

**Resolution No. \_\_**  
**of the Extraordinary General Meeting of ABC Data S.A.**  
**of \_\_ \_\_\_\_\_ 2014**  
**on election of the Chairperson of the Extraordinary General Meeting**

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

**Resolution No. \_\_**  
**of the Extraordinary General Meeting of ABC Data S.A.**  
**of \_\_ \_\_\_\_\_ 2014**  
**on acceptance of the agenda**

The Extraordinary General Meeting of ABC Data S.A. hereby decides to adopt the agenda as published on \_\_ \_\_\_\_\_ 2014 at [www.abcddata.com.pl](http://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.

**Resolution No. \_\_**  
**of the Extraordinary General Meeting of ABC Data S.A.**  
**of \_\_ \_\_\_\_\_ 2014**  
**on 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**

1. The Extraordinary General Meeting of ABC Data S.A. hereby decides to annul the resolution No. 32 of the Ordinary General Meeting dated 23<sup>rd</sup> June 2014 determining the implementation principles of the Company's Incentive Scheme for 2013.
2. This Resolution shall enter into force as at the effective date of adoption.

**Resolution No. \_\_**  
**of the Extraordinary General Meeting of ABC Data S.A.**  
**of \_\_ \_\_\_\_\_ 2014**  
**on change to the Company's Statutes**

Pursuant § 22 point e) 1 of the Company's Statutes the Extraordinary General Meeting of ABC Data S.A. hereby resolves as follows:

1. The Extraordinary General Meeting of ABC decides to change the Company's Statutes as follows:

In § 4 after point „repair and maintenance of computers and peripheral equipment – PKD 95.11.Z” following points shall be added reading:

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

**Resolution no. \_\_**  
**of the Extraordinary General Meeting of ABC Data S.A.**  
**of \_\_ \_\_\_\_\_ 2014**

**determining the implementation principles of the Company's Incentive Scheme for 2013  
for members of the Management Board and key persons**

Recognising the incentive and stimulating potential of the possibility of the Company's shares' being taken up by members of the Company's Management Board and Key Persons, the General Meeting of ABC Data S.A., a company with its seat in Warsaw (hereinafter referred to as the "**Company**"), resolves as follows:

**§ 1**

1. A consent shall be given to the Company's implementing the Incentive Scheme for 2013 (hereinafter referred to as the "Scheme") under which eligible persons shall be allowed to take up series I subscription warrants entitling them to take up series J shares issued within the framework of a conditional share capital increase. The Scheme shall be implemented according to the principles determined in this resolution.
2. In connection with the implementation of the Scheme, the Company's share capital shall be conditionally increased by an amount not greater than PLN 1,127,000 (say: one million one hundred twenty seven thousand Polish zlotys) by way of an issue of not more than 1,127,000 (say: one million one hundred twenty seven thousand) series J ordinary bearer shares in the Company with a nominal value of PLN 1.00 (say: one zloty) each ("Shares").
3. In connection with the implementation of the Scheme the Company shall issue not more than 1,127,000 (say: one million one hundred twenty seven thousand) registered series I subscription warrants with the exclusion of the right of first refusal vested in the existing shareholders ("Warrants"), giving the right to take up not more than 1,127,000 (say: one million one hundred twenty seven thousand) series J Shares.
4. The Scheme shall cover members of the Company's Management Board and persons selected by the Company's Management Board from amongst the key persons of the Company and its subsidiaries ("Eligible Persons").
5. The total number of persons covered by the Scheme in the entire Scheme period shall not exceed 149.
6. The Eligible Persons shall participate in the Scheme, provided that they conclude participation agreements with the Company pursuant to the By-Laws referred to under § 2 below.
7. The Eligible Persons shall be selected by the Company's Supervisory Board in a resolution ("List of Eligible Persons") pursuant to the By-Laws referred to under § 2 below.
8. Lista Osób Uprawnionych będzie zawierała, co najmniej imiona, nazwiska i adresy miejsca zamieszkania Osób Uprawnionych oraz maksymalną liczbę Warrantów przeznaczonych do nabycia przez poszczególne Osoby Uprawnione.

9. The right to take up Warrants and Shares arising under the Incentive Scheme shall accrue only after the following conditions are fulfilled:
  - 1/ the given Eligible Person is an employee, performs work or provides services on a civil law basis for the Company or its subsidiary or sits on the Management Board of the Company (“Professional Relationship”) on 31st December 2013 (“Loyalty Condition”) and simultaneously;
  - 2/ consolidated EBITDA disclosed in the Company’s Capital Group consolidated financial statement for 2013 resulting from the consolidated financial statement audited by a certified auditor and approved by the shareholders’ meeting is not lower than PLN 70,722 thousand – the “Economic Condition”;
10. The fulfilment of conditions determined under sec. 9 above shall be ascertained according to the principles set out in the Incentive Scheme By-Laws referred to under § 2. In the event that the conditions referred to under sec. 9 above are not fulfilled, the Right shall terminate.
11. Subscription Warrants shall be issued and offered within the framework of the Scheme, only provided that conditions referred to under sec. 9 are fulfilled. The Warrants shall be offered without delay after the day, on which the fulfilment of conditions is ascertained as referred to under sec. 10.
12. The Eligible Persons may exercise the Right to take up Shares within a period starting upon the expiry of 2 months after the date on which this resolution is adopted till 31<sup>st</sup> December 2015.
13. The issue price for the Shares offered under the Scheme shall be PLN 3.20 (say: three and 20/100 zloty).

## § 2

The General Meeting of Shareholders hereby authorizes and obligates the Company’s Supervisory Board to adopt before the expiry of 2 months after the date on which this resolution is adopted by-laws determining the detailed principles, procedures, time limits and conditions of the Scheme according to which the Warrants and Shares shall be taken up and regulating other issues that are necessary or desirable for the correct implementation of the Scheme, subject to § 1 above.

## § 3

This resolution shall enter into force as soon as it is adopted.

**Resolution no. \_\_**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of \_\_ \_\_\_\_\_ 2014**

**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**

***Preamble and Grounds of the Resolution***

*Bearing in mind that:*

*- actions taken by members of the Management Board and Key Persons of the Company and its subsidiaries materially affect the Company's value and the value of its shares held by the Company's shareholders,*

*- acting in the Company's interest, in order to remunerate and strengthen motivation and links of the persons referred above with the Company the Ordinary General Meeting adopted resolution no. \_\_ dated \_\_ \_\_\_\_\_ 2014 ("**Resolution Concerning the Incentive Scheme for 2013**") introducing an incentive scheme under which subscription warrants can be taken up giving rights to take up series J shares in the Company issued within the framework of a conditional share capital increase by way of issue of series J shares ("**Incentive Scheme**"),*

*The Ordinary General Meeting of ABC DATA Spółka Akcyjna, a company with its seat in Warsaw, acting pursuant to Art. 393 point 5 and Art. 453 § 2 and § 3, and under Art. 448 and Art. 449 of the Commercial Companies Code, adopts the following resolution to carry out the Company's duties arising under the Resolution Concerning the Incentive Scheme for 2013:*

**I. SUBSCRIPTION WARRANTS**

**§ 1. Issue of subscription warrants**

1. After recording the conditional share capital increase effected under resolution no. \_\_ in the register of entrepreneurs the Company shall not more than 1,127,000 (say: one million one hundred twenty seven thousand) series I subscription warrants ("**Series I Subscription Warrants**").
2. The Series I Subscription Warrants shall give the right to take up not more than 1,127,000 (say: one million one hundred twenty seven thousand) series J ordinary bearer shares in the Company ("**Series J Shares**") with a nominal value of PLN 1.00.
3. The issue of the Subscription Warrants shall be effected in an off-public offering procedure referred to under Art. 3 sec. 3 of the Act on Public Offering and Introducing Financial Instruments Into Organized Trading and on Public Companies dated 29 July 2005 (unified text: Journal of Laws of 2009, No. 185, item 1439, as amended). The number of persons to be offered Subscription Warrants shall not exceed 149 (one hundred forty-nine).

4. The right of first refusal to take up the Series I Subscription Warrants vested in the Company's shareholders shall be excluded in its entirety. The exclusion of the right of first refusal is in the interest of the Company. The General Meeting shall get acquainted with the Management Board's written opinion containing grounds on which the right of first refusal should be excluded in relation to the Series I Subscription Warrants and justifying the gratuitous issue of the Series I Subscription Warrants. The Management Board's opinion is a schedule to this Resolution.

## **§ 2. Characteristics of the Series I Subscription Warrants**

1. The Series I Subscription Warrants shall be issued on a gratuitous basis.
2. The Series I Subscription Warrants shall be issued in the form of documents and shall be registered securities. The Series I Subscription Warrants may be issued in the form of global receipts.
3. Each Series I Subscription Warrant shall give the right to take up one Series J Share issued within the framework of the conditional share capital increase referred to under point II of this Resolution, and all Series I Subscription Warrants shall give the right to take up not more than 1,127,000 (say: one million one hundred twenty seven thousand) Series J Shares.
4. The Series I Subscription Warrants shall give the right to take up Series J Shares at the issue price referred to under § 9 sec. 1 of this Resolution.

## **§ 3. Eligible Persons**

Persons eligible to take up the Subscription Warrants are defined in Resolution no. \_\_\_ dated \_\_\_ determining the implementation principles of the Company's Incentive Scheme, and include:

- a/ members of the Company's Management Board;
- b/ Key Persons of the Company and its subsidiaries;

- hereinafter referred to as the "**Eligible Persons**".

## **§ 4. Trading in the Series I Subscription Warrants**

1. The Series I Subscription Warrants are not alienable; however they may be disposed off:
  - a. by the Eligible Person to members of its closes family, who should be understood as a spouse, relatives of the first and the second degree and persons linked with such Eligible Person by the adoptive relationship.
  - b. on a gratuitous basis to the Company in order to be redeemed.
2. In such a case the persons referred to under sec. 1 a. shall be treated as the Eligible Person.
3. Any disposal effected in breach of the above-mentioned provision shall be ineffective in relation to the Company.
4. The Series I Subscription Warrants may not be encumbered without the Company's consent.
5. The Series I Subscription Warrants shall be deposited with the Company.

### **§ 5. Deadline for the Exercise of the Right to Take up Series J Shares**

1. The Eligible Persons may exercise the rights to take up Series J Shares connected with the Series I Subscription Warrants – subject to the fulfilment of conditions described under § 1 point 9 of the Resolution Concerning the Incentive Scheme – within the following time limits (“Period of Performing Rights under the Subscription Warrants”) – within a period reckoned from the expiry of 2 months after the date on which this resolution is adopted till 31<sup>st</sup> December 2015.
2. The Eligible Person may, at their discretion, take up Series J Shares the number of which can be smaller than the number evidenced by the relevant Series I Subscription Warrants global receipt. In the event that the Eligible Person exercises in part the right to take up Series J Shares evidenced by the Series I Subscription Warrants global receipt, the Company shall deliver to the Eligible Person an up-dated Series I Subscription Warrants global receipt evidencing the remaining number of Series J Shares to be taken up on the basis of the given Series I Subscription Warrants global receipt.
3. The right to take up Series J Shares incorporated in the Series I Subscription Warrants shall terminate, if it is not exercised by the given Eligible Person within the period fixed to take up the Shares.

### **§ 6 Other Provisions**

1. If the Company is liquidated, all Series I Subscription Warrants shall cease to be valid and all rights to take up Series J Shares incorporated in the Series I Subscription Warrants shall terminate.
2. The Series I Subscription Warrants in respect of which the right to take up Series J Shares has been exercised shall expire as soon as the right incorporated in them is exercised.

### **§ 7 Incentive Scheme By-Laws**

The detailed terms and conditions of issuing and exercising rights attaching to the Series I Subscription Warrants shall be determined - subject to this Resolution - in the Incentive Scheme By-Laws to be adopted by the Company’s Supervisory Board before the expiry of 2 months after the date on which this resolution is adopted.

## **II. CONDITIONAL SHARE CAPITAL INCREASE**

### **§ 8 Conditional increase**

1. The Company’s share capital shall be conditionally increased by an amount not exceeding PLN 1,127,000 (say: one million one hundred twenty seven thousand Polish zlotys) by way of an issue of not more than 1,127,000 (say: one million one hundred twenty seven thousand) series J ordinary bearer shares with a nominal value of PLN 1.00 (say: one zloty) each and the total nominal value not exceeding PLN 1,127,000 (say: one million one hundred twenty seven thousand Polish zlotys).
2. Series J Shares are ordinary bearer shares.
3. In the interest of the Company the right of first refusal vested in the existing shareholders shall be excluded in its entirety. The General Meeting shall get acquainted with the

Management Board's written opinion containing grounds on which the right of first refusal should be excluded and justifying the proposed issue price for Series J Shares.

4. The conditional share capital increase shall be effected to grant persons holding the Series I Subscription Warrants rights to take up not more than 1,127,000 (say: one million one hundred twenty seven thousand) Series J Shares pursuant to this Resolution and pursuant to Art. 448 – 452 of the Commercial Companies Code. Pursuant to Art. 448 § 4 of the Commercial Companies Code, a share capital increase effected with a view to granting rights to take up shares to holders of Series I Subscription Warrants may be effected only within the framework of a conditional share capital increase.
5. The issue of Series J Shares shall be effected in an off-public offering procedure referred to under Act on Public Offering and Introducing Financial Instruments Into Organized Trading and on Public Companies dated 29 July 2005 (unified text: Journal of Laws of 2009, No. 185, item 1439, as amended). The number of persons to be offered the Series I Subscription Warrants shall not exceed 149 (one hundred forty-nine).

### **§ 9 Issue Price. Characteristics**

1. The issue price for Series J Shares taken up in the exercise of rights attaching to the Series I Subscription Warrants is PLN 3.20 (say: three and 20/100 zloty) per one Series J Share.
2. Series J Shares shall be taken up exclusively against consideration. A contribution towards Series J Shares should be made not later than on the day on which a declaration of will to take up Series J Shares is made.
3. Series J Shares shall be issued in a dematerialized form.
4. Holders of the Series I Subscription Warrants shall be eligible to take up Series J Shares.
5. Series J Shares may be taken up by the Eligible Persons within the time limits set under § 5 of this Resolution.
6. Actions shall be taken with a view to introducing Series J Shares into public trading at Warsaw Stock Exchange.
7. The Right to take up the Series J Shares may be exercised by a declaration's being made to this effect pursuant to Art. 451 of the Commercial Companies Code. Simultaneously with making a declaration of will to take up Series J Shares the Eligible Person shall:
  - a. submit the Series I Subscription Warrant document, unless it has been deposited with the Company;
  - b. submit a document confirming payment in full of a contribution towards Series J Shares.

### **§ 10. Dividend**

Dividend shall be payable in respect of Series J Shares according to the following principles:

- 1) In the event that the Company delivers Series J Shares to the Shareholder not later than on a dividend day, dividend shall be payable in respect of Series J Shares for the above-mentioned financial year, i.e. a year commencing on January 1st of the financial year immediately preceding the year in which the said Shares are delivered;



- 2) In the event that the Company delivers Series J Shares to the Shareholder after the dividend day – dividend shall be payable in respect of Series J Shares starting from January 1st of the financial year in which the shares are delivered.

### **III. AUTHORIZATIONS FOR THE MANAGEMENT BOARD**

#### **§ 11**

1. The introduction of the Series J Shares into trading at Warsaw Stock Exchange [Giełda Papierów Wartościowych w Warszawie S.A.] shall be effected according to procedures referred to in the Act on Public Offering and Introducing Financial Instruments Into Organized Trading and on Public Companies dated 29 July 2005 (unified text: Journal of Laws of 2009, No. 185, item 1439, as amended) and the Incentive Scheme By-Laws.
2. In connection with sec. 1, the General Meeting shall consent to:
  - 1) actions' being taken with a view to admitting and introducing Series J Shares into trading at Giełda Papierów Wartościowych w Warszawie S.A.,
  - 2) Series J Shares' being deposited,
  - 3) Series J Shares' being dematerialized in the meaning of the Act on Trading in Financial Instruments dated 29 July 2005 (Journal of Laws no. 183, item 1538, as amended).
3. The Company's Management Board shall be authorized to:
  - 1) determine specific principles of making declarations of will to take up Series J Shares;
  - 2) make a notification to the registry court as referred to under Art. 452 § 4 of the Commercial Companies Code;
  - 3) take up actions in order for Series J Shares to be admitted and introduced into trading at Giełda Papierów Wartościowych w Warszawie S.A., deposit Series J Shares, and all other actions necessary to dematerialize Series J Shares and, in particular, to conclude with Krajowy Depozyt Papierów Wartościowych S.A. an agreement for the registration of Series J Shares with the securities deposit;
  - 4) take up all other actions necessary to perform this Resolution.

### **IV. CHANGES IN COMPANY'S STATUTES**

#### **§ 12**

Pursuant to Art. 430 §1 of the Commercial Companies Code and § 3 sec. 1 of the Company's Statutes, in order to include in the Company's statutes the conditional share capital increase effected by way of issuing series J bearer Shares in the Company under this resolution of the Ordinary General Meeting of ABC Data S.A., the Company's Statutes shall be amended as follows:

- 1) § 7 A sec. 1 shall read as follows:
  1. the total nominal value of all conditional increases of the Company's share capital shall not exceed PLN 51,777,524 (fifty one million seven hundred seventy-seven thousand five hundred twenty-four Polish zloty), and shall consist of:

- 1) a conditional share capital increase effected under resolution no. 2 of the General Meeting of the Company dated 21 December 2007, the nominal value of which shall not exceed PLN 44,000,000 - (forty-four million zloty);
  - 2) a conditional share capital increase effected under resolution no. 6 of the General Meeting of the Company dated 28 April 2008 and resolution no. 5 of the General Meeting of the Company dated 15 December 2009, the nominal value of which shall not exceed PLN 3,412,668 - (three million four hundred and twelve thousand six hundred and sixty-six zloty);
  - 3) a conditional share capital increase effected under resolution no. 7 of the General Meeting of the Company dated 28 April 2008, the nominal value of which shall not exceed PLN 1,109,440 - (one million one hundred and nine thousand four hundred and forty zloty);
  - 4) a conditional share capital increase effected under resolution no. 23 of the General Meeting of the Company dated 30 June 2011, the nominal value of which shall not exceed 2,128,416 (two million one hundred and twenty-eight thousand four hundred and sixteen 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) In § 7A sec. 6 shall be added after sec. 5 reading as follows:
- “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.”

### **§ 13**

This resolution shall enter into force on the day on which it is adopted.

**Resolution no. \_\_**  
**of the Extraordinary General Meeting of ABC Data S.A.**  
**of \_\_ \_\_\_\_\_ 2014**

**determining the implementation principles of the Company's Incentive Scheme for 2013  
for members of the Supervisory Board**

Recognising the incentive and stimulating potential of the possibility of the Company's shares' being taken up by members of the Company's Supervisory Board, the General Meeting of ABC Data S.A., a company with its seat in Warsaw (hereinafter referred to as the "**Company**"), resolves as follows:

**§ 1**

1. A consent shall be given to the Company's implementing the Incentive Scheme for 2013 (hereinafter referred to as the "Scheme") under which eligible persons shall be allowed to take up series J subscription warrants entitling them to take up series K shares issued within the framework of a conditional share capital increase. The Scheme shall be implemented according to the principles determined in this resolution
2. In connection with the implementation of the Scheme, the Company's share capital shall be conditionally increased by an amount not greater than PLN 78,264 (say: seventy-eight thousand two hundred sixty four Polish zlotys) by way of an issue of not more than 78,264 (say: seventy-eight thousand two hundred sixty four) series K ordinary bearer shares in the Company with a nominal value of PLN 1.00 (say: one zloty) each ("Shares").
3. In connection with the implementation of the Scheme the Company shall issue not more than 78,264 (say: seventy-eight thousand two hundred sixty four) registered series J subscription warrants with the exclusion of the right of first refusal vested in the existing shareholders ("Warrants"), giving the right to take up not more than 78,264 (say: seventy-eight thousand two hundred sixty four) series K Shares.
4. The Scheme shall cover following members of the Company's Supervisory Board ("Eligible Persons"):
  - a) Ulrich Kottmann – maximum number of shares to acquire – 62.611 (in words: sixty-two thousand six hundred eleven);
  - b) Mirosław Godlewski – maximum number of shares to acquire – 15.653 (in words: fifteen thousand six hundred fifty-three)
5. The total number of persons covered by the Scheme in the entire Scheme period shall not exceed 149.
6. The Eligible Persons shall participate in the Scheme, provided that they conclude participation agreements with the Company pursuant to the By-Laws referred to under § 2 below.
7. The right to take up Warrants and Shares arising under the Incentive Scheme shall accrue only after the following conditions are fulfilled:

- 1/ the given Eligible Person sits on the Supervisory Board of the Company (“Professional Relationship”) on 31st December 2013 (“Loyalty Condition”) and simultaneously:
- 2/ consolidated EBITDA disclosed in the Company’s Capital Group consolidated financial statement for 2013 resulting from the consolidated financial statement audited by a certified auditor and approved by the shareholders’ meeting is not lower than PLN 70,722 thousand – the “Economic Condition”;
8. The fulfilment of conditions determined under sec. 7 above shall be ascertained according to the principles set out in the Incentive Scheme By-Laws referred to under § 2. In the event that the conditions referred to under sec. 7 above are not fulfilled, the Right shall terminate.
9. Subscription Warrants shall be issued and offered within the framework of the Scheme, only provided that conditions referred to under sec. 7 are fulfilled. The Warrants shall be offered without delay after the day, on which the fulfilment of conditions is ascertained as referred to under sec. 8.
10. The Eligible Persons may exercise the Right to take up Shares within a period starting upon the expiry of 2 months after the date on which this resolution is adopted till 31<sup>st</sup> December 2015.
11. The issue price for the Shares offered under the Scheme shall be PLN 3.20 (say: three and 20/100 zloty).

## § 2

The General Meeting of Shareholders hereby authorizes and obligates the Company’s Supervisory Board to adopt before the expiry of 2 months after the date on which this resolution is adopted by-laws determining the detailed principles, procedures, time limits and conditions of the Scheme according to which the Warrants and Shares shall be taken up and regulating other issues that are necessary or desirable for the correct implementation of the Scheme, subject to § 1 above.

## § 3

This resolution shall enter into force as soon as it is adopted.

**Resolution no. \_\_**  
**of the Extraordinary General Meeting of ABC Data S.A.**  
**of \_\_ \_\_\_\_\_ 2014**

**concerning 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**

*Preamble and Grounds of the Resolution*

*Bearing in mind that:*

*- actions taken by members of the Supervisory Board materially affect the Company's value and the value of its shares held by the Company's shareholders,*

*- acting in the Company's interest, in order to remunerate and strengthen motivation and links of the persons referred above with the Company the Ordinary General Meeting adopted resolution no. \_\_ dated \_\_ \_\_\_\_\_ 2014 ("**Resolution Concerning the Incentive Scheme for 2013**") introducing an incentive scheme under which subscription warrants can be taken up giving rights to take up series K shares in the Company issued within the framework of a conditional share capital increase by way of issue of series K shares ("**Incentive Scheme**"),*

*The Ordinary General Meeting of ABC DATA Spółka Akcyjna, a company with its seat in Warsaw, acting pursuant to Art. 393 point 5 and Art. 453 § 2 and § 3, and under Art. 448 and Art. 449 of the Commercial Companies Code, adopts the following resolution to carry out the Company's duties arising under the Resolution Concerning the Incentive Scheme for 2013:*

**II. SUBSCRIPTION WARRANTS**

**§ 1. Issue of subscription warrants**

1. After recording the conditional share capital increase effected under resolution no. \_\_ in the register of entrepreneurs the Company shall not more than 78,264 (say: seventy-eight thousand two hundred sixty four) series J subscription warrants ("**Series J Subscription Warrants**").
2. The Series J Subscription Warrants shall give the right to take up not more than 78,264 (say: seventy-eight thousand two hundred sixty four) series K ordinary bearer shares in the Company ("**Series K Shares**") with a nominal value of PLN 1.00.
3. The issue of the Subscription Warrants shall be effected in an off-public offering procedure referred to under Art. 3 sec. 3 of the Act on Public Offering and Introducing Financial Instruments Into Organized Trading and on Public Companies dated 29 July 2005 (unified text: Journal of Laws of 2009, No. 185, item 1439, as amended). The number of persons to be offered Subscription Warrants shall not exceed 149 (one hundred forty-nine).

4. The right of first refusal to take up the Series J Subscription Warrants vested in the Company's shareholders shall be excluded in its entirety. The exclusion of the right of first refusal is in the interest of the Company. The General Meeting shall get acquainted with the Management Board's written opinion containing grounds on which the right of first refusal should be excluded in relation to the Series J Subscription Warrants and justifying the gratuitous issue of the Series J Subscription Warrants. The Management Board's opinion is a schedule to this Resolution.

## **§ 2. Characteristics of the Series J Subscription Warrants**

1. The Series J Subscription Warrants shall be issued on a gratuitous basis.
2. The Series J Subscription Warrants shall be issued in the form of documents and shall be registered securities. The Series J Subscription Warrants may be issued in the form of global receipts.
3. Each Series J Subscription Warrant shall give the right to take up one Series K Share issued within the framework of the conditional share capital increase referred to under point II of this Resolution, and all Series J Subscription Warrants shall give the right to take up not more than 78,264 (say: seventy-eight thousand two hundred sixty four) Series J Shares.
4. The Series J Subscription Warrants shall give the right to take up Series K Shares at the issue price referred to under § 9 sec. 1 of this Resolution.

## **§ 3. Eligible Persons**

Persons eligible to take up the Subscription Warrants are defined in Resolution no. \_\_\_ dated \_\_\_ determining the implementation principles of the Company's Incentive Scheme, and include members of the Company's Supervisory Board - hereinafter referred to as the "**Eligible Persons**".

## **§ 4. Trading in the Series I Subscription Warrants**

1. The Series J Subscription Warrants are not alienable; however they may be disposed off:
  - a. by the Eligible Person to members of its closes family, who should be understood as a spouse, relatives of the first and the second degree and persons linked with such Eligible Person by the adoptive relationship.
  - b. on a gratuitous basis to the Company in order to be redeemed.
2. In such a case the persons referred to under sec. 1 a. shall be treated as the Eligible Person.
3. Any disposal effected in breach of the above-mentioned provision shall be ineffective in relation to the Company.
4. The Series J Subscription Warrants may not be encumbered without the Company's consent.
5. The Series J Subscription Warrants shall be deposited with the Company.

### **§ 5. Deadline for the Exercise of the Right to Take up Series K Shares**

1. The Eligible Persons may exercise the rights to take up Series K Shares connected with the Series I Subscription Warrants – subject to the fulfilment of conditions described under § 1 point 7 of the Resolution Concerning the Incentive Scheme – within the following time limits (“Period of Performing Rights under the Subscription Warrants”) – within a period reckoned from the expiry of 2 months after the date on which this resolution is adopted till 31<sup>st</sup> December 2015.
2. The Eligible Person may, at their discretion, take up Series K Shares the number of which can be smaller than the number evidenced by the relevant Series J Subscription Warrants global receipt. In the event that the Eligible Person exercises in part the right to take up Series K Shares evidenced by the Series J Subscription Warrants global receipt, the Company shall deliver to the Eligible Person an up-dated Series J Subscription Warrants global receipt evidencing the remaining number of Series K Shares to be taken up on the basis of the given Series J Subscription Warrants global receipt.
3. The right to take up Series K Shares incorporated in the Series J Subscription Warrants shall terminate, if it is not exercised by the given Eligible Person within the period fixed to take up the Shares.

### **§ 6 Other Provisions**

1. If the Company is liquidated, all Series J Subscription Warrants shall cease to be valid and all rights to take up Series K Shares incorporated in the Series J Subscription Warrants shall terminate.
2. The Series J Subscription Warrants in respect of which the right to take up Series K Shares has been exercised shall expire as soon as the right incorporated in them is exercised.

### **§ 7 Incentive Scheme By-Laws**

The detailed terms and conditions of issuing and exercising rights attaching to the Series J Subscription Warrants shall be determined - subject to this Resolution - in the Incentive Scheme By-Laws to be adopted by the Company’s Supervisory Board before the expiry of 2 months after the date on which this resolution is adopted.

## **II. CONDITIONAL SHARE CAPITAL INCREASE**

### **§ 8 Conditional increase**

1. The Company’s share capital shall be conditionally increased by an amount not exceeding PLN 78,264 (say: seventy-eight thousand two hundred sixty four Polish zlotys) by way of an issue of not more than 78,264 (say: seventy-eight thousand two hundred sixty four) series K ordinary bearer shares with a nominal value of PLN 1.00 (say: one zloty) each and the total nominal value not exceeding PLN 78,264 (say: seventy-eight thousand two hundred sixty four Polish zlotys).
2. Series K Shares are ordinary bearer shares.
3. In the interest of the Company the right of first refusal vested in the existing shareholders shall be excluded in its entirety. The General Meeting shall get acquainted with the

Management Board's written opinion containing grounds on which the right of first refusal should be excluded and justifying the proposed issue price for Series K Shares.

4. The conditional share capital increase shall be effected to grant persons holding the Series J Subscription Warrants rights to take up not more than 78,264 (say: seventy-eight thousand two hundred sixty four) Series K Shares pursuant to this Resolution and pursuant to Art. 448 – 452 of the Commercial Companies Code. Pursuant to Art. 448 § 4 of the Commercial Companies Code, a share capital increase effected with a view to granting rights to take up shares to holders of Series J Subscription Warrants may be effected only within the framework of a conditional share capital increase.
5. The issue of Series K Shares shall be effected in an off-public offering procedure referred to under Act on Public Offering and Introducing Financial Instruments Into Organized Trading and on Public Companies dated 29 July 2005 (unified text: Journal of Laws of 2009, No. 185, item 1439, as amended). The number of persons to be offered the Series I Subscription Warrants shall not exceed 149 (one hundred forty-nine).

### **§ 9 Issue Price. Characteristics**

1. The issue price for Series K Shares taken up in the exercise of rights attaching to the Series J Subscription Warrants is PLN 3.20 (say: three and 20/100 zloty) per one Series K Share.
2. Series K Shares shall be taken up exclusively against consideration. A contribution towards Series K Shares should be made not later than on the day on which a declaration of will to take up Series K Shares is made.
3. Series K Shares shall be issued in a dematerialized form.
4. Holders of the Series J Subscription Warrants shall be eligible to take up Series K Shares.
5. Series K Shares may be taken up by the Eligible Persons within the time limits set under § 5 of this Resolution.
6. Actions shall be taken with a view to introducing Series K Shares into public trading at Warsaw Stock Exchange.
7. The Right to take up the Series K Shares may be exercised by a declaration's being made to this effect pursuant to Art. 451 of the Commercial Companies Code. Simultaneously with making a declaration of will to take up Series J Shares the Eligible Person shall:
  - a. submit the Series J Subscription Warrant document, unless it has been deposited with the Company;
  - b. submit a document confirming payment in full of a contribution towards Series K Shares.

### **§ 10. Dividend**

Dividend shall be payable in respect of Series K Shares according to the following principles:

- 1) In the event that the Company delivers Series K Shares to the Shareholder not later than on a dividend day, dividend shall be payable in respect of Series K Shares for the above-mentioned financial year, i.e. a year commencing on January 1st of the financial year immediately preceding the year in which the said Shares are delivered;



- 2) In the event that the Company delivers Series K Shares to the Shareholder after the dividend day – dividend shall be payable in respect of Series K Shares starting from January 1st of the financial year in which the shares are delivered.

### **III. AUTHORIZATIONS FOR THE MANAGEMENT BOARD**

#### **§ 11**

1. The introduction of the Series K Shares into trading at Warsaw Stock Exchange [Giełda Papierów Wartościowych w Warszawie S.A.] shall be effected according to procedures referred to in the Act on Public Offering and Introducing Financial Instruments Into Organized Trading and on Public Companies dated 29 July 2005 (unified text: Journal of Laws of 2009, No. 185, item 1439, as amended) and the Incentive Scheme By-Laws.
2. In connection with sec. 1, the General Meeting shall consent to:
  - 1) actions' being taken with a view to admitting and introducing Series K Shares into trading at Giełda Papierów Wartościowych w Warszawie S.A.,
  - 2) Series K Shares' being deposited,
  - 3) Series K Shares' being dematerialized in the meaning of the Act on Trading in Financial Instruments dated 29 July 2005 (Journal of Laws no. 183, item 1538, as amended).
3. The Company's Management Board shall be authorized to:
  - 1) determine specific principles of making declarations of will to take up Series K Shares;
  - 2) make a notification to the registry court as referred to under Art. 452 § 4 of the Commercial Companies Code;
  - 3) take up actions in order for Series K Shares to be admitted and introduced into trading at Giełda Papierów Wartościowych w Warszawie S.A., deposit Series K Shares, and all other actions necessary to dematerialize Series K Shares and, in particular, to conclude with Krajowy Depozyt Papierów Wartościowych S.A. an agreement for the registration of Series K Shares with the securities deposit;
  - 4) take up all other actions necessary to perform this Resolution.

### **IV. CHANGES IN COMPANY'S STATUTES**

#### **§ 12**

Pursuant to Art. 430 §1 of the Commercial Companies Code and § 3 sec. 1 of the Company's Statutes, in order to include in the Company's statutes the conditional share capital increase effected by way of issuing series K bearer Shares in the Company under this resolution of the Ordinary General Meeting of ABC Data S.A., the Company's Statutes shall be amended as follows:

- 3) § 7 A sec. 1 shall read as follows:
  1. the total nominal value of all conditional increases of the Company's share capital shall not exceed PLN 51,855,788 (fifty one million eight hundred fifty five thousand seven hundred eighty-eight Polish zlotys) and shall consist of:

- 1) a conditional share capital increase effected under resolution no. 2 of the General Meeting of the Company dated 21 December 2007, the nominal value of which shall not exceed PLN 44,000,000 - (forty-four million zloty);
  - 2) a conditional share capital increase effected under resolution no. 6 of the General Meeting of the Company dated 28 April 2008 and resolution no. 5 of the General Meeting of the Company dated 15 December 2009, the nominal value of which shall not exceed PLN 3,412,668 - (three million four hundred and twelve thousand six hundred and sixty-six zloty);
  - 3) a conditional share capital increase effected under resolution no. 7 of the General Meeting of the Company dated 28 April 2008, the nominal value of which shall not exceed PLN 1,109,440 - (one million one hundred and nine thousand four hundred and forty zloty);
  - 4) a conditional share capital increase effected under resolution no. 23 of the General Meeting of the Company dated 30 June 2011, the nominal value of which shall not exceed 2,128,416 (two million one hundred and twenty-eight thousand four hundred and sixteen 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);
- 4) In § 7A sec. 7 shall be added after sec. 6 reading as follows:
- “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.”

### § 13

This resolution shall enter into force on the day on which it is adopted.

**Resolution no. \_\_**  
**of the Extraordinary General Meeting of ABC Data S.A.**  
**of \_\_ \_\_\_\_\_ 2014**

**concerning the adoption of uniform text of the Statutes of ABC Data S.A.**

The Ordinary General Meeting of ABC Data S.A. hereby passes the uniform text of the Articles of Association of ABC Data S.A., included changes passed by present the Ordinary General Meeting of ABC Data S.A. in resolutions No. \_\_ and No. \_\_ and the historical changes of the Company's share capital (§ 7 clause 1 of Articles of Association of the Company) executed as the increase of share capital within framework of conditional increase of the share capital dated 1<sup>st</sup> October 2013, 24<sup>th</sup> February 2014 and 20<sup>th</sup> June 2014, 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 Practises 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, 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. 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

Announcements on Shareholders' Meetings will be published on the Company's web page: [www.abcddata.com.pl](http://www.abcddata.com.pl).

## 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 milion) 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.
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, among others, 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-para. 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 51,855,788 (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 30<sup>th</sup> 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.”

### **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 three-year term of office.
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 mandate of the members of the Management Board shall expire on the day the General Meeting is held to approve the statement, the balance sheet and the profit and loss account for the final year of their term of office.

#### **§ 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. Joint action of two members of the Management Board or of a member of the Management Board Statement and a commercial 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 shall require a resolution of the Management Board.
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**

1. A person delegated from among the members of the Supervisory Board as its representative shall sign contracts with the members of the Management Board on the Company's behalf. The same procedure shall apply to other legal transactions between the Company and the members of the Management Board.
2. The Supervisory Board shall represent the Company in disputes with the members of the Management Board.

#### **§ 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 Chair and the Vice-Chair.
2. The members of the Supervisory Board shall be appointed and dismissed by the General Meeting.
3. The members of the Supervisory Board shall be appointed in the following way:
  - 1) if the Supervisory Board consists of 5 members, MCI Management S.A. shall be entitled to directly appoint and dismiss:
    - (a) two members of the Supervisory Board if:
      - i. the Company's shares are held directly by MCI Management S.A., or
      - ii. the Company's shares are held jointly with a Subsidiary of MCI Management S.A., or

- iii. the Company's shares are held jointly with an investment fund which has been established by a Subsidiary of MCI Management S.A. and is managed by MCI Management S.A. or its Subsidiary, or
- iv. the Company's shares are held by a Subsidiary of MCI Management S.A., or
- v. the Company's shares are held directly by an investment fund which has been established by a Subsidiary of MCI Management S.A. and is managed by MCI Management S.A. or its Subsidiary,

and such shares represent not less than 40% of the Company's share capital,

or

(b) one member of the Supervisory Board if:

- i. the Company's shares are held directly by MCI Management S.A., or
- ii. the Company's shares are held jointly with a Subsidiary of MCI Management S.A., or
- iii. the Company's shares are held jointly with an investment fund which has been established by a Subsidiary of MCI Management S.A. and is managed by MCI Management S.A. or its Subsidiary, or
- iv. the Company's shares are held by a Subsidiary of MCI Management S.A., or
- v. the Company's shares are held directly by an investment fund which has been established by a Subsidiary of MCI Management S.A. and is managed by MCI Management S.A. or its Subsidiary,

and such shares represent not less than 20% of the Company's share capital.

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

(a) three members of the Supervisory Board if:

- i. the Company's shares are held directly by MCI Management S.A., or
- ii. the Company's shares are held jointly with a Subsidiary of MCI Management S.A., or
- iii. the Company's shares are held jointly with an investment fund which has been established by a Subsidiary of MCI Management S.A. and is managed by MCI Management S.A. or its Subsidiary, or
- iv. the Company's shares are held by a Subsidiary of MCI Management S.A., or
- v. the Company's shares are held directly by an investment fund which has been established by a Subsidiary of MCI Management S.A. and is managed by MCI Management S.A. or its Subsidiary,

and such shares represent not less than 40% of the Company's share capital,

or

(b) two members of the Supervisory Board if:

- i. the Company's shares are held directly by MCI Management S.A., or
- ii. the Company's shares are held jointly with a Subsidiary of MCI Management S.A., or

- iii. the Company's shares are held jointly with an investment fund which has been established by a Subsidiary of MCI Management S.A. and is managed by MCI Management S.A. or its Subsidiary, or
  - iv. the Company's shares are held by a Subsidiary of MCI Management S.A., or
  - v. the Company's shares are held directly by an investment fund which has been established by a Subsidiary of MCI Management S.A. and is managed by MCI Management S.A. or its Subsidiary,
- and such shares represent not less than 20% of the Company's share capital.
4. The term of office of the Supervisory Board shall be three years.
  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 Chair and the Vice-Chair shall be elected by the Supervisory Board by an ordinary majority of votes cast in a secret ballot.
  7. The Chair of the Supervisory Board or, if absent, the Vice-Chair shall convene and preside over the meetings of the Supervisory Board.
  8. The Chair of the Supervisory Board or, if absent, the Vice-Chair 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 Chair of the Supervisory Board or, if absent, the Vice-Chair 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) day's notice period. The notice shall comprise the agenda of the meeting detailing the matters to be discussed.
  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. The members of the Supervisory Board may participate in the adoption of resolutions by casting their vote through another member of the Supervisory Board in all matters except those placed on the agenda in the course of the meeting.
  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.

The members of the Supervisory Board shall inform the Chair (by registered mail or by electronic mail) of their consent or refusal to consent to the adoption of the proposed resolution(s) within two weeks (or within the longer time limit set by the Chair) from receipt of the order of written vote. 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-paragraph 15 shall apply accordingly to the Vice-Chair if written vote is ordered by the Vice-Chair. The procedure described in sub-para. 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 sub-para. 9 above.

## **§ 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) appointing (or dismissing) a statutory auditor to review the Company's financial statements,
- 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.
3. Subject to sub-para. 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, shall be adopted by a qualified majority of more than 75% of votes, shall apply:  
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 Management S.A., its affiliates and subsidiaries within the meaning of the Accounting Act of 29 September 1994 and the companies in which MCI Management S.A. holds an equity stake of more than 5% other than the Group's entities.

#### **§ 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 sub-para. 3 and §15 sub-para. 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-para. 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 402<sup>1</sup>–402<sup>3</sup> of the Commercial Companies Code regarding the announcement of a notice of the General Meeting.

## § 21

1. Subject to sub-para. 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-para. 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 the members of the Supervisory Board,
- 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.

## § 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, 6<sup>th</sup> 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

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

**Resolution No. \_\_**  
**of the Extraordinary General Meeting of ABC Data S.A.**  
**of \_\_ \_\_\_\_\_ 2014 r.**  
**on issue of bonds within the frameworks of bond issue program**

Pursuant to § 22 point e) of the Company's Statutes the Extraordinary General Meeting of ABC Data S.A. hereby resolves as follows:

## §1

The Extraordinary General Meeting grants its consent to carry out by the Company the bond issue program (“Program”), within the framework of which the Company may carry out one or multiple issue of bonds (“Bonds”) on following terms and conditions:

- a. the Bonds will be bearer debenture bonds; the Bonds will not be convertible for share nor will they be pre-emptive bonds;
- b. total nominal value of all issued Bonds will not exceed PLN 100,000,000.00 (in words: one hundred million Polish zloty);
- c. the Bonds will be unsecured;
- d. the Bonds will not be issued in form of document and will be registered in registry maintained by the bank/banks or dematerialized in the meaning of Act of 29 July 2005 on Trading in Financial Instruments (J. L. 2014, item, 94 as amended) and registered in the depository for securities maintained by Central Securities Depository of Poland (KDPW);

- e. the issue or issues of the Bonds will be carried out in the manner referred to in Article 9 point 3 of the Bond Act, that is in other manner than by way of public offering, referred to in Article 3 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (unified text, J. L. 2009, No. 185 item 1439 as amended); proposals to acquire the Bonds will be addressed to not more than 149 (one hundred forty-nine) persons;
- f. the issue or issues of the Bonds will be carried out within two years as of the date of adoption of this resolution;
- g. the issue or issues of the Bonds within the Program will be carried out through brokerage houses or banks selected by the Management Board on the terms and conditions set out in the agreements concluded with those entities.

## §2

The Extraordinary General Meeting authorizes the Management Board of the company to determine, prior to the subscription of the Bonds, detailed terms and conditions of the issue, not included in this resolution and to allot the Bonds, in particular to:

- a. determine the manner in which the Bonds shall be divided into series and the number of Bonds in given series (if there shall be more than one series issued) nominal value of single Bond, issue price, purpose of the issue (if shall be determined), the interest rate and method;
- b. terms and conditions of payment of the benefits attached to the Bonds, terms and conditions of redemption of the Bonds, thresholds of issue of the Bonds (if shall be determined);
- c. determine in the terms and conditions the possibility of premature redemptions of the Bonds, cases when the Company is obliged to premature redemption of the Bonds, benefits resulting from premature redemption of the Bonds or the manner in which they are calculated.

## §3

The Extraordinary General Meeting authorizes the Management Board in particular:

- 1) to conclude any necessary agreements in connection with the Program and issue of Bonds, including an issue agreement with bank/banks, issue of terms and obligations of issue of Bonds, providing the agent/intermediary entities with necessary powers;
- 2) to undertake any and all necessary measures to dematerialize and register the Bonds in the registry of Central Securities Depository of Poland (KDPW);
- 3) to decide on applying for admission and/or introduction of the Bonds to trading in Catalyst – organized market of debt financial instruments (regulated market or alternative trading system) organized by Warsaw Stock Exchange S.A. or BondSpot S.A.;
- 4) in the event the decision, referred to in point 3) above is made, to undertake any and all necessary measures to admission and introductions of the Bonds to trading on regulated market or alternative trading system mentioned above, in particular to submit relevant

applications for introduction and/or admission of the Bonds to trading on regulated market or alternative trading system mentioned above

- 5) to conclude standby underwriting agreements or firm commitment underwriting agreements and agreements, referred to in §1 point. g with the entities on the terms and conditions set out by the Management Board;
- 6) to undertake any necessary measures to enforcement of this resolution.

§4

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

**Resolution No. \_\_**

**of the Extraordinary General Meeting of ABC Data S.A.**

**of \_\_ \_\_\_\_\_ 2014**

**on amendments to the resolution of Ordinary General Meeting of ABC Data S.A. on remuneration of the members of the Supervisory Board**

1. The Extraordinary General Meeting of ABC Data S.A. hereby decides to amend the resolution No. 27 of the Ordinary General Meeting dated 10<sup>th</sup> June 2013 on remuneration of members of the Supervisory Board as follows:

In clause 4 the following expression: "If the limit is exceeded the excess hours shall not be carried forward to subsequent quarters unless the Chairman of the Supervisory Board expresses a prior consent therefor" is deleted and replaced with the phrase:

"In the case of exceeding the limit the excess hours may be settled within the limit of hours in the remaining committee or carried forward to subsequent quarters upon the approval of the Chairman of the Board, or when exceeding the limit applies to the Chairman of the Supervisory Board, upon the approval of the Vice-Chairman of the Supervisory Board".

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