the implementation of a common term of office of members of the Supervisory Board.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
concerning dismissal of a Member of the Supervisory Board**

Pursuant to Art. 385 (1) of the Act of 15 September 2000 - Code of Commercial Companies (Journal of Laws of 2013, item 1030, as amended) and pursuant to § 22 (m) of the Articles of Association of the Company, The Ordinary General Meeting of ABC Data S.A. („Company”) resolves the following:

1. According to the introduction of the provisions concerning the joint term of office of the Supervisory Board adopted by Resolution No. [•] of the Ordinary General Meeting of Shareholders of the Company of [•] 2017 on amendments to the Company's Articles of Association, it is resolved to dismiss Mr. Nevres Erol Bilecik from the composition of the Supervisory Board of the Company.
2. The resolution comes into force on condition that the registry court makes an entry of amendments to the Articles of Association in the register of entrepreneurs of the National Court Register, including the introduction of the provisions referred to in § 1 above.

Justification for the resolution

Because of introduction to the Articles of Association the provisions concerning the common term of office for members of the Supervisory Board and to implement amendments resulting from them, it is necessary to dismiss all members of the Supervisory Board and to appoint them for a new common term of office. The resolution comes into force at the moment of entry into the register of entrepreneurs of the National Court Register amendments to the Articles of Association including the implementation of a common term of office of members of the Supervisory Board.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
concerning appointment of a Member of the Supervisory Board**

Pursuant to Art. 385 (1) of the Act of 15 September 2000 - Code of Commercial Companies (Journal of Laws of 2013, item 1030, as amended) and pursuant to § 22 (m) of the Articles of Association of the Company, The Ordinary General Meeting of ABC Data S.A. („Company”) resolves the following:

1. According to the introduction of the provisions concerning the joint term of office of the Supervisory Board adopted by Resolution No. [•] of the Ordinary General Meeting of Shareholders of the Company of [•] 2017 on amendments to the Company's Articles of Association - considering the resulting decision to dismiss Mr. Nevres Erol Bilecik from the Supervisory Board of the Company, adopted in Resolution No. [•] of the Ordinary General Meeting of Shareholders of [•] 2017- it is resolved to appoint Mr. Nevres Erol Bilecik to the composition of the Supervisory Board of the Company for a new common term of office.
2. The resolution comes into force on condition that the registry court makes an entry of amendments to the Articles of Association in the register of entrepreneurs of the National Court Register, including the introduction of the provisions referred to in § 1 above.

Justification for the resolution

Because of introduction to the Articles of Association the provisions concerning the common term of office for members of the Supervisory Board and to implement amendments resulting from them, it is necessary to dismiss all members of the Supervisory Board and to appoint them for a new common term of office. The resolution comes into force at the moment of entry into the register of entrepreneurs of the National Court Register amendments to the Articles of Association including the implementation of a common term of office of members of the Supervisory Board.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
concerning dismissal of a Member of the Supervisory Board**

Pursuant to Art. 385 (1) of the Act of 15 September 2000 - Code of Commercial Companies (Journal of Laws of 2013, item 1030, as amended) and pursuant to § 22 (m) of the Articles of Association of the Company, The Ordinary General Meeting of ABC Data S.A. („Company”) resolves the following:

1. According to the introduction of the provisions concerning the joint term of office of the Supervisory Board adopted by Resolution No. [•] of the Ordinary General Meeting of Shareholders of the Company of [•] 2017 on amendments to the Company's Articles of Association, it is resolved to dismiss Mr. Bartosz Stebnicki from the composition of the Supervisory Board of the Company.
2. The resolution comes into force on condition that the registry court makes an entry of amendments to the Articles of Association in the register of entrepreneurs of the National Court Register, including the introduction of the provisions referred to in § 1 above.

Justification for the resolution

Because of introduction to the Articles of Association the provisions concerning the common term of office for members of the Supervisory Board and to implement amendments resulting from them, it is necessary to dismiss all members of the Supervisory Board and to appoint them for a new common term of office. The resolution comes into force at the moment of entry into the register of entrepreneurs of the National Court Register amendments to the Articles of Association including the implementation of a common term of office of members of the Supervisory Board.

**Resolution no ...
of the Ordinary General Shareholders' Meeting of ABC Data S.A.
of June ..., 2017
concerning appointment of a Member of the Supervisory Board**

Pursuant to Art. 385 (1) of the Act of 15 September 2000 - Code of Commercial Companies (Journal of Laws of 2013, item 1030, as amended) and pursuant to § 22 (m) of the Articles of Association of the Company, The Ordinary General Meeting of ABC Data S.A. („Company”) resolves the following:

1. According to the introduction of the provisions concerning the joint term of office of the Supervisory Board adopted by Resolution No. [•] of the Ordinary General Meeting of Shareholders of the Company of [•] 2017 on amendments to the Company's Articles of Association - considering the resulting decision to dismiss Mr. Bartosz Stebnicki from the Supervisory Board of the Company, adopted in Resolution No. [•] of the Ordinary General Meeting of Shareholders of [•] 2017- it is resolved to appoint Mr. Bartosz Stebnicki to the composition of the Supervisory Board of the Company for a new common term of office.
2. The resolution comes into force on condition that the registry court makes an entry of amendments to the Articles of Association in the register of entrepreneurs of the National Court Register, including the introduction of the provisions referred to in § 1 above.

Justification for the resolution

Because of introduction to the Articles of Association the provisions concerning the common term of office for members of the Supervisory Board and to implement amendments resulting from them, it is necessary to dismiss all members of the Supervisory Board and to appoint them for a new common term of office. The resolution comes into force at the moment of entry into the register of entrepreneurs of the National Court Register amendments to the Articles of Association including the implementation of a common term of office of members of the Supervisory Board.

Resolution No. ...
of the Ordinary General Meeting of ABC Data S.A.
of ... June 2017

concerning the consent to authorise the Management Board of the Company to repurchase Own shares, for the purpose of subsequent resale or redemption thereof, and to create a reserve for the buyback

Pursuant to Article 362.1(8) and Article 362.2(3) of the Code of Commercial Companies, as well as Article 7.7 of the Articles of Association of ABC Data S.A., and taking into consideration the provisions of Article 5 of the Regulation No. 596/2014 of the European Parliament and the Council on market abuse and repealing Directive 2003/6/EC of the European Parliament and the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (Official Journal of the European Union L. 2014.173.1), so called *Market Abuse Regulation* ("MAR"), as well as the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing MAR with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures ("Standard"), the Ordinary General Meeting of ABC Data S.A. ("Company") hereby adopts the following Resolution:

§1

1. The Ordinary General Meeting of ABC Data S.A. hereby authorises the Management Board of ABC Data S.A. to repurchase Own shares of ABC Data S.A. ("Own shares") under the following terms:
 - a. the total number of repurchased Own shares shall not 2.500.000. and the total nominal value of Own shares, including the nominal value of other own shares of ABC Data S.A. which have not been sold or redeemed, shall not exceed 20% of the share capital of ABC Data S.A.;
 - b. the total price of (amount paid for) Own shares, increased by the repurchase costs, shall not exceed PLN 5,000,000.00;
 - c. a unit price per Own share shall not exceed PLN 2.57 and shall not be less than PLN 1.00;
 - d. Own shares may be repurchased from the date of adoption hereof to 30 June 2018, however, no longer than to the point when the funds for the share buyback are exhausted;
 - e. only the fully paid-up Own shares may be repurchased;

- f. Own shares may be repurchased directly by the Company or indirectly through an intermediary investment company: (i) via transactions made on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.), including those made at stock exchange sessions and OTC, or (ii) via transactions made off the regulated market;
 - g. Own shares shall be bought back from the shareholders against consideration, and the repurchase price of Own shares shall be paid by the Company from the ABC Data S.A. reserve created for this particular purpose in accordance with Article 2 hereof;
 - h. Own shares may be bought back for: (i) subsequent resale, including during takeover or acquisition, especially for resale to partners/shareholders of the entities taken over in return for the shares thereof, or as part of fulfilment of obligations arising out of Company incentive schemes; (ii) redeeming; and thus, decreasing ABC Data S.A. share capital.
2. In the case of share buyback transactions made off the regulated market, referred to in pointgraph 1(f)(ii) above, the unit price per Own share shall be determined by the Management Board taking into consideration market conditions prevailing at the date of announcing transaction terms by the Company, as well as the following terms and conditions:
 - a. the repurchase price shall be equal for all shareholders;
 - b. while repurchasing Own shares, the Management Board shall grant all shareholders an equal right to sell;
 - c. if the number of Own shares offered for sale by the shareholders is higher than the total number of Own shares specified by the Company in the share buyback announcement, the Management Board shall proportionally reduce the number of bids by rounding the fraction of Own Shares down to the nearest integer, so that the total number of Own shares is equal to the limit indicated by the Company in the share buyback announcement and, at the same time, the principle of equal treatment is respected towards all shareholders; if the above-mentioned solution based on rounding the fraction of Own shares down to the nearest integer (allocation principle) does not enable the Company to buy back all shares earmarked for repurchase in the share buyback announcement, the Company shall buy back shares from the shareholder who offered for sale the largest number of Own shares, and in the case of equal bids - from the shareholder who placed their offer earlier.
 3. The Management Board of ABC Data S.A. guided by the best interest of the Company is entitled to:
 - a. cease the buyback before the end of term specified in pointgraph 1(d) above, or before the exhaustion of funds referred to in pointgraph 1(b) hereof;
 - b. withdraw from the share buyback in full or in part, as well as from the execution hereof, at its sole discretion.
 4. The Ordinary General Meeting of ABC Data S.A. hereby authorises the Management Board of ABC Data S.A. to:
 - a. specify the purpose of repurchased Own shares;
 - b. take all actual and legal actions necessary to repurchase Own shares in accordance with the provisions specified herein;

- c. specify the manner of Own share repurchase (transaction type), price or terms and conditions of pricing one Own share, as well as the maximum number of repurchased shares in a given transaction;
 - d. in the case of making a share buyback transaction off the regulated market - specify and publish terms and conditions, dates and rules beforehand, in particular specify bidding terms and conditions as well as deadlines for the shareholders, the content of Own share sale agreements, as well as publish sale agreement templates and announce terms and conditions for settling share buyback transactions via paid settlement instructions in KDPW (Central Securities Depository of Poland);
 - e. in the case of making a share buyback transaction on the regulated market - specify beforehand other rules regulating the repurchase of Own shares by adopting a buy-back programme, taking into consideration terms and conditions as well as limitations stipulated herein, MAR and Standard.
 - f. conclude agreements with competent entities (in particular with investment companies and banks) regarding intermediary services provided for actions took in connection with the repurchase of Own shares.
5. Pursuant to Article 15.2(o) of the Articles of Association of ABC Data S.A., the Management Board shall be obliged to obtain consent to the Own share repurchase, as well as the statement of the Supervisory Board prior to taking actions referred to in pointgraph 3 hereof.
 6. Within the term of authorisation granted under the Resolution, pursuant to Article 363.1 of the Code of Commercial Companies, the Management Board of ABC Data S.A. shall present on each General Meeting of ABC Data S.A. (convened after the share buyback in accordance with the provisions hereof) the following information:
 - a. reasons for and purpose of Own share repurchase;
 - b. number and nominal value of repurchased shares;
 - c. share of the buyback in the share capital of ABC Data S.A.;
 - d. total price of the buyback and repurchase costs;
 - e. value of service provided in return for repurchased Own shares.
 7. The Management Board shall disclose to the public detailed information regarding the share buyback, taking into consideration MAR and Standard requirements.
 8. After the buyback of shares that were explicitly destined for redemption (in accordance with pointgraph 1(h)(ii) and in connection with pointgraph 4(a)), the Management Board of ABC Data S.A. shall convene a General Meeting of ABC Data S.A., the agenda of which shall cover in particular the adoption of resolutions on the redemption of Own shares and the decrease of share capital of ABC Data S.A. resulting therefrom.

§2

Pursuant to Article 362.2(3) of the Code of Commercial Companies, the Ordinary General Meeting of ABC Data S.A. hereby decides to create a reserve for financing the repurchase of Own shares, covered by the authorisation granted herein, by the Company; therefore, acting pursuant to point 1 letter a) of the *Resolution no ... of the Ordinary General Shareholders' Meeting of ABC Data S.A. of June ..., 2017 concerning dividing of the Company's net profit for the financial year 2016* it allocates the amount of PLN 5,000,000 to the reserve capital for financing the share buyback price, increased by the repurchase costs, by the Company.

The Resolution shall be effective upon its adoption.

Justification:

The resolution aims to authorize the Company's Management Board to acquire own shares for the purpose of: (i) subsequent resale, including during takeover or acquisition, especially for resale to partners/shareholders of the entities taken over in return for the shares thereof, or as part of fulfilment of obligations arising out of Company incentive schemes; (ii) redeeming; and thus, decreasing ABC Data S.A. share capital. In the opinion of the Management Board, the current stock valuation of the Company's shares is underestimated and does not correspond to their actual value. The ability to carry out repurchase of own shares by the Company will contribute to the increase of their value, which will benefit both the Company and the shareholders.

The draft resolution incorporates the provisions of the new provisions of Regulation No. 596/2014 of the European Parliament and the Council on market abuse and repealing Directive 2003/6/EC of the European Parliament and the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (Official Journal of the European Union L. 2014.173.1), so called *Market Abuse Regulation* ("MAR"), as well as the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing MAR with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures ("Standard").

Resolution No. ...
of the Ordinary General Meeting of ABC Data S.A.
of ... June 2017

concerning creation of a reserve capital for financing of the advanced dividend payments

§1

Pursuant to Article 349(2) and 396(5) of the Code of Commercial Companies, the Ordinary General Meeting of ABC Data S.A. hereby decides to create a reserve capital for the advance dividend payments ; therefore, it allocates the amount of PLN 20,000,000 (deriving solely from the amount which pursuant to Article 348.1 of the Code of Commercial Companies may be divided among shareholders) from the supplementary capital to the reserve capital for financing the advance dividend payment.

§2

The Resolution shall be effective upon its adoption.

Justification:

The resolution seeks to provide financing for the payment of advance dividend, in accordance with the decision of the Management Board of the Company. Under Article 349 § 2 of the Commercial Companies Code, an advance on the expected dividend may represent no more than half of the profit achieved from the end of the previous financial year, as disclosed in the financial statements audited by an auditor, plus reserve capitals capitalized from profit that may be disposed of by the management board, and reduced by uncovered losses and own shares.