

Warsaw, October 29, 2014

## **Convening of the Extraordinary General Meeting of Shareholders of ABC Data S.A**

On 29<sup>th</sup> October 2014 the Management Board of ABC Data S.A. with its registered office in Warsaw (hereinafter referred to as the "Company"), acting pursuant to Article 399 §1, Article 402(1) § 1 and 2 and Article 402(2) of the Polish Code of Commercial Companies, hereby summons the Extraordinary General Meeting of Shareholders of the Company (hereinafter referred to as the "EGMS") for November 25, 2014, 10:00 a.m. The EGMS shall be held on the premises of ABC Data S.A. in Warsaw, ul. Daniszewska 14.

### **Agenda of the EGMS**

1. Opening the EGMS.
2. Election of the Chairperson of the EGMS.
3. Preparing the attendance list.
4. Determination of validity and capacity of the EGMS to pass resolutions.
5. Adoption of the agenda of the EGMS.
6. Adopting resolutions concerning:
  - a. annulment of the resolution of Ordinary General Meeting of ABC Data S.A. determining the implementation principles of the Company's Incentive Scheme for 2013;
  - b. change to the Company's Statutes;
  - c. determining the implementation principles of the Company's Incentive Scheme for 2013 for members of the Management Board and key persons;
  - d. the issue of series I subscription warrants with the right to take up series J ordinary bearer shares in the Company, with the exclusion of the right of first refusal concerning series I subscription warrants and the conditional increase of the share capital by way of issue of series J shares with the exclusion of the right of first refusal concerning series J shares;
  - e. determining the implementation principles of the Company's Incentive Scheme for 2013 for members of the Supervisory Board;
  - f. the issue of series J subscription warrants with the right to take up series K ordinary bearer shares in the Company, with the exclusion of the right of first refusal concerning series J subscription warrants and the conditional increase of the share capital by way of issue of series K shares with the exclusion of the right of first refusal concerning series K shares;
  - g. the adoption of uniform text of the Statutes of ABC Data S.A.;
  - h. issue of bonds within the frameworks of bond issue program;
  - i. amendments to the resolution of Ordinary General Meeting of ABC Data S.A. on remuneration of the members of the Supervisory Board;
8. Closing of the EGMS.

### **Proposed changes of the Company's Articles of Association**

Due to the proposed changes of the Company's Articles of Association the Management Board hereby presents the existing wording of the Articles of Association as well as proposed wording of Articles of Association:

- 1) Due to the proposed changes of the Company's Articles of Association provided in the draft of the resolution concerning change to the Company's Statutes in point 6 b. of the agenda of the EGMS the Management Board hereby presents the existing as well as proposed wording of the §4 clause 1 of the Articles of Association:

#### **The existing wording of §4 clause 1 of the Articles of Association:**

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.”

#### **The proposed wording of §4 clause 1 of the Articles of Association:**

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, bookkeeping 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 vehicle, 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”

- 2) Due to the proposed changes of the Company’s Articles of Association provided in the draft of the resolution concerning the issue of series I subscription warrants with the right to take up series J ordinary bearer shares in the Company, with the exclusion of the right of first refusal concerning series I subscription warrants and the conditional increase of the share capital by way of issue of series J shares with the exclusion of the right of first refusal concerning series J shares; in point 6 d. of the agenda of the EGMS the Management Board hereby presents the existing as well as proposed wording of the §7A of the Articles of Association:

**The existing wording of §7 A of the Articles of Association:**

1. The maximum total nominal value of all conditional increases of the Company’s share capital shall be 50,650,524 (fifty million six hundred fifty thousand five hundred twenty four) Polish zloty and 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 30<sup>th</sup> 2011, the maximum nominal value of which was set at 2,128,416 (two million one hundred nine thousand four hundred sixteen) Polish zloty.
2. The conditional share capital increase referred to in sub-para. 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-para. 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-para. 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-para. 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 30<sup>th</sup> 2011."

**The proposed wording of §7A of the Articles of Association:**

"1. The maximum total nominal value of all conditional increases of the Company's share capital shall be 51,777,524 (fifty one million seven hundred seventy-seven thousand five hundred 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. \_\_\_ of the General Meeting of the Company dated \_\_ \_\_\_\_\_ 2014, the nominal value of which shall not exceed 1,127,000 (say: one million one hundred twenty seven thousand);
  2. The conditional share capital increase referred to in sub-para. 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-para. 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-para. 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-para. 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 1,127,000 (say: one million one hundred twenty-seven 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. \_\_\_ of the General Meeting of the Company dated \_\_ \_\_\_\_\_ 2014."

- 3) Due to the proposed changes of the Company's Articles of Association provided in the draft of the resolution concerning the issue of series I subscription warrants with the right to take up series K ordinary bearer shares in the Company, with the exclusion of the right of first refusal concerning series J subscription warrants and the conditional increase of the share capital by way of issue of series K shares with the exclusion of the right of first refusal concerning series K shares; in point 6 f. of the agenda of the EGMS the Management Board hereby presents the existing as well as proposed wording of the §7A of the Articles of Association:

**The existing wording of §7 A of the Articles of Association:**

1. The maximum total nominal value of all conditional increases of the Company's share capital shall be 50,650,524 (fifty million six hundred fifty thousand five hundred twenty four) Polish zloty and comprise:
  - 5) 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,
  - 6) 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,
  - 7) 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,
  - 8) the conditional share capital increase under resolution No 23 of the General Meeting of Company of June 30<sup>th</sup> 2011, the maximum nominal value of which was set at 2,128,416 (two million one hundred nine thousand eight hundred sixteen) Polish zloty.
2. The conditional share capital increase referred to in sub-para. 1 item 1):
  - 3) 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),
  - 4) 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-para. 1 item 2):
  - 3) 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),
  - 4) 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-para. 1 item 3):
  - 3) shall be effected through the issue of ordinary bearer shares:
    - d) 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),
    - e) 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),
    - f) 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),
  - 4) 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-para. 1 item 4):
  - 3) 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),
  - 4) 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 30<sup>th</sup> 2011."

**The proposed wording of §7A of the Articles of Association:**

"1. The maximum total nominal value of all conditional increases of the Company's share capital shall be 51,855,788 (fifty one million eight hundred fifty five thousand seven hundred eighty-eight) 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 30<sup>th</sup> 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. \_\_\_ of the General Meeting of the Company dated \_\_\_ 2014, the nominal value of which shall not exceed 1,127,000 (say: one million one hundred twenty seven thousand);



6) a conditional share capital increase effected under resolution no. \_\_\_ of the General Meeting of the Company dated \_\_\_ 2014, the nominal value of which shall not exceed 78,264 (say: seventy-eight thousand two hundred sixty four).

2. The conditional share capital increase referred to in sub-para. 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-para. 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-para. 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-para. 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 1,127,000 (say: one million one hundred twenty-seven 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. \_\_\_ of the General Meeting of the Company dated \_\_\_ 2014.

7. The conditional share capital increase referred to under sec. 1 point 6):

1) shall be effected by way of issue of not more than 78,264 (say: seventy-eight thousand two hundred sixty four) series K bearer shares with a nominal value of PLN 1.00 - (one zloty) each;

2) Series K Shares shall be taken up by holders of series J subscription warrants issued in connection with resolution no. \_\_\_ of the General Meeting of the Company dated \_\_\_ 2014."

4) Due to the adoption of uniformed the Company's Articles of Association provided in the draft of the resolution adoption of uniform text of the Statutes of ABC Data S.A. in point 6

g. of the agenda of the EGMS the Management Board hereby presents the existing as well as proposed wording of the §7 clause 1 of the Articles of Association:

**The existing wording of §7 clause 1 of the Articles of Association:**

"1. Company share capital amounts to PLN 125,222.164 (one hundred twenty five million two hundred twenty two thousand one hundred sixty four polish zloty) and is divided into 125,222.164 (one hundred twenty five million two hundred twenty two thousand one hundred sixty four zloty) equal and indivisible shares of a nominal value of PLN 1,00 (one zloty) each. The amount paid prior to the registration for share capital coverage amounts to PLN 125,000 (one hundred twenty five thousand zloty).

Company shares are divided in the following series:

- a) 500,000 (five hundred thousand) ordinary bearer series A shares, numbered successively from A 000 001 (one) to A 500 000 (five hundred thousand);
- b) 54,972,000 (fifty four million nine hundred seventy two thousand) ordinary bearer series B shares, numbered successively from B 00 000 001 to B 54 972 000;
- c) 44,000,000 (forty four million) ordinary bearer series C shares, numbered successively from C 00 000 001 to C 44 000 000;
- d) 2.878.869,00 (two million eight hundred seventy eight thousand eight hundred sixty nine) ordinary bearer series D shares numbered D 0 000 001 to D 2 878 869;
- e) 284,404 (two hundred eighty four thousand four hundred four) ordinary bearer series E shares numbered successively from E 000 001 to E 284 404;
- f) 296,100 (two hundred ninety six thousand one hundred) ordinary bearer series F shares numbered successively from F 000 001 to F 296 100;
- g) 289,791 (two hundred eighty nine thousand seven hundred ninety one) ordinary bearer series G shares numbered successively from G 000 001 to G 289 791;
- h) 22,000,000 (twenty two million) ordinary bearer series H shares, numbered successively from H 00 000 001 to H 22 000 000."

**The proposed wording of §7 clause 1 of the Articles of Association introduced to the uniform text:**

"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.”

## **INFORMATION FOR SHAREHOLDERS**

### **Shareholders' right to demand that specific matters be included in the agenda of the Extraordinary General Meeting of Shareholders**

A shareholder or shareholders representing at least one twentieth part of the share capital of the Company may demand that certain issues be put on the agenda of the Extraordinary General Meeting. Such demand should be submitted to the Management Board of the Company not later than twenty-one days before the predetermined date of the EGMS.

The demand should include a justification or draft resolutions covered by the proposed agenda. All demands should be sent to the Company's address or submitted at the registered office of the Company before expiry of the deadline set above. A notice can also be submitted in electronic format to [wza@abcdata.eu](mailto:wza@abcdata.eu).

A shareholder or shareholders intending to exercise the above specified notice should evidence the requisite volume of shares being at their possession as at the date of notice through attaching relevant certificates of deposit, and in addition the shareholders who are legal persons or partnerships must confirm their authority to act on behalf of the respective entity through enclosing a valid excerpt from the National Court Register. If the shareholder submits the notice through electronic data transmission, the documents mentioned above should be sent in PDF format.

If the shareholder's demand that certain particular matters be put on the agenda of the Extraordinary General Meeting conforms to legal requirements and the requirements arising from the present notice, the Management Board of the Company shall, not later than eighteen days before the predetermined date of the EGMS communicate the changes to the agenda which were made upon demand of the shareholder(s) according to the procedure applicable to summoning the EGMS, including their publication at the Company's website at [www.abcdata.com.pl](http://www.abcdata.com.pl).

### **Shareholder's right to propose draft resolutions**

A shareholder or shareholders of the Company representing at least one-twentieth part of the share capital may submit to the Company before the date of the EGMS (not later than on the last day preceding the date of the EGMS), in writing or through electronic data transmission to [wza@abcdata.eu](mailto:wza@abcdata.eu), draft resolutions concerning matters introduced to the agenda of the EGMS or those which are scheduled for introduction to the agenda.

A shareholder or shareholders intending to exercise the above specified notice should evidence the requisite volume of shares being at their possession as at the date of notice through attaching relevant certificates of deposit, and in addition the shareholders who are legal persons or partnerships must confirm their authority to act on behalf of the respective entity through

enclosing a valid excerpt from the National Court Register. If the shareholder submits the notice through electronic data transmission, the documents mentioned above should be sent in PDF format.

Every shareholder may submit draft resolutions during the EGMS concerning matters put on the agenda. Therefore, in order to avoid any disruption of the EGMS or obstruction in considering other shareholders' rights through exercise of the following rights by any shareholder, each shareholder intending to present a draft resolution during the session of the EGMS should notify the Chairperson of his or her intention to present such draft resolution not later than at the commencement of discussions by the EGMS of the item of the agenda concerning that resolution, through presentation of the draft resolution to the Chairperson.

### **Exercise of voting rights by proxy**

A shareholder who is a natural person (individual) may participate in the EGMS and exercise their voting right personally or by proxy.

A shareholder who is not a natural person (individual) may participate in the EGMS and exercise their voting right by a person authorized to make binding statements on their behalf, or by proxy.

The relevant power of attorney should be executed in writing and attached to the minutes of the EGMS or given in electronic format, or otherwise shall be deemed null and void. The valid form of power of attorney is available as of the publication date of this notice on the corporate website of the Company, under section For Investors (general meetings of Shareholders).

A shareholder granting a power of attorney should give notice of granting such power of attorney in due advance, so that to allow verification of the shareholder's and the proxy's identity and authority in this respect.

The Company should be notified of any powers of attorney granted through electronic data transmission in a notice e-mailed to [wza@abcdata.eu](mailto:wza@abcdata.eu), taking all necessary steps to enable effective verification of validity of that power of attorney. The notice communicating the power of attorney should include exact identification of the proxy and the principal concerned (giving the full names or corporate names of non-individuals, addresses, telephone numbers and e-mail addresses of both these persons). The notice of granting a power of attorney should also indicate the range of authority conferred thereby, i.e. the number of shares on the basis of which voting rights will be exercised, and the date and reference of the EGMS whereat these rights will be exercised.

The Company shall take appropriate action to identify the shareholder and the proxy in order to verify the validity of power of attorney given in electronic format. Such verification may specifically consist of responding with an inquiry in electronic format or by telephone to the shareholder and/or proxy concerned, to confirm that the power of attorney was granted and to acknowledge the scope of authority. The Company hereby communicates that unless any matter inquired about in the course of verification is duly answered, this shall be considered an indication of inability to verify whether the power of attorney was granted correctly and shall constitute a reason justifying refusal to accept the proxy's participation in the EGMS.

Scanned identification document(s) (including a valid excerpt from the National Court Register) of the shareholder or his representatives, and of the proxy, should be enclosed to a notice of giving power of attorney.

Shareholders will be allowed to participate in the EGMS upon presentation of identification documents. Proxies will be allowed to participate upon presentation of identification documents and a valid power of attorney in writing or in electronic format (in the latter case, the proxy should present a printed copy of the power of attorney previously e-mailed to the Company at [wza@abcdata.eu](mailto:wza@abcdata.eu) in PDF format). In addition, representatives of bodies corporate or partnerships should also present a valid copy of the appropriate registry (which shall be submitted as the original or a copy certified for authenticity by a notary public, a legal counsel or an attorney) during execution of attendance list, and these excerpts should enumerate the persons authorized to represent the given bodies corporate or partnerships.

If any document is originally prepared in any other language than Polish, a sworn translation into Polish should be attached thereto accordingly.

In case of any doubts as to authenticity of the aforementioned documents, the Management Board of the Company hereby reserves the right to demand presentation of the original documents or their copies certified by a notary public, an attorney or a legal counsel, before commencement of the EGMS. Unless the original documents are presented, the given shareholder's proxy may be refused the right to participate in the EGMS.

All the rules enumerated above shall apply accordingly to notifying the Company in electronic format of revocation of power of attorney.

Notice of granting or revoking a power of attorney in electronic format should be sent to the Company not later than on 2 p.m., on the working day immediately preceding the date of the EGMS i.e. on 24<sup>th</sup> November 2014.

A Management Board Member or an employee of the Company may act as proxies to shareholders at the EGMS.

If a Member of the Management Board of the Company, or a Member of the Supervisory Board, or a liquidator, or an employee or officer of the Company, or an employee of a subsidiary of ABC Data S.A. is nominated as a proxy for the EGMS, such power of attorney may authorize that person to act as a representative at one General Meeting only. The proxy must disclose to the shareholders any circumstances indicating existence or possible existence of a conflict of interests. The right to confer any further authority is expressly excluded. The proxy shall vote according to the instructions given to him by the shareholder.

The Company publishes forms of powers of attorney and voting instructions for proxies at [www.abcdata.com.pl](http://www.abcdata.com.pl). If the proxy has been given instructions as to exercising his voting rights, the Company will not verify whether the proxy is exercising his voting right in accordance with the instructions received from the shareholder.

**Options and manner of participation in the EGMS through means of electronic communication**

The Management Board hereby informs that there is no possibility of attending the EGMS via means of electronic communication.

#### **Speaking at the EGMS through means of electronic communication**

The Management Board hereby informs that there is no possibility of speaking at the EGMS via means of electronic communication.

#### **Exercising voting rights by correspondence or means of electronic communication**

The Management Board hereby informs that there is no possibility of exercising voting rights at the EGMS by correspondence or means of electronic communication.

#### **Date of registration of participation in the EGMS**

The date of registration of attendance at the EGMS is **November 9, 2014** (Record Date).

#### **Right to participate in the EGMS**

Only those persons who were shareholders of the Company as at the Registration Date, i.e. as at **November 9, 2014** are authorized to participate in the Extraordinary General Meeting.

Upon demand of a person entitled on the basis of dematerialized bearer shares of the Company, which must be notified not earlier than after announcement of convening the EGMS, but not later than on the first working day after Registration Date, i.e. not later than **November 10, 2014**, the authority in charge of maintaining the securities account shall issue a named certificate confirming the right to participate in the EGMS.

The Company hereby points out that only those persons will be authorized to participate in the Ordinary General Meeting who:

- were the shareholders of the Company as at the Record Date, i.e. as at **November 9, 2014**,
- requested the agency in charge of operating their securities accounts, not earlier than after the notice of convening the EGMS but not later than on **November 10, 2014** to issue a named certificate of authority to participate in the EGMS.

The shareholders are encouraged to obtain certificates of authority to participate from the agency in charge of maintaining their securities accounts and to have these certificates on them on the date of the EGMS.

A list of shareholders authorized to participate in the Ordinary General Meeting will be determined on the basis of the list prepared and submitted thereto by the National Deposit of Securities. The National Deposit of Securities prepares such list on the basis of issued certificates of authority to participate in the EGMS.

A list of shareholders authorized to participate in the Ordinary General Meeting will be made available at the registered office of the Company at: ul. Daniszewska 14, 03-230 Warszawa, Poland, from 9:00 a.m. to 5:00 p.m. for 3 (three) working days before the EGMS.

Each shareholder may demand that the list of shareholders entitled to participate in the EGMS be e-mailed to him free of charge, specifying the destination e-mail address for sending the list. The Company reserves the right to verify such shareholder's authority.

Those authorized to participate in the EGMS are requested to register, including submission of the documents enumerated in the present notice, at the place of the EGMS, thirty minutes before commencement of the EGMS.

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

### **Access to documentation**

The documentation to be presented to the EGMS, together with draft resolutions, will be published and available at the corporate website of the Company at [www.abcddata.com.pl](http://www.abcddata.com.pl) as of the date of convening the EGMS, according to Article 402(3) § 1 of the Polish Code of Commercial Companies. Any comments that the Management Board or the Supervisory Board may have in respect of the matters put on the agenda of the Extraordinary General Meeting, or the matters scheduled for introducing into the agenda before the predetermined date of the Extraordinary General Meeting, will be made available on the corporate website of the Company at [www.abcddata.com.pl](http://www.abcddata.com.pl) immediately after receipt or execution.

### **General**

The deadlines presented in the above information, as prescribed for the particular actions, are determined on the basis of applicable laws and are concerned with events occurring during the period from the date of convening the EGMS until completion of the Meeting. Therefore, if a deadline is set for certain actions to be undertaken by a shareholder and the Company is notified thereof, then such actions shall be undertaken as at the date when a given notice is received by the Company, before expiry of the deadline. Thus, a notice sent by the shareholder before expiry of the deadline set but received by the Company after the deadline shall be deemed an action undertaken by the shareholder after the deadline, and thus ineffective.

In addition, in their communications with the Company through means of electronic communication at [wza@abcddata.eu](mailto:wza@abcddata.eu), shareholders should take into consideration the fact that the Company (the persons in charge of handling the above e-mail address) will be reading any notices during the working hours of the Company, i.e. from 09:00 a.m. to 5:00 p.m. on workdays.