

Documents presented to the Ordinary General Meeting of Shareholders of ABC Data S.A. convened on 23rd June 2014

On 17th April ABC Data S.A. published annual report No. R 2013 including:

- the report of the Management Board on the activities of ABC Data S.A. for the financial year 2013,
- the financial statements of ABC Data S.A. for the financial year 2013,
- the opinion and report on the audit of the financial statements of ABC Data S.A. for the financial year 2013.

On 17th April ABC Data S.A. published annual report No. RS 2013 including:

- the report of the Management Board on the activities of ABC Data S.A. Group for the financial year 2013,
- the consolidated financial statements of ABC Data S.A. Group for the financial year 2013,
- the opinion and report on the audit of the consolidated financial statements of ABC Data S.A. Group for the financial year 2013.

The documents are published on ABC Data S.A.'s internet website www.abcddata.com.pl and are available at the registered office of ABC Data S.A.

Warsaw, 5th May 2014

**Motion of the Management Board of ABC Data S.A.
to the Ordinary General Meeting of Shareholders of ABC Data S.A.
concerning the distribution of the profit of the ABC Data S.A. for the financial year
2013 and dividend payment**

The Management Board of ABC Data S.A. hereby proposes to the Ordinary General Meeting of Shareholders:

- 1) 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) the amount of 8 000 167,91 PLN (in words: eight million one hundred sixty seven Polish zloty and 91/100) to allocate from „The Reserve capital for purchase of own shares” established by resolution No 5 of Extraordinary General Shareholders Meeting of ABC Data S.A. dated 30th September, 2011 regarding the 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, to dividend for ABC Data S.A. shareholders;
- 3) 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) to allocate from the supplementary capital from retained earnings from previous years to dividend for ABC Data S.A. shareholders;

after taking into account points 1 – 3 above, 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 to pay as the dividend for ABC Data S.A. shareholders after adopting the relevant resolutions by the Ordinary General Meeting of Shareholders.

The resolutions of the Supervisory Board of ABC Data S.A. dated 6th May 2014 including the opinion of the Supervisory Board of ABC Data S.A. concerning the matters to be resolved by the Ordinary General Meeting of Shareholders convened on 23rd June 2014, the report of the Supervisory Board of ABC Data on activities of the Supervisory Board for financial year 2013 and the resolution dated 26th May 2014 on opinion concerning the draft resolutions for Ordinary Shareholders' Meeting of ABC Data S.A.

**Uchwała nr 5/2014 z dnia 6 maja 2014 r.
Rady Nadzorczej ABC Data S.A. z siedzibą w Warszawie
w sprawie oceny sprawozdania Zarządu z działalności ABC Data S.A.
w roku obrotowym 2013**

**Resolution No 5/2014, dated 6th May 2014,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on assessment of the Management Board report on activity of ABC Data S.A.
for the financial year 2013**

Rada Nadzorcza ABC Data S.A. z siedzibą w Warszawie (Spółka), działając na podstawie § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 z dnia 15 grudnia 2009 r. Nadzwyczajnego Walnego Zgromadzenia oraz zgodnie z art. 382 § 3 Kodeksu spółek handlowych i § 15 ust. 2 lit. a Statutu (tekst jednolity przyjęty przez Zwyczajne Walne Zgromadzenie uchwałą nr 25 z dnia 10 czerwca 2013 r.), niniejszym postanawia, co następuje:

§ 1

Rada Nadzorcza pozytywnie ocenia sprawozdanie Zarządu z działalności Spółki w roku obrotowym 2013 i rekomenduje Zwyczajnemu Walnemu Zgromadzeniu jego zatwierdzenie.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 of the Regulations of the Supervisory Board, approved by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 15th December 2009 and pursuant to article 382 clause 3 of the Code of commercial companies and § 15 clause 2 letter a of the Articles of Association (unified text adopted by the resolution No 25 of the Ordinary Shareholders' Meeting, dated 10th June 2013), hereby resolves as follows:

§ 1

The Supervisory Board has positively assessed the Management Board report on the activity of the Company for the financial year 2013 and recommends to the Ordinary Shareholders' Meeting to approve it.

§ 2

This resolution comes in force on the day it is taken.

**Uchwała nr 6/2014 z dnia 6 maja 2014 r.
Rady Nadzorczej ABC Data S.A. z siedzibą w Warszawie
w sprawie oceny jednostkowego sprawozdania finansowego za rok obrotowy 2013**

**Resolution No 6/2014, dated 6th May 2014,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on assessment of a separate financial statement for the financial year 2013**

Rada Nadzorcza ABC Data S.A. z siedzibą w Warszawie (Spółka), działając na podstawie § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 z dnia 15 grudnia 2009 r. Nadzwyczajnego Walnego Zgromadzenia oraz zgodnie z art. 382 § 3 Kodeksu spółek handlowych i § 15 ust. 2 lit. a Statutu (tekst jednolity przyjęty przez Zwyczajne Walne Zgromadzenie uchwałą nr 25 z dnia 10 czerwca 2013 r.), niniejszym postanawia, co następuje:

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 of the Regulations of the Supervisory Board, approved by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 15th December 2009 and pursuant to article 382 clause 3 of the Code of commercial companies and § 15 clause 2 letter a of the Articles of Association (unified text adopted by the resolution No 25 of the Ordinary Shareholders' Meeting, dated 10th June 2013), hereby resolves as follows:

§ 1

Rada Nadzorcza pozytywnie ocenia jednostkowe sprawozdanie finansowe Spółki za rok obrotowy 2013, na które składa się:

- bilans sporządzony na dzień 31 grudnia 2013 r., który po stronie aktywów i pasywów wykazuje sumę **863 601 tysięcy złotych**;
- sprawozdanie z całkowitych dochodów za rok obrotowy kończący się tego dnia wykazujące całkowity dochód ogółem w kwocie **39 570 tysięcy złotych** oraz zysk netto w kwocie **39 422 tysięcy złotych**;
- zestawienie zmian w kapitale własnym za rok obrotowy kończący się tego dnia i wykazujące zwiększenie kapitału własnego o kwotę **9 873 tysięcy złotych**;
- rachunek przepływów pieniężnych za rok obrotowy kończący się tego dnia wykazujący zmniejszenie stanu środków pieniężnych netto na sumę **922 tysięcy złotych**;
- informacje objaśniające do jednostkowego sprawozdania finansowego

i rekomenduje Zwyczajnemu Walnemu Zgromadzeniu zatwierdzenie jednostkowego sprawozdania finansowego Spółki za rok obrotowy 2013.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

§ 1

The Supervisory Board has positively assessed the separate financial statements of the Company for the financial year 2013 comprising:

- 1) the balance sheet as at December 31, 2013 with total assets and total liabilities and equity of **PLN 863 601 thousand**;
- 2) the separate 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) the separate statement of changes in equity for year then ended with an increase in equity of **PLN 9 873 thousand**;
- 4) the separate cash flow statement for the year then ended with a decrease of cash of **PLN 922 thousand**;
- 5) explanatory information to the separate financial statements

and recommends to the Ordinary Shareholders' Meeting the approval of the separate financial statements of the Company for the 2013 financial year.

§ 2

This resolution comes in force on the day it is taken.

**Uchwała nr 7/2014 z dnia 6 maja 2014 r.
Rady Nadzorczej ABC Data S.A. z siedzibą w Warszawie
w sprawie oceny sprawozdania Zarządu z działalności Grupy Kapitałowej ABC Data S.A.
w roku obrotowym 2013**

**Resolution No 7/2014, dated 6th May 2014,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on assessment of the Management Board report on the activity of the ABC Data S.A. Capital Group
for the financial year 2013**

Rada Nadzorcza ABC Data S.A. z siedzibą w Warszawie (Spółka), działając na podstawie § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 z dnia 15 grudnia 2009 r. Nadzwyczajnego Walnego Zgromadzenia oraz zgodnie z art. 382 § 3 Kodeksu spółek handlowych i § 15 ust. 2 lit. a Statutu (tekst jednolity przyjęty przez Zwyczajne Walne Zgromadzenie uchwałą nr 25

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 of the Regulations of the Supervisory Board, approved by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 15th December 2009 and pursuant to article 382 clause 3 of the Code of commercial companies and § 15 clause 2 letter a of the Articles of Association (unified text adopted by the resolution No 25 of the

z dnia 10 czerwca 2013 r.), niniejszym postanawia, co następuje:

§ 1

Rada Nadzorcza pozytywnie ocenia sprawozdanie Zarządu z działalności Grupy Kapitałowej ABC Data S.A. za rok obrotowy 2013 i rekomenduje Zwyczajnemu Walnemu Zgromadzeniu jego zatwierdzenie.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

Ordinary Shareholders' Meeting, dated 10th June 2013), hereby resolves as follows:

§ 1

The Supervisory Board has positively assessed the Management Board report on the activity of ABC Data S.A. Capital Group for the financial year 2013 and recommends to the Ordinary Shareholders' Meeting to approve it.

§ 2

The resolution comes in force on the day it is taken.

**Uchwała nr 8/2014 z dnia 6 maja 2014 r.
Rady Nadzorczej ABC Data S.A. z siedzibą w Warszawie
w sprawie oceny skonsolidowanego sprawozdania finansowego za rok obrotowy 2013**

**Resolution No 8/2014, dated 6th May 2014,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on assessment of a consolidated financial statement for the financial year 2013**

Rada Nadzorcza ABC Data S.A. z siedzibą w Warszawie (Spółka), działając na podstawie § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 z dnia 15 grudnia 2009 r. Nadzwyczajnego Walnego Zgromadzenia oraz zgodnie z art. 382 § 3 Kodeksu spółek handlowych i § 15 ust. 2 lit. a Statutu (tekst jednolity przyjęty przez Zwyczajne Walne Zgromadzenie uchwałą nr 25 z dnia 10 czerwca 2013 r.), niniejszym postanawia, co następuje:

§ 1

Rada Nadzorcza pozytywnie ocenia skonsolidowane sprawozdanie finansowe Grupy Kapitałowej ABC Data S.A. za rok obrotowy 2013, na które składa się:

- skonsolidowany bilans sporządzony na dzień 31 grudnia 2013 r., który po stronie aktywów i pasywów wykazuje sumę **916 521 tysięcy złotych**;
- skonsolidowane sprawozdanie z całkowitych dochodów za rok obrotowy kończący się tego dnia wykazujące całkowity dochód ogółem w kwocie **57 151 tysięcy złotych** i zysk netto w kwocie **59 185 tysięcy złotych**;
- skonsolidowane zestawienie zmian w kapitale własnym za rok obrotowy kończący się tego dnia wykazujące zwiększenie skonsolidowanego

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 of the Regulations of the Supervisory Board, approved by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 15th December 2009 and pursuant to article 382 clause 3 of the Code of commercial companies and § 15 clause 2 letter a of the Articles of Association (unified text adopted by the resolution No 25 of the Ordinary Shareholders' Meeting, dated 10th June 2013), hereby resolves as follows:

§ 1

The Supervisory Board has positively assessed the consolidated financial statement of ABC Data S.A. Capital Group for the 2013 financial year comprising:

- 1) the consolidated balance sheet as at December 31, 2013 with total assets and total liabilities and equity of **PLN 916 521 thousand**;
- 2) the 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) the consolidated statement of changes in equity for year then ended with an increase in equity of **PLN 27 454 thousand**;
- 4) the consolidated cash flow statement for the year then ended with an increase of cash of **PLN 3 315 thousand**;

kapitału własnego o kwotę **27 454 tysięcy złotych**;

- skonsolidowany rachunek przepływów pieniężnych za rok obrotowy kończący się tego dnia wykazujący zwiększenie stanu środków pieniężnych netto o kwotę **3 315 tysięcy złotych**;
 - informacje objaśniające do skonsolidowanego sprawozdania finansowego
- i rekomenduje Zwyczajnemu Walnemu Zgromadzeniu zatwierdzenie skonsolidowanego sprawozdania finansowego Grupy Kapitałowej ABC Data S.A. za rok obrotowy 2013.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

5) explanatory information to the separate financial statements

and recommends to the Ordinary Shareholders' Meeting the approval of the consolidated financial statement of ABC Data S.A. Capital Group for the financial year 2013.

§ 2

This resolution come in force on the day it is taken.

**Uchwała nr 9/2014 z dnia 6 maja 2014 r.
Rady Nadzorczej ABC Data S.A. z siedzibą w Warszawie
w sprawie oceny wniosku Zarządu w sprawie podziału zysku netto ABC Data S.A.
i rekomendacji wypłaty dywidendy za rok obrotowy 2013**

**Resolution No 9/2014, dated 6th May 2014,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on assessment of the motion of the Management Board on distribution of the net profit of ABC
Data S.A. and payment the dividend for the financial year 2013**

Rada Nadzorcza ABC Data S.A. z siedzibą w Warszawie (Spółka), działając na podstawie § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 z dnia 15 grudnia 2009 r. Nadzwyczajnego Walnego Zgromadzenia oraz zgodnie z art. 382 § 3 Kodeksu spółek handlowych i § 15 ust. 2 lit. a Statutu (tekst jednolity przyjęty przez Zwyczajne Walne Zgromadzenie uchwałą nr 25 z dnia 10 czerwca 2013 r.), niniejszym postanawia, co następuje:

§ 1

Rada Nadzorcza pozytywnie ocenia wniosek Zarządu w sprawie podziału zysku netto Spółki za rok obrotowy 2013 i rekomenduje Zwyczajnemu Walnemu:

- 1) zysk netto Spółki za rok obrotowy 2013 w kwocie **39 422 232,52 zł** podzielić w ten sposób, że:
 - a) 1) kwotę **3 153 778,60 zł**, stanowiącą 8% zysku netto Spółki za rok obrotowy 2013,

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 of the Regulations of the Supervisory Board, approved by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 15th December 2009 and pursuant to article 382 clause 3 of the Code of commercial companies and § 15 clause 2 letter a of the Articles of Association (unified text adopted by the resolution No 25 of the Ordinary Shareholders' Meeting, dated 10th June 2013), hereby resolves as follows:

§ 1

The Supervisory Board has positively assessed the motion of the Management Board on distribution of the Company's net profit for the financial year 2013 and recommends to the Ordinary Shareholders' Meeting:

the Company's net profit for the financial year 2013 in the amount of **PLN 39 422 232,52** to distribute in the following way:

- zgodnie z art. 396 § 1 Kodeksu spółek handlowych, przenieść na obowiązkowy kapitał zapasowy tworzony na pokrycie strat bilansowych,
- b) 2) kwotę **36 268 453,92 zł** przeznaczyć na wypłatę dywidendy dla akcjonariuszy Spółki,
- 2) 3) kwotę **8 000 167,91 zł** przenieść z kapitału rezerwowego na nabycie akcji własnych, ustanowionego uchwałą nr 5 Nadzwyczajnego Walnego Zgromadzenia z dnia 30 września 2011 r. w sprawie udzielenia Zarządowi upoważnienia do nabycia akcji własnych w celu ich umorzenia lub dalszej odsprzedaży, na poczet wypłaty dywidendy dla akcjonariuszy Spółki,
- 3) 4) kwotę w wysokości nie więcej niż **1 439 868,31 zł** przenieść z kapitału zapasowego utworzonego z niepodzielonych zysków z lat ubiegłych na poczet wypłaty dywidendy dla akcjonariuszy Spółki,
- 4) 5) po uwzględnieniu pkt 2, pkt 3 i pkt 4 kwotę w łącznej wysokości nie więcej niż **45 708 490,14 zł**, to jest kwotę **0,36 zł** na jedną akcję, wypłacić jako dywidendę akcjonariuszom Spółki po podjęciu przez Zwyczajne Walne Zgromadzenia stosownych uchwał.
- 1) the amount of **PLN 3 153 778,60** representing 8% of the Company's net profit for financial year 2013, according to clause 396 § 1 the Code of commercial companies, to allocate to obligatory supplementary capital created for covering of financial loss,
- 2) the amount of **PLN 36 268 453,92** to assign for the dividend for the Company's shareholders,
- 3) the amount of **PLN 8 000 167,91** to allocate from the reserve capital for purchase of own shares established by the resolution No 5 of Extraordinary Shareholders' Meeting dated on 30th September, 2011 regarding to appointment of the Management Board to purchase own shares in order to redemption of own shares or further resale of own shares, for dividend for the Company's shareholders,
- 4) the amount of not more than **PLN 1 439 868,31** to allocate from the supplementary capital from retained earnings from previous years , for dividend for the Company's shareholders,
- 5) taking into consideration clause 2), clause 3) and clause 4) above to pay the dividend in the amount of not more **PLN 45 708 490,14**, it means the amount of **PLN 0,36** for each share, for Company's shareholders according to proper resolutions taken by the Ordinary Shareholders' Meeting.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

§ 2

This resolution comes in force on the day it is taken.

**Uchwała nr 10/2014 z dnia 6 maja 2014 r.
Rady Nadzorczej ABC Data S.A. z siedzibą w Warszawie
w sprawie rekomendacji udzielenia Panu Norbertowi Biedrzyckiemu absolutorium z wykonania
obowiązków Prezesa Zarządu w roku obrotowym 2013**

**Resolution No 10/2014, dated 6th May 2014,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on recommendation for granting a vote of acceptance to Mr Norbert Biedrzycki, confirming the
discharge of his duties as the President of the Management Board in the financial year 2013**

Rada Nadzorcza ABC Data S.A. z siedzibą w Warszawie (Spółka), działając na podstawie § 7 ust. 1 i § 2 ust. 4 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 z dnia 15 grudnia 2009 r. Nadzwyczajnego Walnego Zgromadzenia oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, niniejszym postanawia, co następuje:

§ 1

Rada Nadzorcza rekomenduje Zwyczajnemu Walnemu Zgromadzeniu udzielenie Panu Norbertowi Biedrzyckiemu absolutorium z wykonania obowiązków Prezesa Zarządu w roku obrotowym 2013.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 and § 2 clause 4 of the Regulations of the Supervisory Board, approved by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 15th December 2009, and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies hereby resolves as follows:

§ 1

The Supervisory Board recommends to the Ordinary Shareholders' Meeting to grant a vote of acceptance to Mr Norbert Biedrzycki, confirming the discharge of his duties as the President of the Management Board in the financial year 2013.

§ 2

This resolution comes in force on the day it is taken.

**Uchwała nr 11/2014 z dnia 6 maja 2014 r.
Rady Nadzorczej ABC Data S.A. z siedzibą w Warszawie
w sprawie rekomendacji udzielenia Pani Ilonie Weiss absolutorium z wykonania obowiązków
Wiceprezesa Zarządu w roku obrotowym 2013**

**Resolution No 11/2014, dated 6th May 2014,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on recommendation for granting a vote of acceptance to Mrs Ilona Weiss, confirming the discharge
of her duties as the Vice-President of the Management Board in the financial year 2013**

Rada Nadzorcza ABC Data S.A. z siedzibą w Warszawie (Spółka), działając na podstawie § 7 ust. 1 i § 2 ust. 4 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 z dnia 15 grudnia 2009 r. Nadzwyczajnego Walnego Zgromadzenia oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, niniejszym postanawia, co następuje:

§ 1

Rada Nadzorcza rekomenduje Zwyczajnemu Walnemu Zgromadzeniu udzielenie Pani Ilonie Weiss absolutorium z wykonania obowiązków Wiceprezesa Zarządu w roku obrotowym 2013.

§ 2

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 and § 2 clause 4 of the Regulations of the Supervisory Board, approved by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 15th December 2009, and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies hereby resolves as follows:

§ 1

The Supervisory Board recommends to the Ordinary Shareholders' Meeting to grant a vote of acceptance to Mrs Ilona Weiss, confirming the discharge of her duties as the Vice-President of the Management Board in the financial year 2013.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia. This resolution comes in force on the day it is taken.

W głosowaniu tajnym oddano ogółem głosów, w tym głosów za, głosów przeciw, głosów wstrzymało się. Total number of votes casted in secret voting, including votes for the resolution, against, abstained.

**Uchwała nr 12/2014 z dnia 6 maja 2014 r.
Rady Nadzorczej ABC Data S.A. z siedzibą w Warszawie
w sprawie rekomendacji udzielenia Panu Wojciechowi Łastowieckiemu absolutorium z wykonania
obowiązków Wiceprezesa Zarządu w roku obrotowym 2013**

**Resolution No 12/2014, dated 6th May 2014,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on recommendation for granting a vote of acceptance to Mr Wojciech Łastowiecki, confirming the
discharge of his duties as the Vice-President of the Management Board for the financial year 2013**

Rada Nadzorcza ABC Data S.A. z siedzibą w Warszawie (Spółka), działając na podstawie § 7 ust. 1 i § 2 ust. 4 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 z dnia 15 grudnia 2009 r. Nadzwyczajnego Walnego Zgromadzenia oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, niniejszym postanawia, co następuje:

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 and § 2 clause 4 of the Regulations of the Supervisory Board, approved by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 15th December 2009, and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies hereby resolves as follows:

§ 1

Rada Nadzorcza rekomenduje Zwyczajnemu Walnemu Zgromadzeniu udzielenie Panu Wojciechowi Łastowieckiemu absolutorium z wykonania obowiązków Wiceprezesa Zarządu w roku obrotowym 2013.

§ 1

The Supervisory Board recommends to the Ordinary Shareholders' Meeting to grant a vote of acceptance to Mr Wojciech Łastowiecki, confirming the discharge of his duties as the Vice-President of the Management Board in the financial year 2013.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

§ 2

This resolution comes in force on the day it is taken.

**Uchwała nr 13/2014 z dnia 6 maja 2014 r.
Rady Nadzorczej ABC Data S.A. z siedzibą w Warszawie
w sprawie rekomendacji udzielenia Panu Dobrosławowi Wereszko absolutorium z wykonania
obowiązków Członka Zarządu w roku obrotowym 2013**

Resolution No 13/2014, dated 6th May 2014,

**of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on recommendation for granting a vote of acceptance to Mr Dobrosław Wereszko, confirming the
discharge of his duties as the Member of the Management Board in the financial year 2013**

Rada Nadzorcza ABC Data S.A. z siedzibą w Warszawie (Spółka), działając na podstawie § 7 ust. 1 i § 2 ust. 4 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 z dnia 15 grudnia 2009 r. Nadzwyczajnego Walnego Zgromadzenia oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, niniejszym postanawia, co następuje:

§ 1

Rada Nadzorcza rekomenduje Zwyczajnemu Walnemu Zgromadzeniu udzielenie Panu Dobrosławowi Wereszko absolutorium z wykonania obowiązków Członka Zarządu w roku obrotowym 2013.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 and § 2 clause 4 of the Regulations of the Supervisory Board, approved by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 15th December 2009, and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies hereby resolves as follows:

§ 1

The Supervisory Board recommends to the Ordinary Shareholders' Meeting to grant a vote of acceptance to Mr Dobrosław Wereszko, confirming the discharge of his duties as the Member of the Management Board in the financial year 2013.

§ 2

The resolution comes in force on the day it is taken.

**Uchwała nr 14/2014 z dnia 6 maja 2014 r.
Rady Nadzorczej ABC Data S.A. z siedzibą w Warszawie
w sprawie rekomendacji udzielenia Panu Tomaszowi Zatorskiemu absolutorium z wykonania
obowiązków Członka Zarządu w roku obrotowym 2013**

**Resolution No 14/2014, dated 6th May 2014,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on recommendation for granting a vote of acceptance to Mr Tomasz Zatorski, confirming the
discharge of his duties as the Member of the Management Board in the financial year 2013**

Rada Nadzorcza ABC Data S.A. z siedzibą w Warszawie (Spółka), działając na podstawie § 7 ust. 1 i § 2 ust. 4 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 z dnia 15 grudnia 2009 r. Nadzwyczajnego Walnego Zgromadzenia oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, niniejszym postanawia, co następuje:

§ 1

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 and § 2 clause 4 of the Regulations of the Supervisory Board, approved by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 15th December 2009, and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies hereby resolves as follows:

§ 1

Rada Nadzorcza rekomenduje Zwyczajnemu Walnemu Zgromadzeniu udzielenie Panu Tomaszowi Zatorskiemu absolutorium z wykonania obowiązków Członka Zarządu w roku obrotowym 2013.

The Supervisory Board recommends to the Ordinary Shareholders' Meeting to grant a vote of acceptance to Mr Tomasz Zatorski, confirming the discharge of his duties as the Member of the Management Board in the financial year 2013.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

§ 2

This resolution comes in force on the day it is taken.

**Uchwała nr 15/2014 z dnia 6 maja
Rady Nadzorczej ABC Data S.A. z siedzibą w Warszawie
w sprawie przyjęcia sprawozdania Rady Nadzorczej za rok obrotowy 2013**

**Resolution No 15/2014, dated 6th May 2014,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on approval of the Supervisory Board report for the financial year 2013**

Rada Nadzorcza ABC Data S.A. z siedzibą w Warszawie (Spółka), działając na podstawie § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 z dnia 15 grudnia 2009 r. Nadzwyczajnego Walnego Zgromadzenia oraz zgodnie z art. 382 § 3 Kodeksu spółek handlowych i § 15 ust. 2 lit. a Statutu (tekst jednolity przyjęty przez Zwyczajne Walne Zgromadzenie uchwałą nr 25 z dnia 10 czerwca 2013 r.) oraz części III pkt 1 ppkt 1 Dobrych Praktyk Spółek Notowanych na GPW, niniejszym postanawia, co następuje:

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 of the Regulations of the Supervisory Board, approved by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 15th December 2009 and pursuant to article 382 clause 3 of the Code of commercial companies and § 15 clause 2 letter a of the Articles of Association (unified text adopted by the resolution No 25 of the Ordinary Shareholders' Meeting, dated 10th June 2013), and part III clause 1 point 1 of Code of Best Practice for WSE Listed Companies hereby resolves as follows:

§ 1

Rada Nadzorcza postanawia przyjąć sprawozdanie Rady Nadzorczej, stanowiące załącznik do niniejszej uchwały, zawierające:

- 1) sprawozdanie z działalności Rady Nadzorczej w roku obrotowym 2013 wraz z oceną sytuacji Spółki z uwzględnieniem oceny kontroli wewnętrznej i systemu zarządzania ryzykiem istotnym dla Spółki,

§ 1

The Supervisory Board approves the report of the Supervisory Board, attached as appendix hereto, including:

- 1) report on the activity of the Supervisory Board in the financial year 2013 with the Company's standing including an evaluation of the internal control system and the significant risk management system,

- | | |
|---|---|
| <p>2) ocenę jednostkowego i skonsolidowanego sprawozdania finansowego Spółki za rok obrotowy 2013,</p> <p>3) ocenę sprawozdania Zarządu z działalności Spółki i Grupy Kapitałowej Spółki w roku obrotowym 2013,</p> <p>4) ocenę wniosku Zarządu w sprawie podziału zysku netto Spółki za rok 2013,</p> <p>5) wnioski Rady Nadzorczej do Zwyczajnego Walnego Zgromadzenia z ocen wskazanych w ust. 1 – 4,</p> <p>oraz przedstawić je Zwyczajnemu Walnemu Zgromadzeniu celem zatwierdzenia.</p> | <p>2) assessment of the Company's separate and consolidated financial statements for the financial year 2013,</p> <p>3) assessment of the reports of the Management Board on the activities of the Company and the Capital Group in the financial year 2013,</p> <p>4) assessment of the Management Board's motion concerning distribution of the Company's net profit for the financial year 2013,</p> <p>5) the Supervisory Board's motions to the Ordinary Shareholders' Meeting regarding the assessment pointed in clauses 1-4, and to present it to the Ordinary Shareholders' Meeting.</p> |
|---|---|

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

§ 2

This resolution comes in force on the day it is taken.

Report

of the Supervisory Board of ABC Data S.A.

for the period running from January 01, 2013 until December 31, 2013

prepared pursuant to Clause 382 paragraph 3 of Code of commercial companies and to paragraph 15 clause 2 letter a of the Articles of Association and part III clause 1 point 1 of Code of Best Practice for WSE Listed Companies

1. General Information about ABC Data S.A.

ABC Data S.A. is a joint-stock company with its registered office in Warsaw, address: Daniszewska 14, 03-230 Warsaw, and was entered into the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw under No KRS 0000287132, NIP (tax identification number) 524-26-17-178, REGON (statistical number) 141054682, the share capital in amount of PLN 125,259,301.00 – fully paid, referred to as the Company.

2. Composition of the Supervisory Board

According to Paragraph 14 Clauses 1-2 and 4 of the Articles of Association the Supervisory Board shall be composed of 5 (five) to 7 (seven) members appointed by the General Meeting of Shareholders for three years.

As of December 31, 2012, the Supervisory Board was composed of:

1. Mr Ulrich Kottmann (Chairman),
2. Mr Hans-Peter Ständer (related to Arthur Holding GmbH),
3. Mr Hans Dieter Kemler,
4. Mr Ryszard Warzocha,
5. Mr Marek Sadowski,
6. Mr Mirosław Godlewski,
7. Mr Tomasz Czechowicz (Vice-chairman, related to MCI Management S.A.).

During the 2013 financial year the composition of the Supervisory Board evolved as follows:

- on June 10, 2013 Mr Ryszard Warzoch resigned from the function of Member of Supervisory Board; the General Shareholder' Meeting appointed Mr Nevres Erol Bilecik as Member of Supervisory Board as of 10th June 2013;
- on July 29, 2013 Mr Tomasz Czechowicz resigned from function of Vice-chairman of Supervisory Board remaining Member of Supervisory Board, the Supervisory Board appointed Mr Marek Sadowski as Vice-chairman of Supervisory Board as of 29th June 2013;
- on November 29, 2013 Mr Hans-Peter Ständer resigned from the function of the Member of the Supervisory Board with effect as of end of December 31, 2013.

As of December 31, 2013, the Supervisory Board was composed of:

1. Mr Ulrich Kottmann (Chairman),
2. Mr Tomasz Czechowicz (related to MCI Management S.A.),
3. Mr Hans-Peter Ständer (related to Arthur Holding GmbH),
4. Mr Hans Dieter Kemler,
5. Mr Nevres Erol Bilecik,
6. Mr Marek Sadowski (Vice-chairman),
7. Mr Mirosław Godlewski.

As of the day of approval of this report the composition of the Supervisory Board evolved as follows:

- on January 1, 2014 Mr Fabian Bohdziul joined the Supervisory Board pursuant to paragraph 14 clause 3 sub-clause 2 letter b point ii of the Articles of Association as for MCI Management S.A. entitled body.

As of the day of approval of this report, the Supervisory Board composes of:

1. Mr Ulrich Kottmann (Chairman),
2. Mr Tomasz Czechowicz (related to MCI Management S.A.),
3. Mr Fabian Bohdziul
4. Mr Hans Dieter Kemler,
5. Mr Nevres Erol Bilecik,

6. Mr Marek Sadowski (Vice-chairman),
7. Mr Mirosław Godlewski.

3. Activity of the Supervisory Board in the 2013 financial year

During the reporting period, the Supervisory Board pursued its activity on the basis of the provisions of the Commercial companies code, the Articles of Association, the Regulations of the Supervisory Board, the Code of Best Practice for WSE Listed Companies and other applicable laws and regulations.

Assessment of the composition of the Supervisory Board:

All the Members of the Supervisory Board have knowledge and qualifications necessary to carry out their obligations. The selection of the Members of the Supervisory Board reflects care for diversity of their professional experience and skills. The Supervisory Board consists of persons with experience in managerial positions within the IT industry as well as representatives from other industries relevant to Company's business such as Banking and Financial Industry, Logistics & Wholesale Distribution. The aim of this diversification is to assure independent and professional supervision and proper assessment of the situation of the Company.

Issues addressed by the Supervisory Board

In the financial year ending on December 31, 2013, the Supervisory Board dealt with all issues falling within the competence of the Supervisory Board according to the Articles of Association. Within the scope of its activity, the Supervisory Board actively supported the Management Board in attaining the Company's goals, considered motions submitted by the Management Board and involving the matters requiring, according to the Articles of Association, the consent of the Supervisory Board, as well as became familiar with other matters presented by the Management Board.

Key issues addressed by the Supervisory Board in the year 2013:

- reviewing and assessing the Company's current financial results and periodic financial statements;
- approval of the budget for 2013;
- assessment and recommendations to the Ordinary General Shareholders' Meeting regarding approval of 2012 financial statements of the Company and the Capital Group, approval of the Management Board reports on activity of the Company and the Capital Group in 2012, the Management Board motion for the profit distribution for the 2012 financial year;
- assessment of the draft resolutions of the General Shareholders' Meeting;
- analysing the information obtained from the Management Board and relating to the Company's activity;

- systematic evaluation of the Company's financial and economic condition, market position and its key strategic initiatives and projects for the year 2013;
- setting the principles of the variable remuneration for the Management Board;
- changes of the structure and composition of the Management Board;
- consent for the establishment of the subsidiary company in Germany and Romania, that is ABC Data Germany GmbH and ABC Data Distributie SRL;
- granting authorisation on acquisition of shares of iSource S.A.;
- approval of the liquidation of the subsidiary IT Power Solution SRL;
- determining the basic terms and conditions of the incentive scheme for 2013 (ESOP 2013);
- implementing and performance of the Management Scheme;
- granting consent to the disposal of shares in Scop Computers SA;
- granting consent to the conclusion of agreements with a related company MCI Management S.A. and financial advisor Jefferies International Limited.

In order to fulfil its tasks, the Supervisory Board remained in permanent contact with the Management Board and held cyclical meetings where resolutions were adopted on the basis of motions filed by the Management Board.

Evaluation of the work of the Supervisory Board

The Supervisory Board evaluates its work in 2013 as effective. Nine meetings of the Supervisory Board were held and 50 resolutions were adopted. Pursuant to § 8 of the Regulations of the Supervisory Board the Management Board was invited to the meetings of the Supervisory Board. The Supervisory Board also invited, on a case by case basis, other employees of the Company and its subsidiaries to join the Supervisory Board meeting for particular topics. Furthermore representatives of audit firms had been invited for particular topics at certain meetings.

Summary:

In the view of the above, the Supervisory Board is well prepared to meet its statutory competences and obligations in a proper manner which guarantees an adequate oversight of the Company. It is the Supervisory Board's opinion that the operations of the Supervisory Board in 2013 have been effective and in compliance with all external and internal regulations and with the best practice.

4. Report on activities of the Audit Committee in the 2013 financial year

The Audit Committee is an internal body of the Supervisory Board. According to Paragraph 4 clause 1 sub-clause 2 of the Regulations of the Supervisory Board, the Audit Committee consists of three members of the Supervisory Board.

The composition of the Audit Committee as of December 31, 2012 was as follows:

1. Mr Ulrich Kottmann,
2. Mr Hans-Peter Ständer,
3. Mr Ryszard Warzocha.

During the 2013 financial year the composition of the Audit Committee evolved as follows:

- on June 10, 2013 Mr Ryszard Warzocha resigned from the function of Member of Supervisory Board which resulted in resignation from the function of Member of Audit Committee;
- on July 29, 2013 Mr Marek Sadowski was appointed by the Supervisory Board as Member of Audit Committee;

The composition of the Audit Committee as of December 31, 2013 was as follows:

1. Mr Ulrich Kottmann,
2. Mr Hans-Peter Ständer,
3. Mr Marek Sadowski.

As of the day of approval of this report the composition of the Supervisory Board evolved as follows:

- on March 5, 2014 Mr Fabian Bohdziul was appointed by the Supervisory Board as Member of Audit Committee.

The composition of the Audit Committee as of day of approval of this report is as follows:

1. Mr Ulrich Kottmann,
2. Mr Fabian Bohdziul,
3. Mr Marek Sadowski.

The assignment of the Audit Committee covers in particular:

- monitoring of the financial reporting process;
- monitoring of the internal control efficiency, internal audit, risk management and compliance issues;
- monitoring of the financial activities;
- monitoring of independence of the statutory auditor and the audit firm.

Activity of the Audit Committee

During the reporting period, the following documents provided the legal basis for the activity of the Audit Committee:

- The Articles of Association;
- The Regulations of the Supervisory Board;

- Act on statutory auditors and their council, entities authorized to audit financial statements, and public supervision dated May 7, 2009;
- Other laws and regulations.

In 2013 the Audit Committee held several meetings and telephone conferences. Depending on the thematic scope of the discussed matters, the Audit Committee invited representatives of the audit firm, members of the Management Board as well as other managers and key employees of the Company.

During the reporting period the Audit Committee focused on two key areas:

- To agree with the statutory auditor on the scope, methodology and timelines for the audit of the 2013 financial statements including a review of the half year reports;
- Performed the compliance test related to the financial management process and risk procedures.

Major issues addressed by the Audit Committee

- Review of the 2012 and 2013 first half year reports with representatives of the audit firm and members of the Management Board;
- Compliance test: review of the Risk Management Procedure and financial reporting process;
- Review of the Financial Reporting Process;
- Provision of the written feedback to the Management Board regarding potential areas of improvements:
 - Review the plans related to financial consolidation system,
 - Review and assessment of the internal audit function.

The Audit Committee informed via email memorandum the members of the Management Board as well as all members of the Supervisory Board about its findings and recommendations related to the above mentioned processes and procedures.

The Audit Committee's evaluation of the risk management, controlling and internal controls, financial reporting process and internal audit

The Audit Committee's evaluation of the Risk Management Process, the Controlling and internal controls process as well as the financial reporting process is overall positive however the Audit Committee together with the Management Board deems it advisable to develop the internal audit procedures in order to maintain the highest standard of corporate governance in the Company.

5. Report on activities of the Remuneration Committee in the 2013 financial year

The Remuneration Committee is an internal body of the Supervisory Board. According to Paragraph 4 clause II sub-clause 2 of the Regulations of the Supervisory Board the Remuneration Committee consists of two members of the Supervisory Board.

The composition of the Remuneration Committee in 2013 was as follows:

1. Mr Mirosław Godlewski;
2. Mr Tomasz Czechowicz.

The assignment of the Remuneration Committee covers in particular:

- Initiation and assessment of solutions regarding remuneration system for the Management Board and key managers;
- Periodical review of the remuneration system existing in the Company,
- Presentation to the Supervisory Board of the conclusions, opinions and proposals as regards the remuneration of the Management Board.

In 2013 the Remuneration Committee engaged in assessing the remuneration system existing in the Company.

6. Assessment of the Company's standing including an evaluation of the internal control system and the significant risk management system

The Supervisory Board' evaluation of the Company's condition, both with respect to its market position and financial results is positive.

Consolidated revenues reached TPLN 4 822 468, an increase of 31% compared to 2012 while the consolidated net profit reached TPLN 59 185, a increase of 90% compared to the previous period. Consolidated EBITDA for 2013 was PLN 20.7 million higher than in the previous year, which means an increase in excess of 35% y-o-y. Profitability on the EBITDA level compared to sales improved. The effect resulted mostly from the benefits of scale and optimized sales expenses.

Following elimination of events related to SCOP (in 2012 PLN -4,141,000 on discontinued operations, a provision for receivables from SCOP of PLN -943,000; in 2013 PLN 50,000 on discontinued operations, disposal of shares in SCOP and the related tax shield effect of PLN 5,047,000), the adjusted net profit of the Group on distribution activities increased by over PLN 17.9 million, i.e. nearly 50% y-o-y.

During the reporting period the Company continued development of own brand Colorovo and started operations in Germany and Romania via its wholly owned, newly established subsidiary ABC Data Germany GmbH and ABC Data Distributie SRL.

Evaluation of the internal control system and the significant risk management system

The Supervisory Board's evaluation of the risk management process, the controlling and internal controls process as well as the financial reporting process is overall positive. All processes are well documented and the respective managers / departments are fully aware of them. The internal audit function and process is in place and operates according to the current procedure. The system covers all organisational levels and units of the Company including its IT systems. The risk management Process addresses all risks and a Risk Management Officer is assigned to monitor the compliance throughout the entire organisation. The Supervisory Board deems it advisable to develop and strengthen the internal audit procedures as well as the compliance procedures as to ensure maintaining the highest standard of corporate governance in the Company. Therefore the Audit Committee agreed with Management Board to take actions in order to develop such procedures.

7. Assessment of the Company's separate and consolidated financial statements for the 2013 financial year

Pursuant to Article 382 Paragraph 3 of the Code of commercial companies, the Supervisory Board has assessed:

- a. The separate financial statement of the Company for the 2013 financial year comprising:
 - The separate balance sheet as at December 31, 2013 with total assets and total liabilities and equity of PLN 863 601 thousand;
 - The separate 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;
 - The separate statement of changes in equity for the year then ended with an increase in equity of PLN 9 873 thousand;
 - The separate cash flow statement for the year then ended with an decrease of cash net of PLN 922 thousand; and
 - Explanatory information to the separate financial statements.

for consistency with the books of account and documents as well as with the actual state of affairs;

- b. The consolidated financial statement of the Capital Group for the 2013 financial year, comprising:
 - The consolidated balance sheet as at December 31, 2013 with total assets and total liabilities and equity of PLN 916 521 thousand;
 - The 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;
 - The consolidated statement of changes in equity for the year then ended with an increase in equity of PLN 27 454 thousand;
 - The consolidated statement of cash flows for the year then ended with an increase of cash of PLN 3 315 thousand; and

- Explanatory information to consolidated financial statement.

for consistency with the books of account and documents as well as with the actual state of affairs.

The Management Board commissioned the audit of both the separate and consolidated financial statements to Deloitte Polska spółka z ograniczoną odpowiedzialnością Spółka komandytowa pursuant to the resolution of the Supervisory Board of May 15, 2013.

Having read the auditor's opinion and report and based on its own findings, the Supervisory Board has stated that the financial statement of the Company for the 2013 financial year and the consolidated financial statement of the Capital Group for the 2013 financial year had been prepared in compliance with applicable laws and regulations, as well as information reflected in the Company's relevant books and other documents, and that they gave a true and fair view of the activities of the Company and of the Capital Group in the period running from January 01, 2013 until December 31, 2013.

8. Assessment of the Management Board reports on the activities of the Company and the Capital Group in the 2013 financial year

Pursuant to Article 382 Paragraph 3 of the Code of commercial companies, the Supervisory Board has assessed:

- a. The Management Board Report on the activity of the Company in the 2013 financial year; and
- b. The Management Board Report on the activity of the Capital Group in the 2013 financial year.

for consistency with the books of account and documents as well as with the actual state of affairs.

The Supervisory Board has stated that the Management Board reports on the activity of the Company and the Capital Group in the 2013 financial year had been prepared in compliance with applicable laws and regulations and that they gave a true and fair view of the Company's and the Capital Group's activities in the period running from January 01, 2013 until December 31, 2013.

The Supervisory Board has deemed the reports submitted thereto to be exhaustive and has approved the activity of the Management Board in the 2013 financial year.

9. Assessment of the Management Board's motion concerning distribution of the Company's net profit for the 2013 financial year

The Supervisory Board has become acquainted with the Management Board's motion concerning distribution of the Company's net profit for the 2013 financial year.

Pursuant to Article 382 Paragraph 3 of the Code of commercial companies, the Supervisory Board has expressed a positive opinion on the Management Board's motion concerning

distribution of the Company's net profit in the amount of **PLN 39 422 232,52** for the financial year 2013 and payment of the dividend in the following way:

- 1) the amount of **PLN 3 153 778,60** representing 8% of the Company's net profit for financial year 2012, according to clause 396 § 1 of the Code of commercial companies, to allocate to obligatory supplementary capital created for covering of financial loss,
- 2) the amount of **PLN 36 268 453,92** of the Company's net profit for the financial year 2013 to assign for the dividend for the Company's shareholders,
- 3) the amount of **PLN 8 000 167,91** to allocate from the reserve capital for purchase of own shares established by the resolution No 5 of the General Shareholders' Meeting dated 30th September, 2011 regarding the appointment of the Management Board to purchase own shares in order to redemption of own shares or further resale of own shares, for dividend for the Company's shareholders,
- 4) the amount of not more than **PLN 1 439 868,31** to allocate from the supplementary capital from retained earnings from previous years, for dividend for the Company's shareholders,
- 5) taking into consideration clause 2), clause 3) and clause 4) above to pay the dividend in the amount of not more than **PLN 45 708 490,14**, it means the amount of **PLN 0,36** for each share, for Company's shareholders according to proper resolutions taken by the Ordinary Shareholders' Meeting.

10. Supervisory Board's recommendations to the Ordinary General Shareholders' Meeting

The Supervisory Board has recommended for the General Shareholders' Meeting to:

- a. Approve the Management Board Report on the activity of the Company in the 2013 financial year;
- b. Approve the separate financial statement of the Company for the 2013 financial year;
- c. Approve the Management Board Report on the activity of the Capital Group for the 2013 financial year;
- d. Approve the consolidated financial statement of the Capital Group for the 2013 financial year;
- e. Approve the Management Board's motion concerning distribution of the Company's net profit for the 2013 financial year and recommendation to pay the dividend;
- f. Approve this report of the Supervisory Board;
- g. Give all members of the Management Board discharge in respect of their duties in the 2013 financial year;
- h. Give all members of the Supervisory Board discharge in respect of their duties in the 2013 financial year.

Warsaw, May 6, 2014

Uchwała nr 22/2014 z dnia 26 maja 2014 r.
Rady Nadzorczej ABC Data S.A. z siedzibą w Warszawie
w sprawie opinii do projektów uchwał Zwyczajnego Walnego Zgromadzenia ABC Data S.A.

Resolution No 22/2014, dated 26th May 2014,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on opinion concerning the draft resolutions for Ordinary Shareholders' Meeting of ABC Data S.A.

Rada Nadzorcza ABC Data S.A. z siedzibą w Warszawie (Spółka), działając na podstawie § 7 ust. 1 i § 2 ust. 4 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 z dnia 15 grudnia 2009 r. Nadzwyczajnego Walnego Zgromadzenia oraz części III pkt 1 ppkt 3 Dobrych Praktyk Spółek Notowanych na GPW, niniejszym postanawia, co następuje:

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 and § 2 clause 4 of the Regulations of the Supervisory Board, approved by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 15th December 2009, and part III clause 1 point 3 of Code of Best Practice for WSE Listed Companies hereby resolves as follows:

§ 1

Rada Nadzorcza pozytywnie opiniuje projekty uchwał Zwyczajnego Walnego Zgromadzenia Spółki planowanego na czerwiec 2014 r. w brzmieniu określonym przez Zarząd w załączniku do uchwały nr 1 z dnia 19 maja 2014 r.

§ 1

The Supervisory Board has issued a positive opinion on the draft resolutions of Ordinary Shareholders' Meeting of the Company planned on June 2014 according to the attachment to the resolution No 1 of the Management Board, dated 19th May 2014.

Uchwała nr 19/2014 z dnia 6 maja 2014 r.
Rady Nadzorczej ABC Data S.A. z siedzibą w Warszawie
w sprawie zmiany Regulaminu Rady Nadzorczej

Resolution No 19/2014, dated 6th May 2014,
of the Supervisory Board of ABC Data S.A. with its registered office in Warsaw
on amendments to Regulations of the Supervisory Board

Rada Nadzorcza ABC Data S.A. z siedzibą w Warszawie (Spółka), działając na podstawie § 7 ust. 1 Regulaminu Rady Nadzorczej zatwierdzonego uchwałą nr 7 z dnia 15 grudnia 2009 r. Nadzwyczajnego Walnego Zgromadzenia i § 15 ust. 2 lit. e Statutu (tekst jednolity przyjęty przez Zwyczajne Walne Zgromadzenie uchwałą nr 25 z dnia 10 czerwca 2013 r.), niniejszym postanawia, co następuje:

The Supervisory Board of ABC Data S.A. with its registered office in Warsaw (the "Company"), on the basis of § 7 clause 1 of the Regulations of the Supervisory Board, approved by the resolution No 7 of the Extraordinary Shareholders' Meeting, dated 15th December 2009 and § 15 clause 2 letter d of the Articles of Association (unified text adopted by the resolution No 25 of the Ordinary Shareholders' Meeting, dated 10th June 2013), hereby resolves as follows:

§ 1

1. Rada Nadzorcza zmienia treść Regulaminu Rady Nadzorczej Spółki ABC Data Holding S.A., przyjęty uchwałą Rady Nadzorczej nr 13/2009 z dnia 3 grudnia 2009 r. w ten sposób, że nadaje mu nowe brzmienie w treści określonej w załączniku do niniejszej uchwały.
2. Z uwagi na wymogi korporacyjne, określone w § 22 lit. k Statutu, Rada Nadzorcza postanawia przedłożyć nowe brzmienie Regulaminu Rady Nadzorczej do zatwierdzenia Walnemu Zgromadzeniu Spółki.
3. Zmiana Regulaminu Rady Nadzorczej, o której mowa w ust. 1, wchodzi w życie z dniem jej zaaprobowania przez Walne Zgromadzenie Spółki.

§ 2

Niniejsza uchwała wchodzi w życie z dniem podjęcia.

§ 1

1. The Supervisory Board amends the Regulations of the Supervisory Board of ABC Data Holding S.A., adopted by resolution of the Supervisory Board No 13/2009 dated 3rd December 2009 by replacing the current wording with the new one as stated in attachment to this resolution.
2. Due to the corporate requirement, determined in § 22 letter k of the Articles of Association, the Supervisory Board decides to submit the new wording of Regulations of the Supervisory Board to General Shareholders' Meeting for its approval.
3. The amendments to the Regulations of the Supervisory Board, referred to in clause 1., come in force on the day of approval by General Shareholders' Meeting.

§ 2

This resolution comes in force on the day it is taken.

Annex to Resolution No 19/2014 of the Supervisory Board of ABC Data S.A. dated 6th May 2014

Regulations of the Supervisory Board of ABC Data S.A.

Para. 1

General provisions

1. The Supervisory Board is a permanent supervisory body of ABC Data S.A., a joint-stock company with its registered office in Warsaw (hereinafter the Company).
2. The Company's Supervisory Board exercises ongoing overall supervision over the Company's and its group's activity across all areas of its operations, acting pursuant to the provisions of the Code of Commercial Companies, the Company's Articles of Association, resolutions of the General Meeting and applicable laws and regulations.
3. All matters provided for in the Code of Commercial Companies and the Company's Articles of Association fall within the scope of competence of the Supervisory Board.

4. These Regulations set forth the mode and manner of operation of the Supervisory Board in all matters not otherwise regulated under the mandatory rule of law or the Company's Articles of Association referred to in Para. 1.2 hereof.
5. The Supervisory Board complies with the regulations of „Good Practices of WSE listed companies” as concerns good practices of the Supervisory Boards.
6. The Regulation of the Supervisory Board is available at the website of the Company.

Para. 2

Responsibilities and operation of the Supervisory Board

1. In the course of exercise of his responsibilities, any member of the Supervisory Board shall consider, first of all, the interest of the Company.
2. The Supervisory Board shall take adequate measures to obtain from the Management Board, on a regular basis, exhausting information on all key matters pertaining to the Company's and its group's activity, the risk associated with the pursued business activity and on methods of managing that risk.
3. The Supervisory Board shall prepare, on an annual basis, and submit to the Ordinary General Meeting a report on the activity of the Supervisory Board comprising the findings from evaluation of the Management Board's reports from the Company's activity, financial statements for a given financial year in terms of their consistency with the books of account and documents as well as with the actual state of affairs and on the Management Board's motions concerning profit distribution or loss coverage.
4. The Supervisory Board shall consider and give its opinion on the matters meant to constitute the subject-matter of the resolutions of the General Meeting. Also, the Supervisory Board shall present to the General Meeting the resolutions containing opinions on programs, plans and reports pertaining to the Company's activity and developed by the Company's Management Board.
5. As applicable, at least one member of the Supervisory Board shall take part in the sessions of the General Meeting as to enable delivery of the substantive responses to the questions posed in the course of the General Meeting.
6. No member of the Supervisory Board shall renounce exercise of his duties during the term when such renouncement could have an adverse impact on the Supervisory Board's ability to act, including a situation when it could prevent adoption of a resolution by the Supervisory Board.
7. Each member of the Supervisory Board shall inform the Company's Management Board of his ties of economic, family or other nature with the shareholder holding the shares representing not less than 5% of the total number of votes at the General Meeting.
8. In the event of an occurrence or likely occurrence of a conflict of interest, each member of the Supervisory Board shall inform the remaining members of the Supervisory Board thereof and refrain from taking part in any discussion or voting on the matter involving such conflict of interest. A breach of the provisions contained in the foregoing sentence shall not result in the invalidity of the Supervisory Board's resolution. In the case of doubt as to existence of a conflict of interest, the matter shall be decided by the Supervisory Board by way of a resolution.
9. The members of the Supervisory Board shall keep confidential the information acquired in connection with exercise of their rights and obligations on the Supervisory Board and undertake not to make such information available to third parties unless this is required for the proper exercise of the function of a member of the Supervisory Board.
10. Membership in the Supervisory Board is a subject of a remuneration. The rules and the amount of the remuneration is determined by the General Meeting.

Para. 3

Composition of the Supervisory Board

I. Chairman and Deputy Chairman

1. The Chairman and the Deputy Chairman of the Supervisory Board shall be appointed by the Supervisory Board from among the members of the Supervisory Board in a secret ballot by an ordinary majority of votes cast.
2. The Chairman of the Supervisory Board shall be responsible for:
 - a. organization of the Supervisory Board's work;
 - b. dealing with the Company's Management Board; and
 - c. representing the Supervisory Board in dealings with third parties;unless the Supervisory Board resolves otherwise, assigning particular tasks to the particular members of the Supervisory Board.
3. The Chairman of the Supervisory Board shall convene, open and conduct the meetings of the Supervisory Board and shall be entitled to exercise other powers customarily associated with his function.
4. Unless the Company's Articles of Association, these Regulations or the resolution of the Supervisory Board provide otherwise, making representations on behalf of the Supervisory Board as well as signing the documents, including the minutes or copies, shall be the responsibility of the Chairman.
5. The Deputy Chairman of the Supervisory Board shall exercise the powers of the Chairman of the Supervisory Board envisaged in the Company's Articles of Association and these Regulations in the event of expiry of the mandate of the Chairman of the Supervisory Board for any reason, until appointment of the new Chairman of the Supervisory Board, as well as during his illness or periodic inability to exercise that function or in the event of his other absence, including absence at the meeting of the Supervisory Board.

II. Members

The members of the Supervisory Board shall exercise their rights and obligations in person.

Para. 4

The Committees

I. General provisions

1. The Supervisory Board shall have its internal bodies – the Audit Committee and the Nomination and Remuneration Committee (hereinafter referred separately to as the "Committee" or jointly as the "Committees").
2. The Supervisory Board may establish other committees, than referred to in clause 1 above, as it deems appropriate. Such committees may be established for the purposes of supporting the Supervisory Board in supervising particular areas of the activity of the Company and its group or for particular tasks on a permanent or temporary basis. Unless resolved otherwise the following general provisions shall also apply to such committees.
3. The Committee shall be composed of three members of the Supervisory Board. To the extent permitted by the law, the Supervisory Board may decide that the Committee shall be composed of two members of the Supervisory Board.

4. The members of the Committee and the Chairman of the Committee shall be appointed by the Supervisory Board from among the members of the Supervisory Board by way of adopting a resolution by secret ballot. The candidates for office of member of the Committee may be proposed by each of the members of the Supervisory Board.
5. The Committee performs its duties in respect of the Company's and its group's activity.
6. The Committee shall be entitled to invite to their meetings the members of the Management Board of the Company and its proxies as well as other employees of the Company and representatives of the entity performing duties of an auditor or other third party representatives and external professionals as it deems appropriate.
7. The Committee may demand from the Management Board submission of any information in any area of the activity of the Company and its group as it deems necessary to perform its duties.
8. The Committee shall submit to the Supervisory Board an annual report on its activity. The report of the Committee shall be disclosed in the seat of the Company to all shareholders at least 2 (two) weeks prior to the Ordinary General Meeting.
9. The recommendations, opinions and evaluations of the Committee shall be accepted by the Supervisory Board by way of adopting a resolution. The recommendations, opinions and evaluations shall be presented to the Supervisory Board by the Chairman of the Committee.
10. The President of the Management Board of the Company shall be informed of the recommendations, opinions and evaluations submitted by the Committee to the Supervisory Board if the Committee deems it appropriate.
11. Provisions of par. 3.2 – 3.5 shall apply accordingly to the Chairman of the Committee.
12. The meeting of the Committee shall constitute the basic form of exercise of its duties. The meeting shall be held depending on the needs. The meetings of the Committee shall be held at the Company's registered office or may be conducted using the means of direct distant communication (such as telephone, videoconferences and other electronic means of communication) in the manner enabling mutual communication of all members of the Committee attending such meeting.
13. The meeting of the Committee shall be convened by the Chairman of the Committee on his own initiative or on the written motion from a member of the Supervisory Board or the Management Board subject to a 7 day prior notice served upon the members of the Committee or via electronic mail unless all of the members of the Committee agree to hold the meeting without the prior notice or all the members of the Committee attend the meeting.
14. The Committee adopts its recommendations, opinions and evaluations by a majority of votes.
15. The minutes shall be taken from the meetings of the Committee in English language.

II(A). The Audit Committee

1. With respect to the internal policies and procedures adopted by the Company, the Audit Committee should assist the Supervisory Board to:
 - a. monitor the integrity of the financial information provided by the Company, in particular by reviewing the relevance and consistency of the accounting methods used by the Company and its group;
 - b. review at least annually the internal control and risk management systems, with a view to ensuring that the main risks are properly identified, managed and disclosed;
 - c. ensure the effectiveness of the internal audit function, in particular by approving of the selection, appointment, reappointment and removal of the Internal Auditor and on the Internal Auditor's budget, and by monitoring the responsiveness of management to its findings and recommendations;
 - d. monitor the financial activities of the Company and its group.

2. With respect to the external auditor engaged by the Company, the Audit Committee should:
 - a. make recommendations to the Supervisory Board in relation to the selection, appointment, reappointment and removal of the external auditor, and to the terms and conditions of his engagement;
 - b. monitor the external auditor's independence and objectivity, in particular by reviewing the audit firm's compliance with applicable guidance relating to the rotation of audit partners, the level of fees paid by the Company, and other related regulatory requirements;
 - c. keep the nature and extent of non-audit services under review, based inter alia on disclosure by the external auditor of all fees paid by the company and its group to the audit firm and network, with a view to preventing any material conflicts of interest from arising;
 - d. review the effectiveness of the external audit process, and the responsiveness of management to the recommendations made in the external auditor's management letter;
 - e. investigate the issues giving rise to any resignation of the external auditor, and make recommendations as to any required action.
3. The management should inform the Audit Committee of the methods used to account for significant and unusual transactions where the accounting treatment may be open to different approaches.
4. The internal and external auditors should, in addition to maintaining an effective working relationship with management, be guaranteed free access to the Supervisory Board. To this effect, the Audit Committee shall act as the principal contact point for the internal and external auditors.
5. The Audit Committee should be informed of the external auditor's work program, and should obtain a report by the external auditor describing all relationships between the independent auditor and the Company and its group. The Audit Committee should obtain timely information about any issues arising from the audit.
6. At least one member of the Audit Committee shall fulfill the independence criteria and have qualifications and experience in the scope of accounting and finances.

II(B). The Internal Audit

1. The Internal Audit shall provide independent, objective assurance and consulting activity designed to add value and improve operations of the Company and its group and bring a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes.
2. The Internal Audit shall support the Audit Committee and help it discharge its existing duties and responsibilities under the system of corporate governance.
3. The Internal Audit shall be independent and objective in performing its work.
4. Any matters relating to the Internal Audit including, but not limited to the selection, appointment, removal, setting an annual budget and annual objectives of the Internal Auditor requires consent of the Audit Committee.
5. The Management Board and the Supervisory Board shall jointly determine the detailed regulations of Internal Auditing in the ABC Data S.A. Internal Audit Activity Charter.

III. The Nomination and Remuneration Committee

1. The Nomination and Remuneration Committee should:
 - a. identify and recommend, for the approval of the Supervisory Board, candidates to fill Management Board vacancies as and when they arise;

- b. periodically assess the structure, size, composition and performance of the Management Board and make recommendations to the Supervisory Board with regard to any changes;
 - c. periodically assess the skills, knowledge and experience of individual members of the Management Board, and report on this to the Supervisory Board;
 - d. properly consider issues related to succession planning;
 - e. review the policy of the Management Board for selection and appointment of key management.
2. With respect to the members of the Management Board, the Nomination and Remuneration Committee should:
 - a. make proposals, for the approval of the Supervisory Board, on the remuneration policy for the members of the Management Board, at the first meeting following approval of the annual budget;
 - b. make proposals to the Supervisory Board on the individual remuneration to be attributed to the members of the Management Board, ensuring that they are consistent with the remuneration policy adopted by the Company and the evaluation of the performance of the members of the Management Board concerned;
 - c. make proposals to the Supervisory Board on suitable forms of contract for the members of the Management Board;
 - d. assist the Supervisory Board in overseeing the process whereby the Company complies with existing provisions regarding disclosure of remuneration-related items (in particular the remuneration policy applied and the individual remuneration attributed to the members of the Management Board);
 - e. conduct and lead negotiations on behalf of the Supervisory Board regarding the management contracts with the members of the Management Board.
3. With respect to key management, the Nomination and Remuneration Committee should:
 - a. make general recommendations to the members of the Management Board on the level and structure of remuneration for key management;
 - b. monitor the level and structure of remuneration for key management, on the basis of adequate information provided by the members of the Management Board.
4. With respect to stock options and other share-based incentives which may be granted to the directors, managers, or other employees, the Nomination and Remuneration Committee should:
 - a. debate the general policy regarding the granting of such schemes, in particular stock options, and make any related proposals to the Supervisory Board;
 - b. review the information provided on this topic in the annual report and to the Shareholders Meeting where relevant;
 - c. make proposals to the Supervisory Board concerning the choice between granting options to subscribe shares or granting options to purchase shares, specifying the reasons for its choice as well as the consequences that this choice has.
5. The Nomination and Remuneration Committee shall conduct the periodical review of the remuneration system implemented in the Company.
6. The Nomination and Remuneration Committee should consider proposals made by relevant parties, including management and shareholders. In particular, the President of the Management Board should be adequately consulted by, and entitled to submit proposals to the Nomination and Remuneration Committee, especially when dealing with issues related to the members of the Management Board or key management.

7. In performing its duties, the Nomination and Remuneration Committee should be able to use any forms of resources it deems appropriate, including external advice or advertising, and should receive appropriate funding from the Company to this effect.
8. The Nomination and Remuneration Committee should consult at least the President of the Management Board about his or her views relating to the remuneration of other members of the Management Board.
9. The Nomination and Remuneration Committee should be able to avail itself of consultants, with a view to obtaining the necessary information on market standards for remuneration systems. The Nomination and Remuneration Committee should be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Nomination and Remuneration Committee, and should receive appropriate funding from the Company to this effect.

Para. 5

Meetings of the Supervisory Board

1. The meetings of the Supervisory Board shall constitute the basic form of collective exercise of supervision over the Company's activity by the Supervisory Board. English is the meeting's language.
2. Meetings of the Company's Supervisory Board shall be held at:
 - a. the Company's registered office in Warsaw, ul. Daniszewska 14; or
 - b. such other venue as designated by the Chairman of the Supervisory Board both within the territory of the Republic of Poland and abroad.
3. The meetings of the Company's Supervisory Board may be either ordinary or extraordinary. The ordinary meetings shall be held at least four times a year (on a quarterly basis). An extraordinary meeting may be convened at any time.
4. The meeting of the Company's Supervisory Board shall be convened by the Chairman or, in the cases described in Para. 3 Section I Subpara. 5, by the Deputy Chairman of the Supervisory Board:
 - a. on his own initiative; or
 - b. on the written motion from a member of the Supervisory Board delivered to the Chairman of the Supervisory Board or, respectively, to the Deputy Chairman; or
 - c. on the written motion from the Management Board delivered to the Chairman of the Supervisory Board or, respectively, to the Deputy Chairman.
5. In the cases defined in Para. 5 Subpara. 4 letters "b" and "c", a Supervisory Board meeting shall be convened within three weeks of the date of submission of a written motion by an authorized body or person according to the procedure defined in Para. 6 Subpara. 1.
6. When the Chairman or Deputy Chairman of the Supervisory Board fails to convene the requested meeting of the Supervisory Board within the required time limit, either the Company's Management Board or the member of the Supervisory Board who motioned for convening the meeting may convene such meeting.
7. When the Chairman or the Deputy Chairman of the Supervisory Board is absent or otherwise unable to exercise his function and, consequently, cannot:
 - a. convene a meeting of the Supervisory Board – the right to convene a meeting of the Supervisory Board shall be vested in any of the remaining members of the Supervisory Board or in the President of the Company's Management Board;
 - b. declare the meeting of the Supervisory Board open or conduct such meeting – the meeting of the Supervisory Board shall be declared open by the President of the

Company's Management Board and conducted by the member of the Supervisory Board appointed by the members of the Supervisory Board attending such meeting.

8. The meetings of the Supervisory Board may be conducted using the means of direct distant communication (such as telephone, videoconferences and other electronic means of communication) in the manner enabling mutual communication of all members of the Supervisory Board attending such meeting. Pursuant to Para. 7 of these Regulations, resolutions adopted in the manner described in the foregoing sentence shall be valid under the condition that all members of the Supervisory Board have been notified on the content of the draft resolution. In such case, the assumption is made that the whereabouts of the Chairman of the Supervisory Board shall constitute the venue of the meeting and of preparation of the minutes or, in the event of the Chairman's absence in the cases referred to in Para. 3 Section I Subpara. 5, the whereabouts of the Deputy Chairman, if the meeting is chaired over by the Deputy Chairman. Pursuant to Para. 7 Subpara. 6 and 7 hereof, resolutions shall be signed by all members of the Supervisory Board attending such meeting.
9. All members of the Supervisory Board shall be under the obligation to attend the meetings of the Supervisory Board. Each member of the Supervisory Board shall inform the Chairman of the Supervisory Board about the reasons of his absence.
10. The Chairman of the Supervisory Board or, in his absence, the Deputy Chairman or other person conducting the meeting of the Supervisory Board shall have the right to interrupt the session for valid reasons and arrange the session for a follow-up meeting at a later time or date, however not later than within 30 days from the interrupt moment.

Para. 6

Notices

1. The meetings of the Supervisory Board shall be convened subject to a prior notice served upon the members of the Supervisory Board by registered letter or via electronic mail in accordance with the Company's Articles of Association unless all members of the Supervisory Board consent in writing or via electronic mail to hold the meeting without the aforementioned prior notice in accordance with the Company's Articles of Association.
2. A notice of a meeting of the Supervisory Board shall specify the meeting's date, time, venue and agenda listing the items to be addressed at the meeting.
3. A notice of the subsequent meeting of the Supervisory Board shall not be required if all members of the Supervisory Board are present at the meeting of the Supervisory Board and all members of the Supervisory Board consent in writing or via electronic mail to hold the subsequent meeting without the aforementioned prior notice in accordance with the Company's Articles of Association, agreeing its agenda and date at the same time.
4. The Company's Management Board shall prepare all materials pertaining to the matters constituting the subject-matter of the meeting of the Supervisory Board and shall deliver such materials to all members of the Supervisory Board through the intermediation of the Chairman or Deputy Chairman, under the circumstances provided for in Para. 3 Section I Subpara. 5 not later than within 48 hours before the meeting of the Supervisory Board.
5. Each member of the Supervisory Board may request in writing or verbally during the meeting that the Chairman or person conducting the meeting places specific items on the agenda of the following meeting.

Para. 7

Resolutions

1. The Supervisory Board shall adopt the resolutions solely in the matters designated in the notice referred to in Para. 6 Subpara. 1 hereof unless all members of the Supervisory Board are present at the meeting and all members of the Supervisory Board present at the meeting consent to placement of new items on the agenda and to vote on such items.
2. The resolutions of the Supervisory Board may be adopted by means of direct distant communication as per Para. 5 Subpara. 8.
3. The members of the Supervisory Board may be involved in adoption of the resolutions by casting their votes through the intermediation of another member of the Supervisory Board. Casting a vote in writing through the intermediation of another member of the Supervisory Board shall not apply to the items placed on the agenda during the meeting of the Supervisory Board.
4. To the extent permitted by law and in the cases justified by the Company's valid interest or urgency of the matter, resolutions of the Supervisory Board may be adopted by way of a written ballot ordered (in a registered letter or via electronic mail) by the Chairman or, in his absence (Para. 3 Section I Subpara. 5), by the Deputy Chairman in accordance with the Company's Articles of Association. The members of the Supervisory Board shall deliver their consent or objection to the proposed resolution(s) (by registered letter or via electronic mail) to the Chairman within two weeks (or within the time limit extended by the Chairman accordingly) from the date of receipt of the written ballot order. The date of the resolution shall be deemed the date of its signing by the Chairman. The powers, obligations and activities ascribed to the Chairman of the Supervisory Board in this subparagraph shall be vested in and exercised accordingly by the Deputy Chairman if the written ballot is ordered by the Deputy Chairman.
5. Adoption of the resolutions in writing through the intermediation of another member of the Supervisory Board, adoption of the resolution in a written ballot or by means of direct distant communication shall not apply to the appointment of the Chairman and of the Deputy Chairman of the Supervisory Board, appointment and dismissal of the members of the Management Board, or to other items in respect of which the resolutions shall be adopted in a secret ballot.
6. The resolutions of the Supervisory Board shall be signed by all members of the Supervisory Board present at the meeting.
7. The members of the Supervisory Board attending the meeting in the manner specified in Para. 5 Subpara. 8 hereof and voting in favour of adoption of the resolutions shall receive the copies of the resolutions adopted during such meeting of the Supervisory Board within 7 (seven) days of its date and subsequently return the signed resolutions within 14 (fourteen) days to the Chairman of the Supervisory Board, the President of the Company's Management Board or to the person in charge of servicing the Supervisory Boards acting on the authorization of the Chairman of the Supervisory Board to the Company's address. The Chairman of the Supervisory Board may, in justified cases:
 - a. shorten or extend the aforementioned deadlines; or
 - b. allow the members of the Company's Supervisory Board to sign the copies of the adopted resolutions at the subsequent meeting of the Supervisory Board.
8. A resolution of the Supervisory Board shall be legally binding if:
 - a. the quorum defined in Para. 18 Subpara. 1 of the Company's Articles of Association or in another relevant paragraph of the Company's Articles of Association governing quorum-related issues is present at the meeting of the Supervisory Board;
 - b. the resolution has been adopted by an ordinary majority of votes or qualified majority provided for in the Company's Articles of Association; or
 - c. when the resolution is adopted in the matters that were not placed on the meeting's agenda in advance - the members of the Supervisory Board who did not attend the meeting approve the content of the resolution and sign such resolution.

9. In the event of an equal number of votes being cast for and against adoption of the resolution, the vote cast by the Chairman of the Supervisory Board and, in his absence, by the Deputy Chairman of the Supervisory Board shall prevail.
10. Voting shall be public. A secret ballot shall be ordered when adopting the resolutions on the personal matters and at the request of at least one member of the Supervisory Board. The Chairman of the Supervisory Board shall determine the mode of voting guaranteeing the secrecy of the votes cast.
11. Each resolution shall contain:
 - a. its number, date and title;
 - b. the legal basis of adoption of the resolution;
 - c. the content of the resolution;
 - d. its effective date;
 - e. its character (public vs. secret);
 - f. the voting results (number of persons present, number of votes “for”, “against” and “abstaining”); and
 - g. signatures of all members of the Supervisory Board present at the meeting.

Para. 8

Other persons attending the meeting

Subject to the consent of the Chairman of the Supervisory Board or the person chairing the meeting of the Supervisory Board, persons other than the members of the Supervisory Board, including the members of the Company’s Management Board, may attend the meetings of the Supervisory Board.

Para. 9

Minutes

1. The minutes shall be taken from the meetings of the Supervisory Board in Polish and English language and shall comprise:
 - a. the subsequent number of the minutes;
 - b. the date of the meeting;
 - c. the agenda of the meeting;
 - d. the content of all motions filed by the members of the Supervisory Board related to the course of discussion;
 - e. the content of the adopted resolutions;
 - f. results of voting on the motions and resolutions;
 - g. and the following information:
 - i. the number of the present members of the Supervisory Board;
 - ii. the number of the votes cast for and against each resolution;
 - iii. the number of the abstaining votes; and
 - iv. the dissenting opinions voiced by the members of the Supervisory Board;
 - h. review open issues from the last meeting and open issues before the next meeting.
2. In the minutes, the Chairman of the Supervisory Board shall record the presence/absence of the individual members of the Supervisory Board and of other persons. The Chairman shall record in the minutes which person, of those attending the meeting, participates therein in the manner defined in Para. 5 Subpara. 8 hereof.
3. The minutes shall be signed by the Chairman of the Supervisory Board and by the remaining members of the Supervisory Board attending the meeting after the end of the meeting of the

Supervisory Board, however not later than at the beginning of the subsequent meeting of the Supervisory Board, as per Para. 9 Subpara. 5 below.

4. The following documents shall be attached to the minutes:
 - a. the resolutions of the Supervisory Board;
 - b. all material documents, plans, reports, motions and other materials constituting the subject-matter of the meeting, including the evidence of the meeting's convention.
5. The minutes from the meetings of the Supervisory Board, except for the content of the adopted resolutions, shall be approved during the following meeting of the Supervisory Board. If, as a result of changes to the composition of the Supervisory Board, a majority of over 50% of votes cast by the members of the Supervisory Board present at the meeting from which the minutes were taken cannot be secured, the signing of the minutes by the Chairman of the Supervisory Board and by the remaining members of the Supervisory Board attending such meeting shall be deemed to constitute approval of such minutes.

Para. 10

Secondment of the members of the Supervisory Board

1. The Supervisory Board may second from among its members some members to independently perform the specific supervisory activities.
2. Secondment to perform the specific supervisory activities by the Supervisory Board shall take place by way of a resolution:
 - a. on the motion from the Chairman of the Supervisory Board;
 - b. on the motion from the Company's Management Board; or
 - c. on the motion from at least two members of the Supervisory Board.
3. A resolution concerning secondment to perform the specific supervisory activities shall specify:
 - a. the member of the Supervisory Board seconded to independently perform the supervisory activities;
 - b. the material scope of such secondment; and
 - c. the dates of such secondment.
4. Any member of the Supervisory Board seconded to individually perform, on a permanent basis, the supervisory activities shall submit the detailed reports to the Supervisory Board on the function held.

Para. 11

Organizational and technical assistance

1. The Company's Management Board shall provide the Supervisory Board with administrative assistance, office space, technical and telecommunications equipment and shall extend to the Supervisory Board any other assistance that proves necessary in order to hold the meetings of the Supervisory Board.
2. The materials from the meetings of the Supervisory Board shall be stored in the offices of the Company's Management Board.
3. The Supervisory Board elects the minute-taker from among candidates introduced by the Management Board. The minute-taker shall fulfill a function to the moment of his/her dismissal by the Supervisory Board or to the moment of his/her resignation.
4. The Supervisory Board shall authorize the minute-taker to provide organizational services to the Supervisory Board, in particular to:

- a. handle all matters relating to the preparation of the meetings, including drawing up and sending on behalf of the Chairman the notices of the meetings of the Supervisory Board together with the relevant materials and dealings with individual members of the Supervisory Board;
- b. draw up the minutes from the meetings under the supervision of the members of the Supervisory Board; and
- c. handle other matters pertaining to the activity of the Supervisory Board designated by the Chairman of the Supervisory Board and by the members of the Supervisory Board.

Para. 12

Other provisions

1. All amendments to these Regulations shall require adoption of a resolution by the Supervisory Board and approval by the Shareholder's Meeting.
2. These Regulations take effect as of the day of their approval by the Shareholder's Meeting.