

RESOLUTION No 1
**of the Extraordinary General Shareholders' Meeting of the Company under the name
Quantum software Spółka Akcyjna Of 15 January 2008 on the appointment of the
Chairman of the Meeting**

"§ 1

Pursuant to art. 409 §1 of the Commercial Companies Code, the Extraordinary General Shareholders' Meeting hereby resolves to appoint (.....) as the Chairman of the Extraordinary General Shareholders' Meeting.

§ 2

The resolution shall be apply from the adoption date."

Resolution No 1 was adopted in a secret vote with (.....) votes in favour.

III. Pursuant to the provisions of art. 410 of the Commercial Companies Code, the Chairman of the Meeting asked for the attendance list, signed it and stated that the General Shareholders' Meeting of the Company under the name: Quantum software Spółka Akcyjna, registered office in Kraków, was summoned for that day, that is 15 November 2008, 11:00 (eleven o'clock), at Novotel Kraków Centrum Hotel at Tadeusza Kościuski 3 (three), Kraków, and that (...) Shareholders were present at the Meeting, accounting for (.....) votes, representing (%) (...) of the Company's basic capital, and further stated that all Shareholders were duly notified of the date, venue and agenda of the Extraordinary General Shareholders' Meeting by the announcement in Monitor Sądowy i Gospodarczy No 239/2007 of 10 December 2007 under item 15313, as a result of which the Meeting was duly authorised to take valid resolutions, pursuant to art. 408 of the Commercial Companies Code, in respect of the Agenda as follows:

1. Opening of the General Shareholders' Meeting.
2. Appointment of the Returning Committee.
3. Appointment of the Chairman of the General Shareholders' Meeting.
4. Statement of validity of the General Shareholders' Meeting's convention and of the Meeting's power to adopt resolutions.
5. Adoption of the Agenda.
6. Adoption of the resolution to amend the Company's Articles of Association.
7. Closing of the meeting.

IV. Proceeding with a subsequent item on the Agenda, the Chairman put the following draft resolutions to a vote:

RESOLUTION No 2
**of the Extraordinary General Shareholders' Meeting
of the Company under the name Quantum software Spółka Akcyjna
of 15 January 2008
on the adoption of the Agenda**

"§ 1

The Extraordinary General Shareholders' Meeting hereby adopts the agenda as published in the announcement on the convention of the Extraordinary General Shareholders' Meeting of Quantum software SA, specifically:

1. Opening of the General Shareholders' Meeting.

2. *Appointment of the Returning Committee.*
3. *Appointment of the Chairman of the General Shareholders' Meeting.*
4. *Statement of validity of the General Shareholders' Meeting's convention and of the Meeting's power to adopt resolutions.*
5. *Adoption of the Agenda.*
6. *Adoption of the resolution to amend the Company's Articles of Association.*
7. *Closing of the meeting.*

§ 2

The resolution shall apply from the adoption date."

Resolution No 2 was adopted unanimously.

RESOLUTION No 3
of the Extraordinary General Shareholders' Meeting
of the Company under the name: Quantum software Spółka Akcyjna
of 15 January 2008
on the amendment of the Company's Articles of Association

"§ 1

The Extraordinary General Shareholders' Meeting of the Company under the name Quantum software Spółka Akcyjna, registered office in Kraków, pursuant to art. 430 §1 of the Commercial Companies Code, hereby resolves as follows:

1. *As a result of the registration, on 11 September 2007, of the increase in the Company's basic capital and issue of Series C Stock by the District Court for Kraków - Śródmieście in Kraków, 11th Commercial Department of the National Court Register:*
- provisions of section X of the Company's Articles of Association shall be amended as follows:
"Basic capital of the Company shall be 735,000.00 (seven hundred and thirty five thousand złotych) divided into:
- 750,000 (seven hundred and fifty thousand) Series A registered Stock at the par value of 0.50 (zero złotych and fifty groszys) each, numbered with consecutive numbers from 1 to 750,000,
- 250,000 (two hundred and fifty thousand) Series B bearer Stock at the par value of 0.50 (zero złotych and fifty groszys) each, numbered with consecutive numbers from 1 to 250,000;
- 470,000 (four hundred and seventy thousand) Series C bearer Stock at the par value of 0.50 (zero złotych and fifty groszys) each, numbered with consecutive numbers from 1 to 470,000."
- the following subsection 3 shall be added to section XII:
"Series C bearer stock, numbered with consecutive numbers from 1 to 470,000, shall be common stock."
2. *Section XIV of the Articles of Associations as follows:*
"1. Stock may be redeemed:
 - a) *from net profit,*
 - b) *by decreasing the equity pursuant to the provisions of the Commercial Companies Code,*
 - c) *by the Company's acquisition of stock to redeem.**2. In exchange for the stock redeemed by a draw, the Company shall issue usufruct stock without a predetermined par value."*
shall be amended as follows:
"Stock may be redeemed."
3. *Section XXI of the Articles of Associations as follows:*

"Profit shall be distributed proportionately based on the par value of a stock."

shall be amended as follows:

"The Management Board is authorised to disburse to shareholders an advance against the expected dividend for the end of the fiscal year, shall the Company have sufficient funds available to make the payment. The advance payment shall require the Supervisory Board's consent."

4. *Section XXVI of the Articles of Associations as follows:*

"In addition to such provisions as may apply under the Commercial Companies Code and these Articles of Associations, the following shall require the relevant resolution of the General Shareholders' Meeting to be passed:

- 1. determination of compensation rules to apply to members of the Supervisory Board,*
- 2. endorsement of the rules and regulations for the General Shareholders' Meeting and the Supervisory Board,*
- 3. appointment of receivers, if any,*
- 4. redemption of stock - including indication of the redemption method and value to serve as the basis for redemption,*
- 5. exclusions, if any, of all or part of profit from distribution,*
- 6. appointment and recall of the Supervisory Board,*
- 7. entering as a partner into a commercial company, or formation of another commercial company, subscription for and acquisition of shares or stock by the Company."*

shall be amended as follows:

"In addition to such provisions as may apply under the Commercial Companies Code and these Articles of Associations, the following shall require the relevant resolution of the General Shareholders' Meeting to be passed:

- 1. examination and endorsement of the financial statement and Management Board's Business Report for the previous year,*
- 2. determination of compensation rules to apply to members of the Supervisory Board,*
- 3. endorsement of the rules and regulations for the General Shareholders' Meeting and the Supervisory Board,*
- 4. appointment of receivers, if any,*
- 5. exclusions, if any, of all or part of profit from distribution,*
- 6. appointment and recall of the Supervisory Board."*

5. *Section XXIX of the Articles of Associations as follows:*

"The Supervisory Board shall have five, seven or nine members. The term of the Supervisory Board shall be for 3 years save that Members of the first Board shall be appointed for the term expiring at the first General Shareholders' Meeting, required to be convened within one year of the Company's formation."

shall be amended as follows:

"The Supervisory Board shall have from five to nine members appointed by the General Shareholders' Meeting. The term of the Supervisory Board shall be 3 for years."

6. *Section XXX subsection 1 of the Articles of Associations as follows:*

"Each stockholder shall be entitled to submit their candidates for the Supervisory Board. In the event that the President or Member of the Supervisory Board resigns before the end of the term, the new President or Member of the Board shall be appointed for the term expiring at expiry of the term of other Members of the Board."

shall be amended as follows:

In the event that the mandate of President or Member of the Supervisory Board expires before the end of the term, the new President or Member of the Board shall be appointed for the term expiring at expiry of the term of other Members of the Board."

7. The following paragraph of Section XXXI of the Articles of Associations shall be repealed:
" In the event of dismissal, resignation or death of President or Member of the Supervisory Board, the provisions of section XXX herein shall apply."
8. Section XXXIX of the Articles of Associations as follows:
"In addition to such provisions as may apply under the Commercial Companies Code, the following shall require the relevant resolution of the Supervisory Board to be passed:
1. *permission to acquire or dispose of a real estate, perpetual usufruct right or share in a real estate,*
 2. *permission to dispose of or pledge other registered stock,*
 3. *establishment or winding up of a subsidiary,*
 4. *establishment or acquisition of another enterprise,*
 5. *determination of compensation rules to apply to Members of the Management Board,*
 6. *authorisation for Members of the Management Board to engage in competitive business or competitive company as a partner or member of such company's Authorities.*
 7. *examination of such other cases as may be referred by the General Shareholders' Meeting,*
 8. *authorisation of the conferment by the Management Board of the power to act as agent (procuration),*
 9. *selection, on request by the Management Board, of a chartered auditor to examine the annual financial statement of the Company.*
- shall be amended as follows:
"In addition to such provisions as may apply under the Commercial Companies Code, the following shall require the relevant resolution of the Supervisory Board to be passed:
1. *Evaluation of the annual financial statement and evaluation of the Management Board's Business Report for the previous year as well as applications for profit distribution or loss coverage,*
 2. *Submission to the General Shareholders' Meeting of a written report on results of actions referred to under 1 above,*
 3. *Permission to acquire or dispose of a real estate, perpetual usufruct right or share in a real estate,*
 4. *repealed,*
 5. *repealed,*
 6. *repealed,*
 7. *repealed,*
 8. *permission to acquire shares or stock in other enterprises, to acquire and form other businesses,*
 9. *authorisation for Members of the Management Board to engage in competitive business or competitive company as a partner or member of such company's Authorities,*
 10. *examination of such other cases as may be referred by the General Shareholders' Meeting,*
 11. *authorisation of the conferment by the Management Board of the power to act as agent (procuration),*
 12. *selection, on request by the Management Board, of a chartered auditor to examine the annual financial statement of the Company."*

§ 2

The Resolution shall apply from the adoption date and shall take legal effect on the date of entry in the entrepreneurs' register of the National Court Register."

Resolution No 3 was adopted unanimously.

V. There having been no more items on the Agenda, the Company Extraordinary Shareholders' Meeting was closed by the Chairman.