

The resolutions adopted at the Ordinary General Meeting of the Company on June 29, 2012:

**Resolution no. 1**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**on election of the Chairperson of the Ordinary General Meeting**

The Ordinary General Meeting of ABC Data S.A. hereby elects Mr. Radosława Kwaśnickiego Chairperson of the Ordinary General Meeting.

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 2**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**on acceptance of the agenda**

The Ordinary General Meeting of ABC Data S.A. hereby decides to adopt the agenda as published on May 16, 2012 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.

In the open vote, the number of shares from which valid votes were cast amounted to 99,707,000 which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 3**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning approval of the Management Report on the Company's activities for the financial year 2011**

Pursuant to Article 393 (1), Article 395 § 2(1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. Having read and duly taken into consideration the Management Report on the Company's activities for the financial year 2011, the Ordinary General Meeting of ABC Data S.A. hereby decides to approve of the said Management Report for 2011.
2. This Resolution shall enter into force as at the effective date of adoption.

In the open vote, the number of shares from which valid votes were cast amounted to 99,707,000 which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 4**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning approval of the financial statements of the Company for the financial year 2011**

Pursuant to Article 393 (1), Article 395 § 2(1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. Having read and duly taken into consideration the chartered accountant's opinion and report, together with the report of the Supervisory Board of ABC Data S.A. for the financial year 2011 of May 16, 2012, the Ordinary General Meeting of ABC Data S.A. hereby decides to approve of the financial statements of ABC Data S.A. for the financial year 2010, which were executed in accordance with the International Financial Reporting Standards adopted by the European Union, and other applicable regulations. The said financial statements consist of:
  - 1) balance sheet executed as at December 31, 2011, where the balance total of assets and liabilities is PLN 807,518 thousand;
  - 2) statement of comprehensive income for the financial year ending on the above specified date, showing total comprehensive income in the amount of PLN 13,650 thousand;
  - 3) statement of changes in equity for the financial year ending on the above specified date, showing an increase in equity by PLN 13,817 thousand;
  - 4) cash flow statement for the financial year ending on the above specified date, showing a net decrease in cash by PLN 83 thousand;
  - 5) explanatory notes to the separate financial statements.
2. This Resolution shall enter into force as at the effective date of adoption.

In the open vote, the number of shares from which valid votes were cast amounted to 99,707,000 which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 5**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning approval of the Management Report on the activities of ABC Data S.A. Capital Group for the financial year 2011**

Pursuant to Article 395 § 5 of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. Having read and duly taken into consideration the Management Report on the Group's activities for the financial year 2011, the Ordinary General Meeting of ABC Data S.A. hereby decides to approve of the said Management Report for 2011.
2. This Resolution shall enter into force as at the effective date of adoption.

**Resolution no. 6**

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

**of June 29, 2012**

**concerning approval of the consolidated financial statements of ABC Data S.A. Capital Group for the financial year 2011**

Pursuant to Article 395 § 5 and § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. Having read and duly taken into consideration the chartered accountant's opinion and report, together with the report of the Supervisory Board of ABC Data S.A. for the financial year 2010 of May 16, 2012, the Ordinary General Meeting of ABC Data S.A. hereby decides to approve of the consolidated financial statements of ABC Data S.A. Capital Group for the financial year 2011, which were executed in accordance with the International Financial Reporting Standards adopted by the European Union, and other applicable regulations. The said financial statements consist of:
  - 1) consolidated balance sheet executed as at December 31, 2011, where the balance total of assets and liabilities is PLN 981,872 thousand;
  - 2) consolidated statement of comprehensive income for the financial year ending on the above specified date, showing total comprehensive income in the amount of PLN 57,955 thousand;
  - 3) consolidated statement of changes in equity for the financial year ending on the above specified date, showing an increase in consolidated equity by PLN 78,286 thousand;
  - 4) consolidated cash flow statement for the financial year ending on the above specified date, showing a net increase in cash by PLN 3,486 thousand;
  - 5) explanatory notes to the consolidated financial statements.
2. This Resolution shall enter into force as at the effective date of adoption.

In the open vote, the number of shares from which valid votes were cast amounted to 99,707,000 which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 7**

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

**of June 29, 2012**

**on the change of the manner in which the reserve capital for share buyback is used, formed in accordance with resolution no. 5 of the Extraordinary General Meeting of the Company of 30 September 2011 on granting an authorisation to the Management Board of ABC Data S.A. to buy back shares in order to redeem or sell them.**

Pursuant to § 7 (12) of the Articles of Association of ABC Data S.A. in conjunction with art. 396 § 5 of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of ABC Data S.A. has decided to change the manner in which the reserve capital for share buyback is used, formed in the amount of PLN 20,000,000 in accordance with resolution no. 5 of the Extraordinary General Meeting of the Company of 30 September 2011 on granting an authorisation to the Management Board of ABC Data S.A. to buy back shares in order to redeem or sell them in the following way:

1) the amount of PLN 12,800,000 (in words: twelve millions eight hundred) is to remain the "Reserve capital for share buyback",

2) the amount of PLN 7,200,000 (in words: seven million two hundred) is to be allocated for payment of dividend for shareholders of ABC Data S.A.

In the open vote, the number of shares from which valid votes were cast amounted to 99,707,000 which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 8**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**on the amendment of resolution no. 5 of the Extraordinary General Meeting of the Company dated 30 September 2011 on granting an authorisation to the Management Board of ABC Data S.A. to buy back shares in order to redeem or sell them**

Pursuant to art. 362 § 2 (3) of the Code of Commercial Partnerships and Companies, in conjunction with § 7 (12) of the Articles of Association of ABC Data S.A. in conjunction with art. 396 § 5 of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of ABC Data S.A. has decided as follows:

§ 1

The following changes are hereby made in resolution no. 5 of the Extraordinary General Meeting of the Company dated 30 September 2011 on granting an authorisation to the Management Board of ABC Data S.A. to buy back shares in order to redeem or sell them:

1) § 1 (1) (2) reading:

"2) the total purchase price (amount) of Treasury Shares increased by the costs of purchase may not be more than PLN 20 million",

shall be amended as follows:

"2) the total purchase price (amount) of Treasury Shares increased by the costs of purchase may not be more than PLN 12,800,000.".

2) § 2 (1) reading:

"1. The Extraordinary General Meeting of ABC Data S.A. decides to form the "Reserve capital for share buyback" in ABC Data and to allocate the total amount of PLN 20,000,000 from the supplementary capital of ABC Data S.A. for the "Reserve capital for share buyback".

shall be amended as follows:

"1. The Extraordinary General Meeting of ABC Data S.A. decides to form the "Reserve capital for share buyback" in ABC Data and allocate the total amount of PLN 12,800,000 from the supplementary capital of ABC Data S.A. for the "Reserve capital for share buyback".

In the open vote, the number of shares from which valid votes were cast amounted to 99,707,000 which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 9**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning distribution of the Company's net profit for the financial year 2011,  
determination of the amount of the dividend, the dividend day and the payment day**

Pursuant to Article 395 § 2(2) and Article 396 § 1 and § 5 of the Code of Commercial Partnerships and Companies in connection in Article 348 of the Code of Commercial Partnerships and Companies, and further pursuant to § 7 clause 12 and § 22 (h) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. The Ordinary General Meeting of ABC Data S.A. intends to distribute the net profit of ABC Data S.A. for the 2011 financial year in the amount of PLN 13,920,193.36 (in words: thirteen million nine hundred twenty thousand one hundred ninety three Polish zloty and 36/100) to distribute in the following way that the amount of:
  - a) PLN 1,113,615.47 (in words: one million one hundred thirteen thousand six hundred fifteen Polish zloty and 47/100) representing 8% of the net profit of ABC Data S.A. for 2011 financial year, according to clause 396 para 1 Code of Commercial Companies, to allocate to obligatory supplementary capital created for covering of financial loss,
  - b) PLN 12,806,577.89 (in words: twenty million eight hundred six thousand five hundred seventy seven Polish zloty and 89/100) to assign for the dividend for ABC Data S.A. shareholders,
2. The Ordinary General Meeting of ABC Data S.A. the amount of PLN 7,200,000 (in wording: seven million Polish zloty) intends to allocate from "The Reserve capital for purchase of own shares" established by resolution No 5 of Extraordinary General Shareholders Meeting of ABC Data S.A. dated on 30 September, 2011 regarding to appointment of the Management Board of ABC Data S.A. to purchase own shares of ABC Data S.A. in order to redemption of own shares or further resale of own shares for dividend for ABC Data S.A. shareholders.
3. The Ordinary General Meeting of ABC Data S.A. the total amount of PLN 20,006,577.89 (in wording: twenty million six thousand five hundred seventy seven Polish zloty 89/100), it means the amount of PLN 0,16 for each share, intends for payment the dividend for ABC Data S.A. shareholders.
4. The Ordinary General Meeting of ABC Data S.A. determines the day of 14 September 2012 as the dividend day.
5. The Ordinary General Meeting of ABC Data S.A. determines the day of 28 September 2012 as the day of payment of dividend.
6. This Resolution shall enter into force as at the effective date of adoption.

In the open vote, the number of shares from which valid votes were cast amounted to 99,707,000 which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 10**  
**of the Ordinary General Meeting of ABC Data S.A.**

**of June 29, 2012**

**concerning approval of the Supervisory Board's Report for the financial year 2011**

Pursuant to Article 395 § 5 of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. Having read and duly taken into consideration the Supervisory Board's Report on its activities for the financial year 2011, the Ordinary General Meeting of ABC Data S.A. hereby decides to approve of the presented Report.
2. This Resolution shall enter into force as at the effective date of adoption.

In the open vote, the number of shares from which valid votes were cast amounted to 99,707,000 which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 11**

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

**of June 29, 2012**

**concerning granting a vote of acceptance to Mr. Marek Sadowski, President of the Management Board of the Company in the financial year 2011, confirming the discharge of his duties in the financial year 2011**

Pursuant to Article 393 (1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. The Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mr. Marek Sadowski, President of the Management Board of the Company in the financial year 2011, confirming the discharge of his duties during the financial year 2011.
2. This Resolution shall enter into force as at the effective date of adoption.

- the resolutions was passed through secret ballot.

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 12**

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

**of June 29, 2012**

**concerning granting a vote of acceptance to Mr. Andrzej Sobol, Vice-President of the Management Board of the Company in the financial year 2011, confirming the discharge of his duties in the financial year 2011**

Pursuant to Article 393 (1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. The Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mr. Andrzej Sobol, Vice-President of the Management Board of the Company, confirming the discharge of his duties during the financial year 2011.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 13**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning granting a vote of acceptance to Mr. Michał Rumiński, President of the Management Board of the Company, confirming the discharge of his duties in the financial year 2011**

Pursuant to Article 393 (1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. The Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mr. Michał Rumiński, President of the Management Board of the Company, confirming the discharge of his duties during the financial year 2011.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 14**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning granting a vote of acceptance to Mr. Wojciech Łastowiecki, Vice-President of the Management Board of the Company, confirming the discharge of his duties in the financial year 2011**

Pursuant to Article 393 (1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. The Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mr. Wojciech Łastowiecki, Vice-President of the Management Board of the Company, confirming the discharge of his duties during the financial year 2011.

2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 15**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning granting a vote of acceptance to Mr. Tomasz Zatorski, Member of the Management Board of the Company, confirming the discharge of his duties in the financial year 2011**

Pursuant to Article 393 (1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. The Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mr. Tomasz Zatorski, Member of the Management Board of the Company, confirming the discharge of his duties during the financial year 2011.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 16**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning granting a vote of acceptance to Mr. Dobrosław Wereszko, Member of the Management Board of the Company, confirming the discharge of his duties in the financial year 2011**

Pursuant to Article 393 (1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. The Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mr. Dobrosław Wereszko, Member of the Management Board of the Company, confirming the discharge of his duties during the financial year 2011.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.



**Resolution no. 17**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning granting a vote of acceptance to Mr. Konrad Sitnik, Member of the Management Board of the Company, confirming the discharge of his duties in the financial year 2011**

Pursuant to Article 393 (1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. The Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mr. Konrad Sitnik, Member of the Management Board of the Company, confirming the discharge of his duties during the financial year 2010.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 18**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning granting a vote of acceptance to Mr. Tomasz Czechowicz, Member of the Supervisory Board, confirming the discharge of his duties in the financial year 2011**

Pursuant to Article 393 (1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. The Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mr. Tomasz Czechowicz, Member of the Supervisory Board, confirming the discharge of his duties during the financial year 2011.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 19**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning granting a vote of acceptance to Mr. Ulrich Kottmann, Member of the Supervisory Board, confirming the discharge of his duties in the financial year 2011**

Pursuant to Article 393 (1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. The Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mr. Ulrich Kottmann, Member of the Supervisory Board, confirming the discharge of his duties during the financial year 2011.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

**Resolution no. 20**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning granting a vote of acceptance to Mr. Juergen Schulte-Laggenbeck, Member of the Supervisory Board, confirming the discharge of his duties in the financial year 2011**

Pursuant to Article 393 (1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. The Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mr. Juergen Schulte-Laggenbeck, Member of the Supervisory Board, confirming the discharge of his duties during the financial year 2011.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 21**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning granting a vote of acceptance to Mr. Jerzy Krawczyk, Member of the Supervisory Board, confirming the discharge of his duties in the financial year 2011**

Pursuant to Article 393 (1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. The Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mr. Jerzy Krawczyk, Member of the Supervisory Board, confirming the discharge of his duties during the financial year 2011.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 22**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning granting a vote of acceptance to Mr. Hans-Dieter Kemler, Member of the Supervisory Board, confirming the discharge of his duties in the financial year 2011**

Pursuant to Article 393 (1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. The Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mr. Hans-Dieter Kemler, Member of the Supervisory Board, confirming the discharge of his duties during the financial year 2011.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 23**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning granting a vote of acceptance to Mrs. Grażyna Piotrowska-Oliwa, Member of the Supervisory Board, confirming the discharge of his duties in the financial year 2011**

Pursuant to Article 393 (1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. The Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Ms. Grażyna Piotrowska-Oliwa, Member of the Supervisory Board, confirming the discharge of his duties during the financial year 2011.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 24**  
**of the Ordinary General Meeting of ABC Data S.A.**

**of June 29, 2012**

**concerning granting a vote of acceptance to Mr. Hans Peter Ständer, Member of the Supervisory Board, confirming the discharge of his duties in the financial year 2011**

Pursuant to Article 393 (1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. The Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mr. Hans Peter Ständer, Member of the Supervisory Board, confirming the discharge of his duties during the financial year 2011.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 25**

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

**of June 29, 2012**

**concerning granting a vote of acceptance to Mr. Konrad Sitnik, Member of the Supervisory Board, confirming the discharge of his duties in the financial year 2011**

Pursuant to Article 393 (1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. The Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mr. Konrad Sitnik, Member of the Supervisory Board, confirming the discharge of his duties during the financial year 2011.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 26**

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

**of June 29, 2012**

**concerning granting a vote of acceptance to Mr. Ryszard Warzocha, Member of the Supervisory Board, confirming the discharge of his duties in the financial year 2011**

Pursuant to Article 393 (1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. The Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mr. Ryszard Warzocha, Member of the Supervisory Board, confirming the discharge of his duties during the financial year 2011.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 27**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning granting a vote of acceptance to Mr. Marek Sadowski, Member of the Supervisory Board, confirming the discharge of his duties in the financial year 2011**

Pursuant to Article 393 (1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

1. The Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mr. Marek Sadowski, Member of the Supervisory Board, confirming the discharge of his duties during the financial year 2011.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 28**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning granting a vote of acceptance to Mr. Mirosław Godlewski, Member of the Supervisory Board, confirming the discharge of his duties in the financial year 2011**

Pursuant to Article 393 (1) of the Code of Commercial Partnerships and Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

3. The Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mr. Mirosław Godlewski, Member of the Supervisory Board, confirming the discharge of his duties during the financial year 2011.
4. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

**Resolution no. 29**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning the adoption of uniform text of the Articles of Association 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 of the Company's share capital (§ 7 clause 1 of Articles of Association of the Company) executed as the instantiation of the share capital in the Articles of Association of the Company by the Management Board of ABC Data S.A. dated December 6, 2011 and January 31, 2012 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.
2. Where an approval, permit or licence 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 licence.

## § 5

The duration of the Company shall be unlimited.

## § 6

Announcements on Shareholders' Meetings will be published on the Company's web page.

## II. SHARE CAPITAL, SHAREHOLDERS, SHARES

### § 7

1. The Company's share capital is 124.728.308 (one hundred twenty four million seven hundred twenty eight thousand three hundred eight) Polish zloty and is divided into 124.728.308 (one hundred twenty four million seven hundred twenty eight thousand three

hundred eight) 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) 2.878.869,00 (two milion 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) 284,000,000 (two hundred eighty four million) ordinary bearer series E shares numbered E 00 000 001 to E 284,000,000.
  - f) 92.035 (ninty two thousand thirty five) ordinary bearer series F shares numbered F 000 001 do F 092 035;
  - g) 22,000,000 (twenty two million) ordinary bearer series H shares numbered H 00 000 001 to H 22 000 000.
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 (*świadcetwa 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 48,522,108.00 (forty eight million five hundred twenty two thousand one hundred eight) 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 30 June 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):
  - 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 30 June 2011.

### **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 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. 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 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 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, if the resolution is adopted after the first day of listing of the Company's shares on the Warsaw Stock Exchange:
- 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 (e), 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 Comapny 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."

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

In the open vote, the number of shares from which valid votes were cast amounted to 99,707,000 which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 99,707,000 votes were cast in favour, with no votes against and no abstentions.

#### **Resolution no. 30**

#### **of the Ordinary General Meeting of ABC Data S.A.**

**of June 29, 2012**

#### **concerning revoking from the membership in the Supervisory Board**

Pursuant to Article 385 (1) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

The Ordinary General Meeting of ABC Data S.A. hereby revokes Mr. Ulrich Kottmann from the Supervisory Board.

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

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 89,107,000 votes were cast in favour, with no votes against and 10,600,000 votes with abstentions.

**Resolution no. 31**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning revoking from the membership in the Supervisory Board**

Pursuant to Article 385 (1) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

The Ordinary General Meeting of ABC Data S.A. hereby revokes Mr. Hans-Dieter Kemler from the Supervisory Board.

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

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 89,107,000 votes were cast in favour, with no votes against and 10,600,000 votes with abstentions.

**Resolution no. 32**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning revoking from the membership in the Supervisory Board**

Pursuant to Article 385 (1) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

The Ordinary General Meeting of ABC Data S.A. hereby revokes Mr. Hans Peter Ständer from the Supervisory Board.

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

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 89,107,000 votes were cast in favour, with no votes against and 10,600,000 votes with abstentions.

**Resolution no. 33**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**

**concerning appointment to the Supervisory Board**

Pursuant to Article 385 (1) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

The Ordinary General Meeting of ABC Data S.A. hereby appoints Mr. Ulrich Kottmann to the Supervisory Board.

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

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 89,107,000 votes were cast in favour, with no votes against and 10,600,000 votes with abstentions.

**Resolution no. 34**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**  
**concerning appointment to the Supervisory Board**

Pursuant to Article 385 (1) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

The Ordinary General Meeting of ABC Data S.A. hereby appoints Mr. Hans-Dieter Kemler to the Supervisory Board.

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

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 89,107,000 votes were cast in favour, with no votes against and 10,600,000 votes with abstentions.

**Resolution no. 35**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 29, 2012**  
**concerning appointment to the Supervisory Board**

Pursuant to Article 385 (1) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of ABC Data S.A. hereby passes the following Resolution:

The Ordinary General Meeting of ABC Data S.A. hereby appoints Mr. Hans Peter Ständer to the Supervisory Board.

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

In the secret vote, the number of shares from which valid votes were cast amounted to 99,707,000, which constitutes 79,94% of the share capital, 99,707,000 valid votes were cast, 89,107,000 votes were cast in favour, with no votes against and 10,600,000 votes with abstentions.