



**Report of the Quantum software S.A.'s Management Board
for 2008 year**

PRINCIPLES OF PREPARING THE ANNUAL FINANCIAL STATEMENTS

In accordance with the Resolution No. 17 of the General Meeting of Shareholders of June 17, 2008, the Issuer applies the accounting principles conforming to International Financial Reporting Standards. All the data result from accounting books and off-balance registry. The methods of valuation of assets and liabilities and measurement of financial result have been presented in the financial statements.

The hereby report on operations of Quantum software S.A. covers the period from January 1 till December 31, 2008.

Quantum software S.A. Annual Report for the reporting period from January 1, 2008 till December 31, 2008 contains:

- The Issuer's financial statement for the reporting period from January 1, 2008 till December 31, 2008 and as at December 31, 2008, prepared in accordance with the International Accounting Standards, including: balance sheet, profit and loss account, specification of changes in equity, cash flow statement and explanatory notes to the financial statement,
- The comparative financial data to the financial statement as at December 31, 2007 and for the period of 12 months ended December 31, 2007.
- The Management report on operations of the Issuer for the period from January 1, 2008 till December 31, 2008.
- The Statement of the Management Board in accordance with para. 91 item 1 points 5) and 6) of the Ordinance of the Minister of Finance of February 19, 2009 on current and periodic reports disclosed by the issuers of securities and on conditions of recognizing as equivalent the information required by the provisions of law of a non-member state.

Signatures of Members of the Management Board

Persons responsible for running the
accounting books

Tomasz Hatala

Chief Accountant

Bogusław Ożóg

Marek Jędra

Tomasz Mnich

1. Basic Information

Quantum software Spółka Akcyjna; 30-633 Kraków, ul. Walerego Sławka 3A. The primary object of activity of the Company is advisory in the field of software. Quantum software S.A. was entered into the Register of Entrepreneurs in the National Court Register (KRS) Kraków – Śródmieście, 11th Economic Department, on October 30, 2002 under the number 0000136768; PKD 72.2 Software related activity.

The duration of the Company shall be indefinite, as provided for in the Charter.

The Management Board:

Tomasz Hatala – President of the Management Board

Bogusław Ozóg – Vice-President of the Management Board

Marek Jędra – Vice-President of the Management Board

Tomasz Mnich – Member of the Management Board

Supervisory Board:

Leopold Kutyla – Chairman of the Supervisory Board

Tomasz Polończyk – Deputy Chairman of the Supervisory Board

Anna Nadolska – Member of the Supervisory Board

Jerzy Majewski - Member of the Supervisory Board

Henryk Gaertner - Member of the Supervisory Board

The Company is dominating entity in relation to the following entities as at December 31, 2008:

Business name: Quantum East Sp. z o.o.	Business name: Quantum International Sp. z .o.o
Registered office: Kraków	Registered office: Kiev
Address: Walerego Sławka 3a	Address: Prospect Moskovskij
tel. 012 646 98 00	REGON: 35728090
REGON: 120591896	NIP: 357280926538
National Court Register (KRS): 0000294284	certificate no. 100107724
Shareholders: 66.7 % of shares are held by Quantum software S.A.	Shareholders: 100% of shares are held by Quantum East Sp. z o.o.
Initial capital paid up in full: PLN 270,000.00	Initial capital paid up in full: USD 76 200

2. The Issuer's financial results in the year 2008

The selected financial data from the Issuer's profit and loss account

Specification	2008 (in PLN thousands)	2007 (in PLN thousands)
Net income on sales	17 629	16 861
Net income on sales of products	14 489	11 958
Net income on sales of goods and materials	3 140	4 903
Profit on operating activity EBIT	780	1 980
Profit on operating activity + depreciation EBITDA	1 275	2 617
Gross profit	1 320	2 065
Net profit	1 044	1 720
Equity capital	16 491	15 423
Liabilities and reserves	1985	1 936
of which long-term liabilities	252	184
Return on Sales - ROS	5.92 %	9.76%
Return on Assets - ROA	5.65 %	9.67%
Return on equity - ROE	6.33 %	10.91
Current liquidity ratio	8.90	9.62
Quick liquidity ratio	8.71	9.45

The ratios presented in the table have been calculated acc. to the following formulas:

- a) return on sales – the relation of net profit to income on sales of goods and services
- b) return on assets – the relation of net profit to assets as at the end of the reporting period
- c) return on equity - the relation of net profit to equity as at the end of the reporting period
- d) current liquidity ratio – the relation of current assets to the balance sheet value of short-term liabilities
- e) quick liquidity ratio – the relation of current assets, reduced by inventory, to the balance sheet value of short-term liabilities

In 2008, Quantum software S.A.'s income on primary activity amounted PLN 17,629 thousand. As compared to the same period of the preceding year, the growth of income in the Group was 104.5 %. The sales of goods and services in the year 2008 made 82% of total sales. The dynamics of this group of sales was 121%. The remaining 18% of sales is made up of income from sales of goods and materials. The increase in total income on sales is the result of increase in the sales of Qguar services and software, with simultaneous drop in sales of computer hardware, which however is supplementary and of lower importance for the further growth. The level of income resulting from these two trends was accompanied by increased costs, being the consequence of accelerated development (offer of products, human resources potential, marketing actions, establishment of the Group of Companies), which resulted in reduced profitability.

The Company ended the year with net result amounting to PLN 1 044 thousand.

3. Information about the operations of the Issuer in the year 2008

- On February 15, the Company acquired 66.7 % of shares in Quantum East Sp. z o.o. with the registered office in Krakow and undertook to take up 66.7% of the new issue of shares of Quantum East Sp. z o.o. The share capital of Quantum East Sp. z o.o. is PLN 50,000 and is divided into 1000 shares of face value PLN 50.00 each. The purchase price of 667 shares of the total nominal value of PLN 33 350 amounts to PLN 33 350. The new issue of 4 400 shares of the total nominal value of PLN 220 000, of which Quantum software S.A. took up 2 934 shares at the total value of PLN 146 700. The share capital of Quantum East after the increase of share capital amounts to PLN 270,000.
- On March 10, 2008, a limited liability under the business name Quantum International with the registered office in Kiev, Ukraine, was registered. The Issuer's subsidiary, Quantum East Sp. z o.o. (the Issuer holds 66.7% of shares) holds 100 % of shares in Quantum International, making 100% of share capital and 100 % of votes at the meeting of shareholders. The share capital of the Company has been paid up with cash and amounts UAH 51,510.00 (1 UAH is approx. 0.4537). The increase of share capital to the amount of USD 76,200.
- On December 22nd, 2008, The Company received written confirmation from the Polish Agency for Enterprise Development, saying that in accordance with the decision of the Managing Institution (Ministry of Regional Development) decided to

award the grant for the realization of two projects under the Operational Program – Innovative Economy for the years 2007-2013, action 1.4-4.1- Supporting research and development works and implementing the results of these works. The project entitled “Research into new software products in the scope of ecological logistics” is to be implemented till July 2010. The maximum amount of grant is approx. PLN 1,107,620.00. Another project entitled „Computer system for optimization of production in integrated supply chain” is to be completed till September 2010. The maximum amount of grant is approx. PLN 929,955.00.

- Introduction of the Executive Stock Options Scheme

ESO Scheme is designed for key management staff of the Company and its subsidiaries and affiliates (“Authorized Persons”). The goal of ESO Scheme is tightly connecting the interests of Authorized Persons with the interest of the Company and its remaining shareholders. The Regulations in detail prescribes the principles of functioning of ESO Scheme, and in particular the conditions of purchasing registered subscription warrants (“Warrants”) as well as the terms and conditions of purchasing and exercising the right to take up D series shares of Quantum SA of the face value of PLN 0.50 per share (“Shares”) by Authorized Persons. A Warrant gives right to subscribe to one D series share at issue price equalling PLN 1.00. ESO Scheme will be realized through issuing Warrants for Authorized Persons, who will be listed in separate resolutions of the Supervisory Board. ESO Scheme envisages free of charge issue of not more than 44 100 Warrants issued in three Packages. The principles of ESO Scheme was published the Issuer in the Current Report no. 23/2008.

- Achievements in winning the customers

Taking the value of the Issuer’s equity as the criterion for regarding a contract as significant, in the year 2008 Quantum software S.A. did not conclude any significant contracts with new customers. In the year 2008, contracts recognized formally as significant were concluded by a subsidiary entity, for which the Issuer is a dominating entity; these contracts were described in the Consolidated Report from operations of Quantum software Group of Companies.

An important accomplishment of strategic importance was winning first customers in the difficult yet promising Russian market.

The Issuer has won several new key accounts, among others:

Bibus Menos Sp. z o.o.; 'OMEGA Pilzno' Logistyka Sp. z o.o., Strauss Cafe Poland Sp. z o.o., Big Star Ltd. Sp. z o.o., Mondi Świecie SA, Żabka Polska S.A.

The implementation of Qguar System for several important domestic customers was completed, including:

Ekonip Sp. z .o.o.; Schrader IFC Unilever; Masterpress S.A., Przedsiębiorstwo Spedycyjno – Transportowe OST SPED Sp. z o.o., Pomorska Agencja Reklamowa Bakula Spółka Jawna, Tubądzin Management Group Sp. z o.o.

4. Changes in the amount and type of equity

The Issuer, acting in accordance with the Resolution No. 19 of the General Meeting of Shareholders of June 17, 2008 on conditional increase of share capital by way of issuing new D series bearer shares of the face value of PLN 0.50, at the amount of not more than PLN 44 100 D series, set the nominal value of the conditional increase of share capital at the amount not higher than PLN 22 050. The right to take up D series shares may be exercised till December 31, 2013.

The conditional increase of share capital is performed in order to grant the rights to the taken up D series shares to the holders of A series subscription warrants who participate in the Executive Stock Options Scheme.

On August 8, 2008, the 11th Economic Department of the National Court Register for Kraków-Śródmieście issued the decision on registering the conditional increase of share capital at the amount not higher than PLN 22 050.

5. Information about main products

The primary object of activity of the Company is developing computer software supporting logistic and production processes and deploying in enterprises the complete IT systems focused on these processes, also including other vendors' software and equipment. Quantum software S.A. carries out the operation first of all in niche segment, supplying technologically advanced and high quality solutions for demanding customers. The Company has been carrying out its operations in Poland since 1997. International experience gathered by the founders since 1991, know-how in the field of IT and logistics and hardened team of specialists let Quantum software

S.A. work out the position of the leading developer of specialized warehouse and distribution software from the area of Central and Eastern Europe.

The leading product of the Company is Qguar, with around 200 deployments, primarily in Poland, but also in Germany, France, Great Britain, Romania, Slovakia, Czech Republic, in Hungary, Ukraine and Russia. The Issuer therefore ranks among the very few IT companies, whose authoring software has been internationally acclaimed. QGUAR System is the set of modules under the SCM – Supply Chain Management - class of software, and in more detailed classification to SCE –Supply Chain Execution. Its functionality handles and enables the optimization of processes related to the logistics of warehousing, distribution and production, in connection with procurement and sales processes. Its unitary implementation in principle brings major organizational change in the enterprise and requires several months of work of a team of specialists. The division of Qguar system into proper modules enables the management of selected links in the integrated chain of supply, or comprehensive handling of logistics.

The Company offers its customers the following products:

- Qguar Warehouse Management System Professional – Qguar WMS PRO,
- Qguar Warehouse Management System Easyway – Qguar WMS EASYWAY,
- Qguar Yard Management System
- Qguar Manufacturing Execution System – Qguar MES
- Qguar Transport Management System – Qguar TMS,
- Qguar Supply and Distribution System – Qguar SDS,
- the application for remote (Internet) access to the System - Qguar 4WEB.
- management notification system (business analyser)
- settling the logistics services and data visualization (dashboard).
- SAP Business All in One package of products

The process of implementing the Qguar System covers the following phases and types of services:

- the project (also referred to as Technical Specification of Implementation),
- configuration and possible individual extensions,
- installation,
- trainings,
- deployment,

- post-deployment assistance,
- service.

The expansion to foreign markets necessitates the creation of new language versions of Qguar system. Currently existing versions: Polish, English, German, French, Spanish, Hungarian, Russian and Romanian. These actions contribute to introduction of changes and improvements in the systems in use.

6. Sales and supply markets

The activity of Quantum software S.A. is focused in Poland, and export makes approx. 20% of sales. In Ukrainian and Russian markets operates the dynamically growing subsidiary of the Issuer - Quantum International Sp. z o.o. with the registered office in Kiev (Ukraine).

Product Structure

	2008	% share	2007	% share
Own licenses (Qguar) and services	13 180	74.76 %	11 309	67.1 %
Goods	3 140	17.81 %	4 903	29.1 %
Other sales	1 309	7.43 %	649	3.80 %
Total	17 629	100 %	16 861	100 %

Data in PLN thousands

Sales acc. to sales markets

	2008	% share	2007	% share
Domestic	14 541	82.48%	13 992	82.98 %
Foreign	3 088	17.52 %	2 869	17.02 %
Total	17 629	100 %	16 861	100 %

Data in PLN thousands

The main fields of activity, to which the Company addresses its products and services, are companies with the following type of activity:

- distribution centres, which are occupied with comprehensive distribution of commodities, which means that they entirely control all stages, both economic and logistic, starting with procurement, through transport to warehouse, warehousing, sales, to forwarding to final points of sale and settlement of the entire process,

- warehouses, in which outsourcing-based services are provided, this way taking over the function of external warehouse of a production or trade company, relieving it from the duty to manage the goods,
- extensive forwarding and transport services,
- production companies with own distribution, which do not outsource logistic services, and for which there is the possibility to handle the whole macro-logistics and facilitate the existing system, through extending the IT facilities.

The above division is reflected in the structure of the existing customers of the Company, including, first of all:

- trade and distribution enterprises,
- production enterprises (foodstuffs and general goods)
- enterprises providing services in the field of logistics.

7. Information about material events that occurred after the balance sheet date, and which have not been included in the consolidated financial statements

The Management Board of Quantum software S.A. submitted the Current Report no. 5/2009, saying that on March 3, 2009 the Company acquired, by way of increasing the share capital, the shares in CNT Poland Consulting Sp. z o.o. (hereinafter referred to as the “Company”) with the registered office in Warsaw. The subject of the contract is increasing the share capital of the Company from the amount of PLN 70 000 to PLN 400 000 through establishing 3 300 new indivisible and equal shares of the face value of PLN 100.00 per share, that is by the amount of PLN 330 000. The said shares in the Company have been taken up in the following manner:

(i) Quantum software SA (the Issuer) took up 2 000 shares of the nominal value of PLN 200 000 and paid up in full with contribution in cash of PLN 235 000 of which the amount of PLN 200 000 is paid to share capital, whilst the amount of PLN 35 000 is in excess of par and is paid to the supplementary capital of the Company;

(ii) CNT International Consulting GmbH with the registered office in Vienna (Austria) took up 1 300 shares of the nominal value of PLN 130 000 and paid up in full with contribution in cash

of PLN 564 000 of which the amount of PLN 130 000 is paid to share capital, whilst the amount of PLN 434 000 is in excess of par and is paid to the supplementary capital of the Company;

Due to the increase of the share capital of the Company, the business name of the Company changed to CNT Quantum Sp. z o.o. with the registered office in Krakow. The primary objective of the Company is provision of SAP services in Poland as well as Eastern European markets. Partner Quantum software, CNT Group with the registered office in Vienna is a renowned provider of consulting services in the field of SAP in Austrian, German markets and in other Central and Eastern Europe countries. After acquiring the aforesaid assets, the Issuer holds 50 % of shares in the share capital of CNT Quantum Sp. z o.o., giving right to 50% votes at the meeting of shareholders. The source of financing the assets acquired are own funds of the Issuer.

8. Achievements in the field of research and development

Due to the type of its activity, the Company conducts practically perpetually the research activity in the field of IT technologies, that is hardware, system software, utility software, database software. The aim of that activity is selecting and perfecting the offered solutions and technologies for the development of proprietary products. In the year 2008, two development projects in the field of management of chain of supplies were prepared, accepted for grant from EU funds (the information in more detail described in the point 3 of the present Report).

9. Employment and productivity

The employment rate in Quantum software S.A. as at the end of 2008 was on average 126 employees. Average gross remuneration amounted to PLN 6 300.87.

Employment Structure

The average employment in the Company in the year ended December 31, 2008 was as follows:

	Year ended December 31, 2008	Year ended December 31, 2007
Management Board	4	4
White-collar employees / Administration staff	121	120
Manual workers	0	0

Total	125	124
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10. Contingent liabilities

In 2008, Quantum software S.A. had no contingent liabilities.

11. Description of significant risk factors and threats

Risk related to macroeconomic situation

The Issuer's financial situation depends on macroeconomic situation of Poland. The direct and indirect impact on financial results of the Company have, among others, the dynamics of growth of GDP, inflation, monetary and fiscal policy of the state, level of investments of enterprises, amount of income of households and the level of consumer demand. The factors listed, as well as the direction and level of their change, have impact on the realization of the Issuer's plans. The slowdown of economic growth resulted in lower income of companies operating in individual regions and sectors of economy. As a result, these companies lower their investment outlays, including investments on the development or purchase of computer hardware and proper software. Quantum software S.A., as the supplier of IT systems, may be directly inflicted by the shrinking budgets of enterprises on computerization, due to lower return on sales.

Risk related to economic crisis which began in 2008

As a result of slump in world financial markets in the year 2008, large portion of world economies to which the Company sells its products, faced recession or at least considerable slowdown in economic development. Thos situation also applies to domestic market. As a result of these events, the risk of drop in demand rose both in Poland and in export markets. As regards such countries as Ukraine and Russia, there is the risk of breakdown of their financial systems, which resulted in drop in export to these countries. The Company tries to reduce the risk, through broadening the product offer and searching for new distribution channels.

The risk of slowing down the growth in individual segments of IT sector in Poland, related to technological changes in the sector

The value of the entire IT market is composed of sales of hardware, software and services. Each of these segments can develop with higher or lower dynamics. The analyses regarding IT hardware and services show upward trend of this market. The fact of low saturation of Polish enterprises with advanced technologies makes the ground for the development of enterprises with the profile of activity similar to Quantum software S.A. However, one needs to bear in mind the high susceptibility of this market to changes in economic situation.

In times of poor economic situation, enterprises limit their investment policy, including the expenses on Information Technologies. Reduction in demand for computer software will for the company mean lower sales volume, considerably lower than the planned by the Management Board. The Company creates and implements IT systems, primarily for logistics. Customers include production and trade companies, as well as companies which provide warehousing, forwarding and transportation services. The current situation in Poland, its attractive logistic location, trade exchange with other countries, ensure good situation in the market and create potential for further growth of logistics. However, no one will guarantee that the pace of growth of the branches in which Quantum software S.A.'s clients operate, will not slow down. In such the event, the demand for the Company's products may not rise as it has so far, but may drop, which will result in decrease in the level of income on sales generated by the Company. Technological changes and many novel solutions in IT services market are very characteristic for this sector. The product is characterized by short life cycle, whilst expenditures on its development are high. therefore, the outlays on a product may fail to return from the incomes on its sales. Therefore, risk exists that the decision regarding the development of a given product will be taken based on incorrect premises, not meeting the current market needs as well as the risk that the period of creating the product, that is the design stage, development of software and the tests phase, is longer than planned, and a given segment of the market will already have been taken over by competitors. The monitoring of market needs, performed by own employees, aims at reducing such the risk. In addition, the partnership of Quantum software S.A. with the suppliers of computer hardware and software lets us continually trace the changes and technological breakthroughs in the market

The risk of increased competition

The market of Information Technologies is in the phase of dynamic development, bringing the players remaining in it systematic increase of income in sales. Such the situation like magnet draws new suppliers of IT services, who, lured by high profits, join the number of entities already present in the market. As a result, the market of developers of software for businesses is highly differentiated and new entities are emerging continually, which propose products which are different in terms of price, functionalities or degree of advancement. This directly adds to competitive fight in the market, and for the Company it might mean the need to outlay more funds on development and advertising and the need to lower the current margin of profit. In addition, high capacity of the Polish market and the fact that the level of informatization is lower than the average in European countries makes many international companies providing similar services interested in carrying out the activity in Poland. Quantum software S.A. cannot control the decision making by the competitors and their products, but is able to maintain its position in the market thanks to the experience gained.

The risk related to export activity

Quantum software S.A. carries out sales primarily in Poland. However, the Company concludes contracts also with entities operating at the area of Central and Eastern Europe and Western Europe. Currently, around 20% of income of the Company is generated abroad. The value of the contract with foreign customers is expressed in euro. Negative trends in the exchange rate of Polish zloty (PLN) to EUR may have negative impact on financial results of the Company. The drop in the value of EUR to PLN will result in obtaining lower income from export by Quantum software S.A. and lower return on export contracts.

The risk in contracts being realized

Quantum software S.A. does not sell large amount of easy-to-install programs, by accomplishes large implementation projects with high level of complexity, usually requiring several months of work of a team of specialists. A system implemented in a given enterprise often has to control in real time complex logistic processes and integrate them with the functioning of all the departments. In such circumstances, there exists the risk of erroneous mapping of processes and information flow in the enterprise, the risk of extending in time the actions planned, the risk of

changing the scope of works in relation to the initially agreed ones. Lowering the contractual amounts, higher costs of realization of the contract as compared to the planned one, termination of the contract or possible financial claims from the customer, have disadvantageous impact on the current financial situation of Quantum software S.A. The fact that the company has extensive international experience and own standard and verified system reduces the risk of material errors or delays in the realization of contracts.

The risk related to currency exchange rates

The Company effects export transactions in foreign currencies (primarily in EUR). A change in currency exchange rate in relation to PLN may curb the planned profits. Currency exchange rate fluctuations impact the financial result through:

- change in PLN of the value of export sales and costs in PLN, wyrażonej w złotych wartości sprzedaży eksportowej i wyrażonych w złotych kosztów,
- realized exchange rate gains/losses occurred between the date of sales or purchase and the date of settling the dues or liabilities,,
- not realized exchange rate gains/losses from valuation of settlements as at the balance sheet day,

Commercial transactions in foreign currencies due to export are standard business of the Company. In view of the foregoing, future cash flows in this respect are susceptible to change in value, resulting from currency exchange rate fluctuations. The level of compensation between currency inflows and currency costs became less predictable.

12. Information about the organizational or capital links between the Company and other entities

I the reporting period, Quantum software S.A. was the dominating entity in relation to the following entities:

Business name: Quantum East Sp. z o.o. Shareholders: 66.7 % of shares are held by Quantum software S.A.	Business name: Quantum International Sp. z .o.o Registered office: Kiev Shareholders: 100% of shares are held by Quantum East Sp. z o.o.
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The financial statements are consolidated using the full consolidation method.

13. Information about major domestic and foreign investments of the Company (securities, financial instruments, intangibles, real estates).

Besides the investments described in other points, the Company did not invest in the presented period in real estates, securities or other financial instruments. The increase in “intangibles” item was first of all due to the expenses incurred on the development of Qguar authoring package of software, which was one of the aims of public issue of shares in the year 2007.

14. Information about drawn credits, credit loans and granted warranties and sureties

In the year 2008, new and previously signed credit contracts were functioning:

Obligation	31.12.2007		31.12.2008		Type of collateral
	Amount of obligation	Amount of collateral	Amount of obligation	Amount of collateral	
DB Credit Contract no. 8025-0140	15 302.96	68 863.28	0.00	0.00	Registered pledge on PEUGEOT 407 ST KOMFORT
DB Credit Contract no. 8025-0160	14 979.50	53 926.23	0.00	0.00	Registered pledge on SKODA OCTAVIA II COMBI CLASSIC
DB Credit Contract no. KIN/0654523	47 823.60	86 082.80	19 129.44	86 082.80	Registered pledge on 2 x SKODA FABIA and SKODA OCTAVIA
BH Credit Contract no. PBP/ZDS/KR-D/0026/07	85 206.00	113 610.00	0.00	0.00	Registered pledge on 3 x PEUGEOT S 307
DB Credit Contract no. KIN/0715811	102 499.80	123 000.00	61 499.88	123 000.00	Registered pledge on 3 x PEUGEOT
DB Credit Contract KIN/075208	35 588.80	50 000.00	22 243.00	50 000.00	Registered pledge on PEUGEOT 307, blank bill of exchange
DB Credit Contract KIN/0730869	61 024.59	80 000.00	38 833.83	80 000.00	Registered pledge on PEUGEOT, SKODA FABIA, blank bill of exchange
DB Credit Contract KIN/0834271	0.00	0.00	47 609.85	83 000.00	Registered pledge on 3 x PEUGEOT S 307, blank bill of exchange
DB Credit Contract KIN/0834386	0.00	0.00	37 599.80	47 000.00	Registered pledge on SEAT, own blank bill of exchange
DB Credit Contract KIN/0851939	0.00	0.00	91 598.10	120 000.00	Registered pledge on PEUGEOT, MAZDA, own blank bill of exchange
DB Credit Contract KIN/0886174	0.00	0.00	118 069.38	128 803.28	Registered pledge on 4 x SCODA OCTAVIA, own blank bill of exchange
DB Credit Contract KIN/0897957	0.00	0.00	63 959.01	96 500.00	Registered pledge on 2 x SCODA OCTAVIA, own blank bill of exchange
TOTAL	362 425.25	575 482.31	500 542.29	814 386.08	

15. Information about loans granted, taking into account their maturity dates as well as granted sureties and warranties

In the year 2008, the Company did not grant any loans, sureties or warranties.

16. Description of the utilization of the inflows from share issue by the Issuer

In the year 2008, there were no issuances of security papers

17. The assessment of the management of financial resources

The Management Board assesses the financial situation of the Company as good.

Financial indicators do not point to the possibility of any threats regarding the capacity of the Company to settle the obligations undertaken. The Company finances its activity primarily from equity capital and trade obligations. Financial costs in the 2008 amounted to PLN 111 thousand, and financial income in the same period amounted to PLN 652 thousand.

18. The assessment of the feasibility of investment plans, including capital investments, as compared to the amount of funds held, taking into account changes in the structure of financing of that activity

The finances held make possible the realization of investments planned for the year 2009.

19. Assessment of factors and non-typical events which impact the result of the company for a given period.

Disclosures related to security instruments – Accounting of collaterals

In the year 2008, in accordance with §88 of IAS 39, the Group applied the principles of accounting of collaterals. The application of accounting of collaterals aimed at reflecting in the Group's financial statements, the economic contents resulting from the carried out activity.

In the period of 12 months ended December 31, 2008, the Issuer, wishing to hedge against exchange rate losses, concluded two forward-type currency contracts. The first contract was concluded on 26/03/2008 for EUR 180 000 and was settled on 28/08/2008, posting the profit

of PLN 43,400.09. In the year 2008, the currency exchange hedging met the conditions for being regarded as highly effective.

On the other hand, the other contract was concluded on 15/10/2008 for the amount of EUR 150 000 with the realization date 27/02/2009. As at December 31, 2008, the Issuer posted loss from valuation and realization of a derivative instrument at the amount of PLN 77 805.

Besides the above-mentioned concluded contracts, there are no hedging instruments or derivative instruments.

The above described settlement of derivative instruments has (at full effectiveness of the collateral established) neutral impact on the net result of the Group, because a change in EUR exchange rate has at the same time impact respectively on increasing or reducing the income on sales, denominated in EUR and increasing or decreasing financial costs/incomes from valuation of derivative instruments.

20. The characteristics of external and internal factors important for the development of the enterprise development and perspectives of development of activity, taking into account the elements of market strategy

The factors which will have impact on the development of Quantum software S.A. in the perspective of the subsequent year, include factors beyond control of the Company, as well as internal factors, controlled by Quantum software S.A.

The external factors include:

- the economic situation related to the occurrence of the financial crisis and slowdown of global development,
- the impact of the crisis on the economies of Poland and neighbouring countries, including Ukraine;
- the decisions of enterprises regarding budgets related to expenditures on IT;
- the risk related to considerable fluctuation of the exchange rate of PLN to EUR, which directly translates to exchange rate differences (gains/losses) (this pertains first of all to the

realization of export contracts); the level of trade receivables and liabilities in foreign currencies is small and ensures the balancing of exchange differences in this respect.

The external factors which have impact on the development of the Group of Companies include:

- timely completion of works in the scope of realization of contracts started in the year 2008 in the way compliant with the planned budgets and terms and conditions of contract;
- successful and timely completion of development works in the scope of new products and services,
- carrying out effective HR policy eliminating the risk of churn of qualified and competent employees from the Company;
- the effectiveness of marketing actions in winning new contracts;
- possible finalization of negotiations related to capital investments.

Quantum software S.A. is the company focused on creation and implementation of IT systems for enterprises looking for advanced solutions in the field of logistics. Treating own software as the starting point, the Company strives to deliver comprehensive solutions to such clients. Plans for the future focus on improving own product – Qguar system and extending the offer and scope of operation. In such the frames, the strategy for the next years takes into account the possibility of making capital investments and takeovers of entities operating in the sector. The potential of taken over enterprises, combined with the experience and potential, would enable the creation of stronger entity. Future investments will focus on the Company's strategy.

Quantum software S.A. bases its strategy on:

- the competences obtained, required for the creation and implementation of SCM systems (Supply Chain Management); they relate not only to IT, but also to such domains as logistics, automatics and traceability techniques, enterprise management;
- years-long international experience in working for renowned enterprises in many countries of Europe.

Strategic directions of development:

1. The development of Qguar authoring package of software with more SCM type modules,
2. Extending the offer with:

- implementation of software developed by other producers, which require competences and experience in logistics or are complementary to Qguar; these include, not limited to SAP's ERP solutions,
 - the full scope of services related to integration of logistic systems (consulting, computer hardware, peripherals and software of all tiers),
3. Continuation of geographical expansion and strengthening the position of the leading developer of broadly-take logistics in Central and Easter Europe.

The Company intends to accomplish the above goals through organic growth and through capital investments, takeovers and mergers. The extension of Qguar system with more modules is the most natural mechanism of development of the Company's offer. The systematic growth of demand for this type of software results from the following factors:

- increased demands of enterprises in the scope of optimization of the supply chain and reduction of costs of logistics,
- increased demand for logistic services,
- fast development of technologies and drop of prices of devices for identification of goods (barcodes, RFID),
- the development of mobile data processing technologies,

The experience and market position of the Company can be used for implementing the applications of third party companies, which may perfectly supplement the offer of own products of the Company. Quantum software S.A. has for many years developed integrator activity in the scope of complete systems for logistics. The point is not only about the utility software itself, but about the issues related to:

- Process design,
- IT and communication infrastructure
- devices (also including industrial automatics),
- OS software and database software.

For many enterprises at starting stage of development, the computerization pertains to the field of accounting, and at later stage, the informatization in logistics became critical. This creates the chance for development of the Company in the direction of the supplier of complete ERP class IT systems for enterprises, in which effective logistics is of paramount importance.

The Qguar package has the stable position of the leader of warehousing-distribution applications in the Polish market. Used in Eastern and Western Europe in eight language versions is a good basis for intensifying the export. The Central Eastern Europe is a promising market due to the fast and stable economic growth. The experience so far proves that this market is so specific that the Company can effectively compete in it with the suppliers of IT solutions from the Western Europe. It is important that the products offered should be tested in international market (multilingual character) and are not a barrier for international enterprises. “Trans-border character” is one of the main features of logistic processes.

21. Realization of the forecast of results for the year 2008

In the year 2008, the Issuer did not publish forecasts

22. Changes in the basis principles of management

In the year 2008, there were no changes in the principles of management of the enterprise.

23. Description of proceedings pending before court, arbitration body or public administration body

There were none of the above events.

24. The information about the conclusion by the Issuer or its subsidiary entities the transactions with affiliated entities, if the value of such transactions (total value of all transactions concluded in the period from the beginning of the accounting year) exceeds the equivalent in PLN of the amount of EUR 500 000:

In the reported period, the Company did not conclude contracts with affiliated entities.

25. Changes in the composition of managing and supervising bodies

In the year 2008, the composition or the number of persons in supervisory bodies did not change.

26. **Information about significant transactions effected by the issuer or its subsidiary entity with affiliated entity on terms and conditions different from market conditions, with amounts and information specifying the character of such transactions.**

The specified events did not take place.

27. **The value of remunerations, awards, benefits, including ones resulting from incentive schemes and bonus schemes based on the capital of the Company or payable to members of the Management Board or Supervisory Board of the Company and the information about the value of remunerations of members of the Management Board and Supervisory Board of Quantum software SA for performing their functions in the governing bodies of subsidiary entities.**

The amount of remunerations of Members of the Management Board for the period from 01.01.2008 to 31.12.2008

Full name	total remuneration for the period from 01.01.2008 to 31.12.2008 in PLN
Hatala Tomasz	161 123
Ożóg Bogusław	103 378
Jędra Marek	130 628
Mnich Tomasz	157 979,5

The amount of remunerations of Members of the Supervisory Board for the period from 01.01.2008 to 31.12.2008

Full name	total remuneration for the period from 01.01.2008 to 31.12.2008 in PLN
Kutyła Leopold	3000,00
Polończyk Tomasz	27 041,41
Nadolska Anna	0.00
Gaertner Henryk	2000.00
Majewski Jerzy	3000.00

28. All the contracts concluded between the issuer and the managing persons, providing for the compensation in the event of their resignation or recalling from their position without valid reason or when their recalling or dismissal is due to merger through takeover

The President of the Management Board of Quantum software S.A.– Mr. Tomasz Hatala performs the duties of Operating Director, based on the contract concluded with the management company Hatala i Spółka Sp. j. The relevant contract provides for 6-months period of notice for termination without recompense.

The Vice-President of the Management Mr. Board Marek Jędra, the Vice-President of the Management Mr. Bogusław Ożóg and the Member of the Management Mr. Tomasz Mnich are employed based on the employment contract on managerial positions and special (different from the regulations of the Labour Code) compensations are not provided for in these contracts.

29. In the event of capital companies – the specification of the total number and face value of all shares of the issuer and shares in the issuer’s affiliated entities, held by the issuer’s managing and supervising persons (for each person separately):

The share capital of the Company amounts to PLN 735,000 and is divided into 1,470,000 shares (750,000 A series registered shares and 720,000 B series and C series ordinary bearer shares) each of face value of PLN 0.50. The list of management and supervisory staff holding shares in Quantum software S.A.

Management Board	December 31, 2008
Tomasz Hatala	36 200
Bogusław Ożóg	24 603
Marek Jędra	8 200
Tomasz Mnich	3 400
Supervisory Board	December 31, 2008
Tomasz Polończyk	8 200

Moreover, the persons listed above and Mr. Henryk Gaertner (Member of the Supervisory Board) hold shares in the dominating entity in relation to the Company.

According to the best knowledge of the Management Board of the Company, none of management and supervisory staff held shares in subsidiary entities of Quantum software S.A.

30. The shareholders who hold directly or indirectly, through subsidiary entities, at least 5% of the total number of votes in the general meeting of shareholders, with specification of shares held by these entities, their participation in share capital, the number of corresponding votes and their percentage in the total number of votes in the general meeting of shareholders.

According to the best knowledge of the Company as at December 31, 2008, the shareholders who hold directly or indirectly, through subsidiary entities, at least 5% of the total number of votes in the general meeting of shareholders of the Company were:

The dominating entity in the company is Quantum Assets sp. z o.o. with the registered office in Krakow, holding 675 421 A series privileged registered A series shares and 222 979 B series ordinary bearer shares, making in total 61.12 % of its share capital, giving the right to 1 573 821 votes in the general meeting of shareholders, which makes 70.89 % of the total number of votes.

31. Information about the contracts known to the Issuer (including the contracts concluded after the balance sheet day) as a result of which there may in the future be changes in the proportions of the shares held by the existing shareholders and bondholders

On June 17, 2008, the General Meeting of Shareholders of Quantum software SA passed the resolutions no. 18/2008, resolutions no. 19/2008 and resolutions no. 20/2008 on the implementation of the Incentive Scheme of the company for the years 2008 – 2011, on conditional increase of the share capital of Quantum software SA and the issuance of Subscription Warrants as part of the Executive Stock Options Scheme ("ESO Scheme"). ESO Scheme will be realized through issuing Warrants for Authorized Persons, who will be listed in separate resolutions of the Supervisory Board. ESO Scheme envisages free of charge issue of not more than 44 100 Warrants issued in three Packages.

The Management Board of the Issuer knows of no contracts other than the aforesaid incentive scheme, as a result of which in the future there would be changes in the proportions of the shares held by the existing shareholders.

32. The information about the system for controlling the employee shares programs

In the point 28 of the present report, the incentive scheme has been described, which will be in force in the years 2008- 2010.

33. Contracts with the entity authorized to auditing the financial statements

On May 26, 2008, the Company concluded with Biel Audyt Sp. z o.o. with the registered office in Krakow, ul. Walerego Sławka 3A, a contract for the audit of semi-annual financial statements for the period from 01.01.2008 to 30.06.2008 and the audit of the financial statements for the period from 01.01.2008 to 31.12.2008.

For the completion of the aforesaid services, the auditor will receive net remuneration in the total amount of PLN 15 000 net.

34. The information about the application of corporate governance

In this respect, the Company prepared a separate document, which has been published in the annual report.

Krakow, April 16, 2009

Members of the Management Board

Tomasz Hatala

Bogusław Ożóg

Marek Jędra

Tomasz Mnich

STATEMENT

The Management Board of Quantum software SA represents that to their best knowledge the annual financial statements and the comparative data have been prepared in accordance with the currently binding accounting policies and that they reliably and clearly reflect the true economic and financial situation of Quantum software SA and its financial result and that the annual Management's report on operations contains the true situation regarding the development and achievements of Quantum software SA, including the basic threats and risk.

Kraków, April 16, 2008

Tomasz Hatala President of the Management Board

Bogusław Ożóg Vice -president of the Management Board

Marek Jedra Vice -president of the Management Board

Tomasz Mnich Member of the Management Board

STATEMENT

The Management Board of Quantum software S.A. represents that the entity authorized to auditing the financial statements, performing the audit of the annual financial statements, has been selected in accordance with the provisions of law and that the said entity and the chartered auditors who audit the financial statements met the conditions for expressing the unbiased and independent opinion concerning the audit, in accordance with the respective provisions of national laws.

Kraków, April 16, 2008

Tomasz Hatala President of the Management Board

Bogusław Ożóg Vice -president of the Management Board

Marek Jedra Vice -president of the Management Board

Tomasz Mnich Member of the Management Board

Statement regarding the application of the rules of corporate governance by Quantum software S.A. for the year 2008

I. Specifying the set of the rules of corporate governance adopted by Quantum software S.A.

Quantum software S.A. voluntarily adopted “ The Code of Best Practice for WSE-listed Companies” passed by the Board of the Warsaw Stock Exchange in Warsaw pursuant to the resolution no. 12/1170/2007 of July 4, 2007. The full text of CBPWP is posted at the WSE’s website at corp-gov.gpw.pl

II. Specification of the rules of corporate governance, which were not complied with by the Issuer, with the explanation of the circumstances and reasons for not applying a given rule and the way in which the Company intends to remove the possible consequences of not applying a given rule or steps planned to be taken in order to reduce the risk of not applying a given rule in the future.

In accordance with the statement of January 2, 2008, published in the Current Report no. 1/2008, the Company did not apply in the year 2008 in whole or in part the following rules of corporate governance:

The rule II point 1.6 states that the website includes annual reports from the operations of the Supervisory Board, with the description of work of its committees. Because not committees have been organized in the Issuer’s Supervisory Board, their work cannot be included in the reports from the operations of the Supervisory Board.

The rule III point 7 states that within the Supervisory Board, at least the audit committee (...) should function. The Issuer’s Supervisory Board is composed of the minimum number of members required by law. Due to the size of activity conducted by the company, the issuer is of the opinion that establishing an audit committee inside the supervisory board is unreasonable. In the opinion of the Issuer, the Supervisory Board, in its basic composition, is capable of properly performing the obligations related to the audit of the Company matters.

The rule III point 8 states that in the scope of tasks and functioning of the committees operating in the supervisory board, the appendix I to the Instruction of the European Committee regarding the role of non-executive directors (...) should be applied. This rule does not apply, because there are no committees within the Supervisory Board.

III. Description of the operation of the general meeting of shareholders and its principal rights and the rights of shareholders and the way of exercising such rights.

A General Meeting of Shareholders is summoned by the Management Board and convened till June 30 each calendar year. An Extraordinary Meeting of Shareholders is summoned by the Management Board on its own initiative and upon request of the Supervisory Board or upon request of shareholders representing at least 1/10 of share capital. General Meetings are convened in Krakow or in Warsaw. GMS are convened through announcements in *Monitor Sądowy i Gospodarczy*. The information about GMS is submitted in the form of current report and the announcement posted in the Company's website. The above tasks are performed at least three weeks prior to the date of GMS

The following matters require a resolution of a General Meeting of Shareholders:

1. considering and approving the financial statements and the Management report on operations of the Company for the preceding year
2. setting forth the principles of remunerating the members of the Supervisory Board
3. approving the regulations of the GMS and Supervisory Board,
4. appointing the possible claims adjusters,
5. possible exclusion of the whole or part of distributable profit
6. appointing and recalling the Supervisory Board

GMS passes resolutions in matters reserved for its competences, in particular in the provisions of the Code of Commercial Companies, GMS regulations and the Charter. Subject to the provisions of specified in the Code of Commercial Companies and the Charter, resolutions pass will simple majority of votes. In accordance with the Charter, the resolution on abandoning the considering the matter included in the agenda upon the request of shareholders is passed by GMS with the majority of 75% of votes, having obtained the consent of all present shareholders

who submitted the application for its considering. The resolutions of GMS are included in the protocol prepared by the notary. The resolutions of GMS may be appealed against in Court of Law according to and as provided in the Code of Commercial Companies.

The right to participate in a General Meeting of Shareholders.

Pursuant to the Article 412 § 1 of the Code of Commercial Companies, shareholders may participate in the General Meeting of Shareholders and exercise the voting right in registered shares, in person or through attorneys in fact. The power of attorney to participate and execute the voting right on behalf of a shareholder in the Company should be granted in writing, or otherwise it will be null and void. Each A series registered share of the Company gives right to two votes at the general Meeting of Shareholders, whilst B and C series shares are ordinary bearer shares, each B series or C series share gives right to one vote at the general Meeting of Shareholders.

Pursuant to the Article 406 § 3 of the Code of Commercial Companies, shareholders should submit to the Company, at least one week prior to convening the General Meeting of Shareholders, registered certificates for shares issued by the entity maintaining the securities account, which states that shares will not be released prior to the end of the General Meeting of Shareholders.

The right to demand the release of copies of motions on matters specified in the agenda of the General Meeting of Shareholders.

Pursuant to the Article 407 § 2 of the Code of Commercial Companies, each shareholder shall have the right to demand the release of copies of motions on matters specified in the agenda of the nearest General Meeting of Shareholders. Such the demand shall be submitted to the Management Board of the Company. The copies of motions should be released not later than within one week before General Meeting of Shareholders.

The right to demand the checking with the list of the shareholders in attendance at the General Meeting of Shareholders.

Pursuant to the Article 410 § 1 of the Code of Commercial Companies, immediately following the election of the Chairman of the General Meeting of Shareholders a list of attendance containing the list of persons participating in the General Meeting of Shareholders should be drawn up, with the specification of the number of shares in the Company held by each

participant and used in casting the votes. The Chairman shall be obliged to sign the list and make it available for viewing during the General Meeting of Shareholders.

Pursuant to the Article 410 § 2, upon the request of shareholders holding 1/10 of share capital represented at such the General Meeting of Shareholders, the list of attendance should be checked by the committee appointed for this purpose.

The right to distribute the profit of the Company, including the right to dividend

In accordance with the Charter of the Company, shareholders have the right to participate in the annual profit, allocated by the General Meeting of Shareholders for distribution. The management Board shall have the right to pay out to shareholders the advance moneys against the dividend as at the accounting year, if the Company has funds sufficient for the payment. The payment of the advance sum requires the consent of the Supervisory Board.

IV. The composition and principles of operating of the Company's management and supervisory bodies and their committees.

As at December 31, 2008, the Management Board was composed of the following persons:

President of the Management Board	Tomasz Hatala
Vice -president of the Management Board	Bogusław Ożóg
Vice -president of the Management Board	Marek Jędra
Member of the Management Board	Tomasz Mnich

The detailed tasks of the Management Board of the Company are specified in the Regulations of the Management Board passed by the Management Board and approved by the Supervisory Board.

Principles of operation of the Management Board

The President of the Management Board and the other members of the Management are appointed and recalled by the Supervisory Board for the period of three years. The Management

Board is composed of 1-5 members; the number of members of the Management Board is set by the Supervisory Board.

Members of the Management Board are appointed for the period of joint term of office. The mandates of members of the Management Board expire on the day of convening the General Meeting of Shareholders. The condition for it is approving the financial statement for the last full accounting year of performing the function of member of the Management Board.

The Management Board of the Company manages the Company's affairs and represents it in courts of law and elsewhere. Two Members of the Management Board jointly are entitled to making declarations of will and signing on behalf of the Company.

The competences of the Management Board include all the other matters not stipulated for the General Meeting of Shareholders and the Supervisory Board.

The decisions of the Management Board have the form of resolutions, which are adopted by absolute majority of votes. The resolutions of the Management Board are voted on in secret ballot. Principles of operation of the Management Board specifying in particular the type of matters requiring its resolution are specified in the Regulations adopted by the Supervisory Board. The Management Board prepares and maintains the documentation regarding the organizational tasks performed by the Company, in particular:

- it performs all the registration tasks provided in the provisions of law currently in force;
- makes all the announcements required in law and Charter of the Company, in the manner specified therein;
- summons the General Meeting of Shareholders and maintains the documentation related to convening and running the Meetings;
- maintains the share register;
- stores the minutes from meetings of the Supervisory Board;
- provides the Supervisory Board and General Meeting of Shareholders with thorough explanations regarding the Company;
- preparing the report from the operations of the Company for the preceding accounting year;
- preparing the project of distribution of profit or manner of covering the loss of the accounting year;
- setting and announcing the date of payment of dividend;
- maintaining the Regulations of the Management Board and other regulations;

As at December 31, 2008, the Supervisory Board of the Company was composed of the following persons:

Chairman of the Supervisory Board	Leopold Kutyla
Deputy Chairman of the Supervisory Board	Tomasz Polończyk
Member of the Supervisory Board	Henryk Gaertner
Member of the Supervisory Board	Jerzy Majewski
Member of the Supervisory Board	Anna Nadolska

Principles of operation of the Supervisory Board

The Supervisory Board acts based on the adopted Regulations of the Supervisory Board of Quantum software SA and the Charter of the Company. The Supervisory Board is composed of from five to nine members elected by the General Meeting of Shareholders. The term of office of the Supervisory Board is three years. In the event of expiry of the mandate of the Chairman or Member of the Supervisory Board before the end of the term of office, the new Chairman or Member of the Supervisory Board is elected to take his/her place only till the end of the term of office of the other members of the Supervisory Board. At least two members of the Supervisory Board should meet the criteria for independent member of the Board.

The competences of the Supervisory Board include:

- the assessment of the annual financial statements and the assessment of the Management report on operations of the Company and motions regarding the division of profit or covering of loss
- presenting to the General Meeting the written report from the outcome of the actions referred to in the point 1 above,
- consent to acquire or dispose of real estate, perpetual usufruct or share in real property,
- consent to acquiring shares or stock in other enterprises, to takeovers and incorporating other economic entities,
- granting the Members of the Management Board the consent to managing the competitive affairs or participating in a competitor's enterprise, as partner or member of governing bodies,
- considering other issues submitted by the General Meeting of Shareholders,

- granting the consent to granting the procuration by the Management Board,
- upon request of the Management Board, selection of the chartered auditor for the review of the annual financial statements of the Company.

The meetings of the Supervisory Board are summoned by the Chairman on his/her own initiative or upon request of another member of the Supervisory Board or upon request of the Management Board. The Supervisory Board passes resolutions with absolute majority of votes. The Supervisory Board may not pass a resolution on any subject which is not included in the agenda, unless all the members of the Supervisory Board are present and none of them files any objection to it. The members of the Supervisory Board may participate in passing the resolutions of the Supervisory Board through casting their votes in writing through another member of the Supervisory Board. Casting the vote in writing may not pertain to matters entered to the agenda at the meeting of the Supervisory Board. Resolutions of the Supervisory Board may be adopted without convening a meeting, through the exchange of letters or using the means of direct remote communication. A resolution is valid when all the members of the Supervisory Board have been notified about the contents of the draft of resolution. The Supervisory Board Quantum software S.A. is composed of only five members, therefore it has not establish committees. The whole Supervisory Board performed the role of committees.

V. The shareholders who hold directly or indirectly, through subsidiary entities, the majority shareholdings, with specification of shares held by these entities, their participation in the share capital, the number of corresponding votes and their percentage in the total number of votes at the general meeting of shareholders

As at the day of publishing the present quarterly report, the list of shareholders holding at least 5% of all votes at the General Meeting of Shareholders is the following:

The dominating entity in the company is Quantum Assets sp. z o.o. with the registered office in Krakow, holding 675 421 A series privileged registered A series shares and 222 979 B series ordinary bearer shares, making in total 61.12 % of its share capital, giving the right to 1 573 821 votes in the general meeting of shareholders, which makes 70.89 % of the total number of votes. Among the shareholders of Quantum Assets Sp. z o.o. there are persons from the management staff of Quantum software S.A.

V. The holders of all the securities which give special control rights in relation to the issuer, with the description of such rights.

The Company holds A series privileged registered shares, which are not admitted to the regulated market. A series registered shares are privileged in such the way that one shares gives right to two votes at the General Meeting of Shareholders of the Company. B and C series shares are ordinary bearer shares and there are limitations regarding their disposal

The holders of A series shares of the Company, which give special control rights in relation to the Company, as at April 15, 2009

Shareholder	The number of A series shares and their structure	Number of votes at GMS from A series shares and their structure
„Quantum Assets” Sp. z o.o.	675 421 (90.06 %)	1 350 842 (90.06 %)
Tomasz Hatala	28 181 (3.75 %)	56 362 (3.75 %)
Bogusław Ożóg	19 150 (2.56%)	38 300 (2.56%)
Marek Jędra	6 384 (0,85 %)	12 768 (0,85 %)
Robert Dykacz	11 832 (1.58 %)	23 664 (1.58 %)
Tomasz Mnich	2 648 (0.35%)	5 296 (0.35%)
Tomasz Polończyk	6 384 (0.85 %)	12 768 (0.85 %)
Total number of A series shares of the Company and the related votes	750 000 (100 %)	1 500 000 (100%)

VII. Listing all the limitations regarding the exercise of voting right, such as limiting the exercise of the right to vote by the holders of certain part or number of votes, time limitations related to exercise of the right to vote or subscriptions, according to which, with cooperation of the Company, the equity rights related to securities are separated from the holding of securities.

The Issuer did not issue any shares which would be covered by the aforesaid limitations.

VIII. Listing all the limitations regarding the transfer of ownership right to the Issuer's securities.

The Issuer did not issue any shares which would be covered by limitations regarding their transfer.

IX. Description of the principles of change of the Issuer's Charter

Any change of the Charter requires the resolution of the general meeting of shareholders, passed with the majority of $\frac{3}{4}$ of votes.

X. The description of basic features of internal control and risk management systems used in the company, in relation to the process of preparing the financial statements and consolidated financial statements.

The process of preparing the financial data for the purpose of statutory reporting is automated and based on Quantum financial and accounting system. Preparing the data in source systems is subject to formalized operating and acceptance procedures, which set the scope of competences of individual persons. The management Board and senior management staff oversee the individual areas of activity, processes and products. Key persons are responsible for creating, implementing, operation and monitoring of effective and efficient system of internal control and identification and control of the risk borne. Moreover, the financial statements is subject to formal review and approval of the supervising body, that is the Supervisory Board.

In the opinion of the Supervisory Board, the internal control system is adapted to the size and profile of the risk connected with the operations of the Company and at the same time the management of the risk significant for the activity of Quantum is realized in adequate and effective manner.

Kraków, April 15, 2009

Tomasz Hatala	President of the Management Board
Bogusław Ożóg	Vice -president of the Management Board
Marek Jędra	Vice -president of the Management Board
Tomasz Mnich	Member of the Management Board

**Report from the operation of the Supervisory Board of Quantum software S.A.
for the accounting year 2008, taking into account the assessment of works of the
Supervisory Board**

I.

The Supervisory Board in the accounting year 2008 was the following:

1. Leopold Kutyla – Chairman of the Supervisory Board,
2. Tomasz Polończyk – Deputy Chairman of the Supervisory Board,
3. Henryk Gaertner - Member of the Supervisory Board,
4. Jerzy Majewski - Member of the Supervisory Board,
5. Anna Nadolska – Member of the Supervisory Board.

II.

The rules and manner of operation of the Supervisory Board of Quantum software S.A. are provided for in the laws related to public capital companies and:

- the Charter of Quantum software S.A.,
- the Regulations of the Supervisory Board of Quantum software S.A.,
- corporate governance rules.

In the year 2008, there were three meetings of the Supervisory Board of Quantum software S.A. in Kraków (28th January, 26th May, 23rd October) in the Company's registered office and one meeting (3rd October) took place through the exchange of fax messages. During the meetings, the individual members of the Supervisory Board were present, the average attendance in the meeting was 4 (four) persons per 5 (five) members of the Supervisory Board.

The Supervisory Board exercised ongoing supervision over the activities of Quantum software S.A. The supervision and control tasks included, in particular:

- monitoring and analysis of financial situation of Quantum software S.A and its assessment,
- analysing the interim financial reports,
- becoming familiarized with periodic reports of the Management Board related to current and planned operations of the Company,
- the formal and legal matters related to the activity of the Board.

As part of performing its tasks, the Supervisory Board passed the following resolutions:

- it assessed the Management report on operations of the Company and the financial statements for the accounting year 2007;
- issued positive opinion regarding the allocation of profit of the year 2007 entirely to supplementary capital of the Company;
- passed the resolution regarding the entity entitled to audit and review the financial statements of the Company as at June 30, 2008 and December 31, 2008;
- issued positive opinion regarding the results of the Company for the 1st half of the year 2008;
- passed the resolution regarding the employment and remuneration for members of the Management Board;
- passed the resolution regarding preparing, from January 1, 2007 on, the financial statements in accordance with IAS/IFAS;
- passed the resolution regarding extending the Company's product offer;
- passed the resolution regarding the acquisition of shares and increasing the share capital of Quantum East Sp. z o.o. and increasing the share capital of Quantum International Sp. z o.o. with the registered office in Kiev.

By way of exchange of letters, the Supervisory Board decided to approve the Regulations of Executive Shares Option Scheme and the template of the Contract for joining the Executive Shares Option Scheme.

The Issuer's Supervisory Board is composed of the minimum number of members required by law. No committees have been organized within the Supervisory Board, in particular the audit committee. In the opinion of the Issuer, the Supervisory Board, in its basic composition, is capable of properly performing the obligations related to the audit of the Company matters.

Pursuant to the Article 382 para 3 of Code of Commercial Companies, the Supervisory Board assessed:

1. The financial statements of the Company for the year 2008.
2. The Management report on operations of the Company for the period from January 1, 2008 till December 31, 2008.

In view of the foregoing, the Supervisory Board requests from the General Meeting of Shareholders of Quantum software S.A. the acceptance of:

1. The Management report on operations of the Company for the period from January 1, 2008 till December 31, 2008.
2. The financial statements of the Company for the year 2008.

III.

The assessment of the operation of the Supervisory Board of Quantum software S.A. and internal control system and the system for managing the risks significant for the Company.

The Supervisory Board issued positive opinion about its activity as regards the proper functioning of the internal control system and the system for managing the risks significant for Quantum software S. A, which in the opinion of the Supervisory Board served ensuring correctness of financial information contained in reports and interim reports.

In the opinion of the Supervisory Board, the internal control system is adapted to the size and profile of the risk connected with the operations of Quantum software S.A and at the same time the management of the risk significant for the activity of Quantum software S.A is realized in adequate and effective manner.

The process of preparing the financial data for the purpose of statutory reporting is automated and based on Quantum software S.A.'s financial and accounting system. Preparing the data in source systems is subject to formalized operating and acceptance procedures, which set the scope of competences of individual persons. The management Board and senior management staff oversee the individual areas of activity, processes and products. Key persons are responsible for creating, implementing, operation and monitoring of effective and efficient system of internal control and identification and control of the risk borne. Moreover, the financial statements is subject to formal review and approval of the supervising body, that is the Supervisory Board.

The present report was adopted by the Supervisory Board in the form of a resolution on April 9, 2009.

Leopold Kutyla
Chairman of the Supervisory Board