

**Proxy voting instructions form  
for Ordinary General Meeting of Shareholders  
convened on 23rd June 2014**

The use of this form is not an obligation of the Shareholder.

This form does not replace the power of attorney.

<b><u>Shareholder' data:</u></b>	
Name and surname/Name:	
Address/registered office address:	
Personal identification No./Tax identification No.:	

<b><u>Proxy' data:</u></b>	
Name and surname/Name:	
Address/registered office address:	
Personal identification No./Tax identification No.:	
Power of attorney dated:	

**Resolution no. 1  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014  
on election of the Chairperson of the Ordinary General Meeting**

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

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. 2  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014  
on acceptance of the agenda**

The Ordinary General Meeting of ABC Data S.A. hereby decides to adopt the agenda as published on 26<sup>th</sup> May 2014 at 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.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. 3  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014  
concerning consideration and approval of the Management Report on the Company's  
activities for the financial year 2013**

1. Pursuant to Article 393 (1) and Article 395 § 2(1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A., having read and duly taken into consideration the Management Report on the Company's activities for the financial year 2013, hereby decides to approve of the said Management Report for 2013.
2. This Resolution shall enter into force as at the effective date of adoption.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

\* dotted spaces should be crossed out if not applicable

**Resolution no. 4  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014  
concerning consideration and approval of the financial statements of the Company for  
the financial year 2013**

1. Pursuant to Article 393 (1), Article 395 § 2 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. having read and duly taken into consideration the financial statements of ABC Data S.A. hereby decides to approve of the financial statements of ABC Data S.A. for the financial year 2013. The said financial statements consist of:
  - 1) balance sheet executed as at December 31, 2013, where the balance total of assets and liabilities is PLN 863 601 thousand;
  - 2) statement of comprehensive income for the year then ended with a total comprehensive income of PLN 39 570 thousand and net profit of PLN 39 422 thousand;
  - 3) statement of changes in equity for the financial year ending on the above specified date, showing an increase in equity by PLN 9 873 thousand;
  - 4) cash flow statement for the financial year ending on the above specified date, showing a decrease in cash by PLN 922 thousand;
  - 5) explanatory notes together with chartered accountant's opinion and report.
2. This Resolution shall enter into force as at the effective date of adoption.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. 5  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014  
concerning consideration and approval of the Management Report on the activities of  
ABC Data S.A. Capital Group for the financial year 2013**

1. Pursuant to Article 395 § 5 of the Code of Commercial Companies and § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. having read and duly taken into consideration the Management Report on the ABC Data S.A. Capital Group's activities for the financial year 2013, hereby decides to approve of the said Management Report for 2013.
2. This Resolution shall enter into force as at the effective date of adoption.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be coressed out if not applicable*

**Resolution no. 6  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014  
concerning consideration and approval of the consolidated financial statements of ABC  
Data S.A. Capital Group for the financial year 2013**

1. Pursuant to Article 395 § 5 of the Code of Commercial Companies and § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A., having read and duly taken into consideration the consolidated financial statements of ABC Data S.A. Capital Group for the financial year 2013 hereby decides to approve of the consolidated financial statements of ABC Data S.A. Capital Group for the financial year 2013. The said financial statements consist of:
  - 1) consolidated balance sheet executed as at December 31, 2013, where the balance total of assets and liabilities is PLN 916 521 thousand;
  - 2) consolidated statement of comprehensive income for the year then ended with a total comprehensive income of PLN 57 151 thousand and net profit of PLN 59 185 thousand;
  - 3) consolidated statement of changes in equity for the financial year ending on December 31, 2013 specified date, showing an increase in consolidated equity by PLN 27 454 thousand;
  - 4) consolidated cash flow statement for the financial year ending on December 31, 2013, showing a increase in cash by PLN 3 315 thousand;
  - 5) explanatory notes together with chartered accountant's opinion and report.
2. This Resolution shall enter into force as at the effective date of adoption.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. 7  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014  
concerning consideration and approval of the Supervisory Board's Report for the  
financial year 2013**

1. Pursuant to Article 395 § 5 of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. having read and duly taken into consideration the Supervisory Board's Report on its activities for the financial year 2013, including the results of Supervisory Board's assessment of the reports on activity and financial statements of ABC Data S.A. and ABC Data S.A. Capital Group and motion of the Management Board on distribution of the Company's net profit for the financial year 2013 and recommendation for dividend payment hereby decides to approve the said Report.
2. This Resolution shall enter into force as at the effective date of adoption.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. 8  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014  
concerning change of manner of disposition of the supplementary capital and the  
reserve capital**

1. Pursuant to Article 396 § 5 of the Code of Commercial Companies in connection with § 7 clause 10 of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby decides to change the manner of disposition “The Reserve capital for purchase of own shares” in amount of 20 000 000 PLN (in word: twenty million Polish zloty) 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, decreased to the amount of 12 800 000 PLN (in words: twelve million eight hundred thousand polish zloty) by the resolution no 7 of the Ordinary General Meeting dated 29<sup>th</sup> June 2012, in the following manner:
  - (a) the amount of 3 190 373,75 PLN (in words: three million one hundred ninety thousand three hundred seventy three Polish zloty and 75/100) to leave as “The Reserve capital for purchase of own shares”,
  - (b) the amount of 8 000 167,91 PLN (in words: eight million one hundred sixty seven Polish zloty and 91/100) to allocate for dividend for ABC Data S.A. shareholders.
2. Pursuant to Article 396 § 5 of the Code of Commercial Companies in connection with § 7 clause 10 of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby decides to change the manner of disposition of the supplementary capital from retained earnings from previous years to allocate the amount of not more than 1.439.868,31 PLN (in words: one million four hundred thirty nine thousand eight hundred sixty eight Polish zloty and 31/100) from the supplementary capital from retained earnings from previous years for dividend for ABC Data S.A. shareholders.
3. This Resolution shall enter into force as at the effective date of adoption.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy’s discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. 9  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014**

**concerning distribution of the Company's net profit for the financial year 2013,  
determination of the amount of the dividend, the dividend day and the payment day**

1. Pursuant to Article 395 § 2(2) and Article 396 § 1 and § 5 of the Code of Commercial Companies in connection in Article 348 of the Code of Commercial Companies, and further pursuant to § 7 clause 10 and § 22 (h) of the Articles of Association of the Company Ordinary General Meeting of ABC Data S.A. decides to distribute the net profit of ABC Data S A. for the 2013 financial year in the amount of PLN 39 422 232,52 (in words: thirty nine million four hundred twenty two thousand two hundred thirty-two Polish zloty and 52/100) to distribute in the following way that:
  - a) The amount of PLN 3 153 778,60 (in words: three million one hundred fifty three thousand seven hundred seventy eight Polish zloty and 60/100) representing 8% of the net profit of ABC Data S.A. for 2013 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) The amount of PLN 36 268 453,92 (in words: thirty six million two hundred sixty eight thousand four hundred fifty three Polish zloty and 92/100) to assign for the dividend for ABC Data S.A. shareholders.
2. Pursuant to the resolution No 8 of the Ordinary General Meeting of ABC Data S.A. of 23<sup>rd</sup> June 2014 concerning change of manner of disposition of the supplementary capital and the reserve capital the Ordinary General Meeting of ABC Data S.A. decides to allocate the amount of 8 000 167,91 PLN (in words: eight million one hundred sixty seven Polish zloty and 91/100) and the amount of not more than 1 439 868,31 PLN (in words: one million four hundred thirty nine thousand eight hundred sixty eight Polish zloty 31/100) for dividend for ABC Data S.A. shareholders.
3. The Ordinary General Meeting of ABC Data S.A. the total amount of not more than PLN 45 708 490,14 (in words: forty five million seven hundred eight thousand four hundred ninety Polish zloty and 14/100), it means the amount of PLN 0,36 (in words: thirty six grosz) for each share, intends to allocate for payment the dividend for ABC Data S.A. shareholders.
4. The Ordinary General Meeting of ABC Data S.A. determines the day of 23<sup>rd</sup> September 2014 as the dividend day.
5. The Ordinary General Meeting of ABC Data S.A. determines the day of 9<sup>th</sup> October 2014 as the day of payment of dividend.
6. This Resolution shall enter into force as at the effective date of adoption.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. 10  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014  
concerning granting a vote of acceptance to Mr. Norbert Biedrzycki – member of the  
Management Board of the Company, confirming the discharge of his duties in the  
financial year 2013**

1. Pursuant to Article 393 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mr. Norbert Biedrzycki, President of the Management Board of the Company, confirming the discharge of his duties during the financial year 2013.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. 11  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014  
concerning granting a vote of acceptance to Mrs. Ilona Weiss – member of the  
Management Board of the Company, confirming the discharge of his duties in the  
financial year 2013**

1. Pursuant to Article 393 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company the Ordinary General Meeting of ABC Data S.A. hereby decides to grant a vote of acceptance to Mrs. Ilona Weiss, Vice-President of the Management Board of the Company, confirming the discharge of her duties during the financial year 2013.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be coressed out if not applicable*



**Resolution no. 12  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014**

**concerning granting a vote of acceptance to Mr. Wojciech Łastowiecki – member of the  
Management Board of the Company, confirming the discharge of his duties in the  
financial year 2013**

1. 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 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 2013, that is for the period from 1<sup>st</sup> January 2013 until the day of his revocation, i.e. 6<sup>th</sup> December 2013.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. 13  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014**

**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 2013**

1. Pursuant to Article 393 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association 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 2013.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. 14**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 23, 2014**  
**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 2013**

1. Pursuant to Article 393 (1) of the Code of Commercial Partnerships, and further pursuant to § 22 (a) of the Articles of Association of the Company, 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 2013, that is for the period from 1<sup>st</sup> January 2013 until the day of his revocation, i.e. 6<sup>th</sup> March 2013.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. 15  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014**

**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 2013**

1. Pursuant to Article 393 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General 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 2013.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be coressed out if not applicable*

**Resolution no. 16  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014**

**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 2013**

1. 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 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 2013.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be coressed out if not applicable*

**Resolution no. 17  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014**

**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 2013**

1. Pursuant to Article 393 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the 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 2013.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be coressed out if not applicable*

**Resolution no. 18  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014**

**concerning granting a vote of acceptance to Mrs. Nevres Erol Bilecik – member of the  
Supervisory Board, confirming the discharge of his duties in the financial year 2013**

1. 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 decides to grant a vote of acceptance to Mrs. Nevres Erol Bilecik, Member of the Supervisory Board, confirming the discharge of his duties during the financial year 2013, that is for the period from 10<sup>th</sup> June 2013 until 31<sup>st</sup> December 2013.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. 19  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014**

**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 2013**

1. 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 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 2013.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*



**Resolution no. 20  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014**

**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 2013**

1. 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 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 2013, this is from 1<sup>st</sup> January 2013 until the day of his resignation, i.e. 10<sup>th</sup> June 2013.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. 21  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014**

**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 2013**

1. Pursuant to Article 393 (1) of the Code of Commercial Companies, and further pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General 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 2013.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Shareholder's signature*

*\* dotted spaces should be coressed out if not applicable*

**Resolution no. 22  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014**

**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 2013**

1. 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 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 2013.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Shareholder's signature*

*\* dotted spaces should be coressed out if not applicable*

**Resolution no. 23**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 23, 2014**  
**concerning dismissal of a Member of the Supervisory Board**

1. Pursuant to Article 385 (1) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of ABC Data S.A. hereby revokes Mr. Mirosław Godlewski from the Supervisory Board.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. 24**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 23, 2014**  
**concerning dismissal of a Member of the Supervisory Board**

1. Pursuant to Article 385 (1) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of ABC Data S.A. hereby revokes Mr. Marek Sadowski from the Supervisory Board.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. 25**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 23, 2014**  
**concerning appointment of a Member of the Supervisory Board**

1. Pursuant to Article 385 (1) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of ABC Data S.A. hereby appoints Mr. Mirosław Godlewski as Member of the Supervisory Board.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be coressed out if not applicable*

**Resolution no. 26  
of the Ordinary General Meeting of ABC Data S.A.  
of June 23, 2014  
concerning appointment of a Member of the Supervisory Board**

1. Pursuant to Article 385 (1) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of ABC Data S.A. hereby appoints Mr. Marek Sadowski as Member of the Supervisory Board.
2. This Resolution shall enter into force as at the effective date of adoption.  
- the resolutions was passed through secret ballot

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. 27**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 23, 2014**  
**concerning approval of amendments to the Regulations of the Supervisory Board**

1. Pursuant to § 22 (a) of the Articles of Association of the Company, the Ordinary General Meeting of ABC Data S.A. hereby approves the amendments to the Regulations of the Supervisory Board adopted by the Supervisory Board by the resolution no 19/2014 of the Supervisory Board dated 6<sup>th</sup> May 2014.
2. This Resolution shall enter into force as at the effective date of adoption.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*



**Resolution no. 28**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 23, 2014**  
**concerning granting to Management Board of ABC Data S.A. authorization to purchase**  
**own shares in order to further sale them or redeem**

Pursuant to art. 362 § 1 point 8 and art. 362 § 2 point 3 of Commercial Companies Code the Ordinary General Shareholders' Meeting one hereby resolves as follows:

§ 1

1. The Ordinary General Shareholders' Meeting of ABC Data S.A. hereby authorizes Management Board of ABC Data S.A. to purchase own shares of ABC Data S.A. („Own shares”) on the following terms and conditions:
  - a. total number of purchased Own shareholding will amount to not more than 5% of number of shares of ABC Data S.A. placed in trade on regulated market of Warsaw Stock Exchange (Giełda Papierów Wartościowych S.A. w Warszawie) in the date of adopting the hereby resolution; however total nominal value of Own shares will not exceed 20% of share capital of ABC Data S.A. while also taking into consideration nominal value of other own shares of ABC Data S.A. which were not sold by ABC Data S.A.,
  - b. total purchase price (amount) of Own shares, increased by costs of purchasing them, shall not be higher than PLN 20 millions,
  - c. unit price of purchasing Own shares may not exceed level PLN 6,00 and may not be lower than level PLN 1,00;
  - d. purchasing Own shares may take place in the period not longer than until 30<sup>th</sup> March 2015; however not longer than until moment of using funds provided for purchasing Own shares,
  - e. the subject of purchasing may be Own shares totally covered,
  - f. Own shares may be purchased during stock exchange sessions and transactions outside sessions,
  - g. purchase amount of Own shares shall be paid out from inventory capital of ABC Data S.A.,
  - h. purchased Own shares may be used for:
    - i. further resale of Own shares including in processes of takeover and acquisition especially resale performed for the benefit of shareholders/partners in taken over entities in exchange for shares of these entities,
    - ii. redemption of Own shares and decrease of share capital of ABC Data S.A.
2. The Management Board of ABC Data S.A. having in mind interest of ABC Data S.A. is entitled to:
  - a) completion of purchasing Own shares before lapse of deadline 30<sup>th</sup> March 2015 or before exhausting all means which are mentioned in section 1 point 2 of this resolution,

- b) waiving the purchasing of Own shares totally or partly.
3. The Ordinary General Shareholders' Meeting of ABC Data S.A. hereby authorizes Management Board of ABC Data S.A. to indicate purpose of purchasing Own shares and establishing detailed terms and conditions of purchasing Own shares within scope not regulated by the hereby resolution and authorizes Management Board of ABC Data S.A. to perform all legal activities and/or actual ones aiming at execution of this resolution including to conclude agreement with an investment company in the meaning of provisions of Act on trading financial instruments as of July 29, 2005 concerning purchase of Own shares.
  4. Pursuant to § 15 section 2 letter of Statute of ABC Data S.A. Management Board is obliged to obtain consent for purchasing Own shares as well as opinion of Supervisory Board for taking up activities specified in section 2 of this resolution.
  5. In the period of binding of authorization granted pursuant to the hereby resolution of Management Board of ABC Data S.A. is obliged to present, pursuant to art. 363 § 1 of Commercial Companies Code, at each General Shareholders' Meeting of ABC Data S.A. the following information:
    - a) reasons or aims of purchasing Own shares,
    - b) number and nominal value of purchased Own shares,
    - c) share of purchased Own shares in share capital of ABC Data S.A.,
    - d) total price of purchasing Own shares and costs of purchasing Own shares.
  6. Management Board of ABC Data S.A., after completion of purchasing Own shares and establishing pursuant to section 1 letter h point ii aim of purchasing Own shares as purchasing Own shares in order to redeem them, shall summon General Shareholders' Meeting of ABC Data S.A., on which agenda there shall be placed especially resolutions concerning redemption of Own shares and decrease of share capital of ABC Data S.A. in the result of redemption of Own shares.

## §2

1. The Ordinary General Shareholders' Meeting of ABC Data S.A. hereby decides to create in ABC Data S.A. the "The Reserve capital for purchase of own shares" and to allocate from the supplementary capital to "The Reserve capital for purchase of own shares" the amount of 20 000 000,00 PLN.
2. The Ordinary General Shareholders' Meeting of ABC Data S.A. hereby allows to use the "The Reserve capital for purchase of own shares", referred to in clause 1, for financing of purchase of own shares executed on basis of this Resolution.

## § 3

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

**Voting:**

- For
- Against
- Abstaining
- At the Proxy's discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be coressed out if not applicable*

**Resolution no. 29**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 23, 2014**

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

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, 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 entities 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 1,252,222 (say: one million two hundred and fifty two thousand two hundred and twenty two) by way of an issue of not more than 1,252,222 (say: one million two hundred and fifty two thousand two hundred and twenty two) 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 1,252,222 (say: one million two hundred and fifty two thousand two hundred and twenty two) 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 1,252,222 (say: one million two hundred and fifty two thousand two hundred and twenty two) series J Shares.
4. The Scheme shall cover members of the Company's Supervisory Board and Management Board and persons selected by the Company's Management Board from amongst the key persons of the Company ("**Eligible Persons**").
5. The total number of persons covered by the Scheme in the entire Scheme period shall not exceed 99.
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. The List of Eligible Persons shall contain at least the first names, surnames and addresses of the Eligible Persons and the maximum number of Warrants to be acquired by each Eligible Person.
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 sits on the Management Board of the Company or is a member of Supervisory Board of the Company (“Professional Relationship”) on the day on which the General Meeting of Shareholders approves the Company’s financial statement for 2013 (“Loyalty Condition”) and simultaneously:

2/ EBITDA disclosed in the Company’s financial statement for 2013 resulting from the 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 the financial statement for 2013 is approved to 31 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 the financial statement for 2013 is approved 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. The Supervisory Board shall be authorized to determine in the Incentive Scheme By-Laws all conditions under which warrants can be taken up and the Eligible Persons’ rights to take up Shares can be lost, other than these determined by this Resolution.

## § 3

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

**Voting:**

- For
- Against
- Abstaining

**Number of votes:**

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At the Proxy's discretion .....

*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. 30**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 23, 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 Supervisory Board, Management Board and Key Persons of the Company 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. 29 dated 23<sup>rd</sup> June 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. 30 in the register of entrepreneurs the Company shall not more than 1,252,222 (say: one million two hundred and fifty two thousand two hundred and twenty two) series I subscription warrants ("**Series I Subscription Warrants**").
2. The Series I Subscription Warrants shall give the right to take up not more than 1,252,222 (say: one million two hundred and fifty two thousand two hundred and twenty two) 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 99 (ninety-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 1,252,222 (say: one million two hundred and fifty two thousand two hundred and twenty two) 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. 29 dated [•] determining the implementation principles of the Company's Incentive Scheme, and include:

- a/ Supervisory Board members
- b/ members of the Company's Management Board;
- c/ Key Persons of the Company;

- 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 the financial statement for 2013 is approved to 31 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 the financial statement for 2013 is approved,

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

#### **§ 8 Conditional increase**

1. The Company's share capital shall be conditionally increased by an amount not exceeding PLN 1,252,222 (say: one million two hundred and fifty two thousand two hundred and twenty two zloty) by way of an issue of not more than 1,252,222 (say: one million two hundred and fifty two thousand two hundred and twenty two) 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 1,252,222 (say: one million two hundred and fifty two thousand two hundred and twenty two zloty).

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 1,252,222 (say: one million two hundred and fifty two thousand two hundred and twenty two) 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 99 (ninety-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:
  - 1) submit the Series I Subscription Warrant document, unless it has been deposited with the Company;

- 2) submit a document confirming payment in full of a contribution towards Series J Shares.

### **§ 10. Dividend**

1. 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 day immediately preceding the date of the General Meeting of the Company the agenda of which includes adoption of a resolution concerning the division of profits or covering of losses of the given financial year, dividend shall be payable in respect of Series J Shares for the above-mentioned financial year, i.e. a year commencing on January 1<sup>st</sup> 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 on the day or after the day of the General Meeting of the Company the agenda of which includes adoption of a resolution concerning the division of profit or covering of losses for the given financial year – dividend shall be payable in respect of Series J Shares starting from January 1<sup>st</sup> of the financial year in which the shares are delivered.
2. If Series J Shares are dematerialized shares, then the term “delivery of the Shares” referred to under sec. 1 shall be understood as “recording Series J Shares in the Shareholder’s securities account”.

### **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 Gielda 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 51,902,746 (fifty one million nine hundred and two thousand seven hundred and forty-six 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. 30 of the General Meeting of the Company dated 23<sup>rd</sup> June 2014, the nominal value of which shall not exceed 1,252,222 (say: one million two hundred and fifty two thousand two hundred and twenty two zloty)."

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 1,252,222 (say: one million two hundred and fifty two thousand two hundred and twenty two) 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. 30 of the General Meeting of the Company dated 23<sup>rd</sup> June 2014.”

**§ 13**

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

**Voting:**

- For
- Against
- Abstaining
- At the Proxy’s discretion

**Number of votes:**

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*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder’s signature*

*\* dotted spaces should be crossed out if not applicable*

**Resolution no. 31**  
**of the Ordinary General Meeting of ABC Data S.A.**  
**of June 23, 2014**

**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 passed by present the Ordinary General Meeting of ABC Data S.A. in resolutions No 30 and 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 and 24<sup>th</sup> February 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.
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: [www.abcddata.com.pl](http://www.abcddata.com.pl).

## II. SHARE CAPITAL, SHAREHOLDERS, SHARES

### § 7

1. The Company's share capital is 125.259.301 (one hundred twenty five million two hundred fifty nine thousand three hundred one) Polish zloty and is divided into 125.259.301 (one hundred twenty five million two hundred fifty nine thousand three hundred one) 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 series D shares 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 series F shares numbered F 000 001 to F 304 625,
  - g) 304,625 (three hundred four thousand six hundred twenty five) ordinary bearer series G shares numbered G 000 001 to G 304 625,
  - h) 22.000.000 (twenty two milion) ordinary bearer series H shares numbered H 00 000 001 to H 22 000 000,
  - i) 7.598 (seven thousand five hundred ninety eight) ordinary bearer series I shares numbered I 0 001 to I 7 598.
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 51,902,746 (fifty one million nine hundred and two thousand seven hundred and forty-six zloty) Polish zloty and comprise:
  - 1) the conditional share capital increase under resolution No. 2 of the General Meeting of the Company of 21 December 2007, the maximum nominal value of which was set at 44,000,000 (forty four million) Polish zloty,
  - 2) the conditional share capital increase under resolution No. 6 of the General Meeting of the Company of 28 April 2008 and resolution No. 5 of the General Meeting of the Company of 15 December 2009, the maximum nominal value of which was set at 3,412,668 (three million four hundred twelve thousand six hundred sixty eight) Polish zloty,
  - 3) the conditional share capital increase under resolution No. 7 of the General Meeting of the Company of 28 April 2008, the maximum nominal value of which was set at 1,109,440 (one million one hundred nine thousand four hundred forty) Polish zloty,
  - 4) the conditional share capital increase under resolution No 23 of the General Meeting of Company of June 30<sup>th</sup> 2011, the maximum nominal value of which was set at 2,128,416 (two million one hundred nine thousand two hundred sixteen) Polish zloty,
  - 5) a conditional share capital increase effected under resolution no. 30 of the General Meeting of the Company dated 23<sup>rd</sup> June 2014, the nominal value of which shall not exceed 1,252,222 (say: one million two hundred and fifty two thousand two hundred and twenty two zloty).
2. The conditional share capital increase referred to in sub-para. 1 item 1):
  - 1) shall be effected through the issue of ordinary bearer series C shares of the nominal value of 1 (one) Polish zloty each, the total number of which shall not exceed 44,000,000 (forty four million),
  - 2) the series C shares shall be subscribed by eligible holders of the series B convertible bonds issued in connection with resolution No. 2 of the General Meeting of the Company's Shareholders of 28 April 2008.
3. The conditional share capital increase referred to in sub-para. 1 item 2):
  - 1) shall be effected through the issue of ordinary bearer series D shares of the nominal value of 1 (one) Polish zloty each, the total number of which shall not exceed 3,412,668 (three million four hundred twelve thousand six hundred sixty eight),
  - 2) series D shares shall be subscribed by the holder of the subscription warrants taken up by the holder of the series A bonds issued in connection with resolution No. 6 of

the General Meeting of the Company's Shareholders of 28 April 2008 and resolution No. 5 of the General Meeting of the Company's Shareholders of 15 December 2010.

4. The conditional share capital increase referred to in sub-para. 1 item 3):
  - 1) shall be effected through the issue of ordinary bearer shares:
    - a) series E of the nominal value of 1 (one) Polish zloty each, the total number of which shall not exceed 369,813 (three hundred sixty nine thousand eight hundred thirteen),
    - b) series F of the nominal value of 1 (one) Polish zloty each, the total number of which shall not exceed 369,813 (three hundred sixty nine thousand eight hundred thirteen),
    - c) series G of the nominal value of 1 (one) Polish zloty each, the total number of which shall not exceed 369,814 (three hundred sixty nine thousand eight hundred fourteen),
  - 2) the series E, F and G shares shall be subscribed by the holders of, respectively, the series B, C and D subscription warrants issued in connection with resolution No. 7 of the General Meeting of the Company's Shareholders of 28 April 2008.
5. The conditional share capital increase referred to in sub-para. 1 item 4):
  - 1) shall be effected through the issue of ordinary bearer shares series I of the nominal value of 1 (one) Polish zloty each, the total number of which shall not exceed 2,128,416 (two million one hundred twenty eight thousand four hundred sixteen),
  - 2) the series D shares shall be subscribed by eligible holders of the series E, F, G and H convertible bonds issued in connection with resolution No. 23 of the General Meeting of the Company's Shareholders of June 30<sup>th</sup> 2011.
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 1,252,222 (say: one million two hundred and fifty two thousand two hundred and twenty two) 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. 30 of the General Meeting of the Company dated 23<sup>rd</sup> June 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.

**Voting:**

- For
- Against
- Abstaining
- At the Proxy’s discretion

**Number of votes:**

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 .....  
 .....  
 .....

*Contents of the notice of opposition\*:*

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*Contents of the instruction\*:*

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*Shareholder's signature*

*\* dotted spaces should be crossed out if not applicable*