

Current Report No. 7/2017

Issue Date: 2017-03-21

Legal Basis: Art. 17(1) of the Regulation (EU) no. 596/2014 of 16 April 2014 of the European Parliament and Council on market abuse (Market Abuse Regulation) and repealing the Directive 2003/6/EC of the European Parliament and Council as well as the Directives 2003/124/EC, 2003/125/EC and 2004/72/EC of the European Commission and Art. 38(1)(11) of the Regulation of the Minister of Finance of 19 February 2009 regarding current and periodic information published by issuers of securities and conditions under which such information may be recognized as being equivalent to information required by the regulations of law of a state which is not a member state

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**Subject: Recommendation of the Management Board regarding not paying out the dividend for financial year 2016 and dividing the net profit for the reserve capital in order to acquire own shares and for the Company's reserve capital**

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The Management Board of ABC Data S.A. (hereinafter the "Company") hereby informs that today it adopted a resolution on the recommendation for the Ordinary General Meeting (hereinafter the "OGM") of ABC Data S.A. regarding not paying out the dividend to the shareholders of ABC Data S.A. The Management Board of the Company will recommend the OGM to divide the net profit of ABC Data S.A. for financial year 2016 in the amount of PLN 19 535 952.61 as follows:

- a) To spend the amount of PLN 5,000,000 to acquire own shares from the shareholders (buy-back),
- b) To spend the remaining part of the net profit for financial year 2016 on the Company's reserve capital in order to maintain the optimum level of own resources and working capital financing, as well as further organic growth of the ABC Data Group.

At the same time, the Management Board of the Company will recommend the Supervisory Board and the General Meeting of ABC Data S.A. to acquire own shares of ABC Data S.A. referred to in point a) hereinabove under the following conditions:

- a. The total number of own shares acquired will not exceed 2,500,000 pieces,
- b. The total price of acquiring own shares, increased by the costs of acquisition, will not exceed PLN 5,000,000,
- c. The unit price of share acquisition cannot exceed PLN 2.57 and cannot be lower than PLN 1.00,
- d. Acquiring own shares cannot take place in the period exceeding 30 June 2018, however it cannot exceed the moment of exhaustion of resources for acquiring own shares,
- e. The subject of the acquisition can be exclusively fully-paid own shares,
- f. Own shares may be acquired during trading sessions and in OTC deals,

- g. The cost of acquiring own shares will be covered from the reserve capital created from the profit for financial year 2016 of ABC Data S.A.,
- h. Own shares acquired may be used for:
  - i. Further resales of own shares, including in mergers and acquisitions, in particular for resales for shareholders in acquired entities in exchange for shares of those entities, or under the performance of the Company's obligations resulting from the Company's motivation programs;
  - ii. Redemption of Own Shares and decreasing the share capital of ABC Data S.A.

Pursuant to Art. 395(2)(2) of the Commercial Companies Code and to Art. 362(1)(8) of the Commercial Companies Code and the Articles of Association of the Company, the division of the Company's profit and the acquisition of own shares depends on achieving, respectively, a positive opinion and approval by the Supervisory Board and on adopting a relevant resolution by the Ordinary General Meeting of ABC Data S.A.

<b>Date</b>	<b>First and last name</b>	<b>Position/Function</b>
2017-03-21	Ilona Weiss	President of the Management Board
2017-03-21	Juliusz Niemotko	Vice-President of the Management Board