

Resolution No. 1
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009
on appointing the Ballot Counting Committee

“The General Meeting of Shareholders of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna with the registered office in Krakow hereby appoints the Ballot Counting Committee, composed of: Robert Dykacz – the Chairman, Janusz Hatala and Bogusław Ożóg - Members.”

The resolution passed unanimously.

As part of the implementation of the subsequent point in the agenda, the candidature of Tomasz Hatala was proposed for the position of the Chairman of the Meeting.

Resolution No. 2
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009
on electing the Chairman of the General Meeting

"§ 1

Acting based on the Article

409 §1 of the Code of Commercial Companies, the General Meeting of Shareholders of the Company resolves to elect Mr. Tomasz Hatala to be the Chairman of the General Meeting of Shareholders.

§ 2

The resolution enters into force on the day of its passing.”

Resolution No. 3
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009
on adopting the agenda of the General Meeting

“The General Meeting of Shareholders of the Company passes the resolution of the following wording:

§ 1

The agenda of the GMS of the Company is adopted in the wording published in MSiG No. 77/2009 of April 21, 2009.

§ 2

The resolution enters into force on the day of its passing."

Resolution No. 4
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009

on approving the Management report on operations of the Company
and the financial statements of the Company for the year 2008

Pursuant to the Article 393 point 1 of the Code of Commercial Companies, Article 53 item 1 of the Accounting Act of September 29, 1994 (unified text: Dz. U. [JOURNAL OF LAWS] 2002 no. 76, pos. 694 (as amended) and Article XXXVI 22 point 1 of the Charter of the Company, the General Meeting of Shareholders, having reviewed the Management report on operations of the Company and the financial statements, resolves as follows:

"§ 1

1. The Management report on operations of the Company for the year 2008 is hereby approved.
2. The financial statements of Quantum Software S. A. with the registered office for the accounting year from January 1 till December 31, 2008 is hereby approved, including the balance sheet of the Company prepared as at December 31, 2008, showing on the side of assets, as well as liabilities, the total amount of PLN 18,476,232.50 (eighteen million four hundred seventy six thousand and two hundred and thirty two zlotys and fifty groszy), the profit and loss account for the year 2008, showing the net profit of PLN 1,044,738.71 (one million forty four thousand and seven hundred thirty eight zlotys and seventy one groszy), explanatory notes (in the form of the R annual report) and statement of changes in equity capital in the year 2008, showing the increase of equity capital by the amount of PLN 1,068,728.71 (one million sixty eight thousand and seven hundred twenty eight zlotys and seventy one groszy) and cash flow statement for the year 2008, showing the decrease in net cash by the amount of PLN 1,881,970.16 (one million eight hundred eighty eight thousand and nine hundred seventy zlotys and sixteen groszy).

§ 2

The resolution enters into force on the day of its passing."

Resolution No. 5
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009

on the distribution of the Company's profit for the year 2008

"§ 1

Pursuant to the Article 395 § 2 point 2 of the Code of Commercial Companies, the General Meeting of Shareholders, having considered the opinion of the Supervisory Board, containing

the assessment of the motion of the Management Board regarding the distribution of profit of the Company shown in the financial statements of the Company for the year 2008, decides to allocate the profit of the Company, generated in the year 2008, totaling PLN 1,044,738.71 (one million forty four thousand and seven hundred thirty eight zlotys and seventy one groszy) to supplementary capital of the Company.

§ 2

The resolution enters into force on the day of its passing.”

**Resolution No. 6
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009**

on the acknowledgement of the fulfillment of duties of a member of the Management Board
performed in the accounting year ended December 31, 2008

Acting based on the Article 393 point 1 and Article
395 § 2 point 3 of the Code of Commercial Companies, the General Meeting of Shareholders
resolves as follows:

§1

The General Meeting of Shareholders grants Mr. Tomasz Hatala, a member of the Management Board, employed at the position of President of the Management Board in the period from January 1, 2008 till December 31, 2008, the acknowledgement of the fulfillment of duties performed in the accounting year from January 1, 2008 till December 31, 2008.

§2

The resolution enters into force on the day of its passing.”

**Resolution No. 7
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009**

on the acknowledgement of the fulfillment of duties of a member of the Management Board
performed in the accounting year ended December 31, 2008

Acting based on the Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies, the General Meeting of Shareholders resolves as follows:

§1

The General Meeting of Shareholders grants Mr. Bogusław Ożóg, a member of the Management Board, employed at the position of Vice-President of the Management Board in the period from January 1, 2008 till December 31, 2008, the acknowledgement of the fulfillment of duties performed in the accounting year from January 1, 2008 till December 31, 2008.

§2

The resolution enters into force on the day of its passing.”

**Resolution No. 8
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009**

on the acknowledgement of the fulfillment of duties of a member of the Management Board
performed in the accounting year ended December 31, 2008

Acting based on the Article 393 point 1 and Article 395 § 2 point 3 of the Code of
Commercial Companies, the General Meeting of Shareholders resolves as follows:

§1

The General Meeting of Shareholders grants Mr. Marek Jedra, a member of the Management
Board, employed at the position of Vice-President of the Management Board in the period
from January 1, 2008 till December 31, 2008, the acknowledgement of the fulfillment of
duties performed in the accounting year from January 1, 2008 till December 31, 2008.

§2

The resolution enters into force on the day of its passing.”

**Resolution No. 9
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009**

on the acknowledgement of the fulfillment of duties of a member of the Management Board
performed in the accounting year ended December 31, 2008

Acting based on the Article 393 point 1 and Article 395 § 2 point 3 of the Code of
Commercial Companies, the General Meeting of Shareholders resolves as follows:

§1

The General Meeting of Shareholders grants Mr. Tomasz Mnich, employed at the position of
a member of the Management Board in the period from January 1, 2008 till December 31,
2008, the acknowledgement of the fulfillment of duties performed in the accounting year from
January 1, 2008 till December 31, 2008.

§2

The resolution enters into force on the day of its passing.”

**Resolution No. 10
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009**

on approving the report of the Supervisory Board on operations of the Company in the year 2008 and the report of the Supervisory Board on the results of the review of financial statements of the Company for the accounting year ended December 31, 2008

“Acting based on the Charter of the Company, the General Meeting of Shareholders resolves as follows:

§1

The General Meeting of Shareholders approves the report of the Supervisory Board for the accounting year ended December 31, 2008, together with the report of the Supervisory Board on the results of the review of financial statements of the Company for the accounting year ended December 31, 2008, review of the Management report on operations for the accounting year ended December 31, 2008.

§2

The resolution enters into force on the day of its passing.”

**Resolution No. 11
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009**

on the acknowledgement of the fulfillment of duties of a member of the Supervisory Board performed in the accounting year ended December 31, 2008

Acting based on the Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies, the General Meeting of Shareholders resolves as follows:

§1

The General Meeting of Shareholders grants Mr. Leopold Kutyla, employed at the position of the Chairman of the Supervisory Board, the acknowledgement of the fulfillment of duties performed in the accounting year ended December 31, 2008.

§2

The resolution enters into force on the day of its passing.”

**Resolution No. 12
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009**

on the acknowledgement of the fulfillment of duties of a member of the Supervisory Board performed in the accounting year ended December 31, 2008

Acting based on the Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies, the General Meeting of Shareholders resolves as follows:

§1

The General Meeting of Shareholders grants Mr. Tomasz Polończyk, employed at the position of the Deputy Chairman of the Supervisory Board, the acknowledgement of the fulfillment of duties performed in the accounting year ended December 31, 2008.

§2

The resolution enters into force on the day of its passing.”

**Resolution No. 13
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009**

on the acknowledgement of the fulfillment of duties of a member of the Supervisory Board performed in the accounting year ended December 31, 2008

Acting based on the Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies, the General Meeting of Shareholders resolves as follows:

§1

The General Meeting of Shareholders grants Mr. Jerzy Majewski, employed at the position of a member of the Supervisory Board, the acknowledgement of the fulfillment of duties performed in the accounting year ended December 31, 2008.

§2

The resolution enters into force on the day of its passing.”

**Resolution No. 14
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009**

on the acknowledgement of the fulfillment of duties of a member of the Supervisory Board performed in the accounting year ended December 31, 2008

Acting based on the Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies, the General Meeting of Shareholders resolves as follows:

§1

The General Meeting of Shareholders grants Ms. Anna Nadolska, employed at the position of a member of the Supervisory Board, the acknowledgement of the fulfillment of duties performed in the accounting year ended December 31, 2008.

§2

The resolution enters into force on the day of its passing.”

**Resolution No. 15
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009**

on the acknowledgement of the fulfillment of duties of a member of the Supervisory Board performed in the accounting year ended December 31, 2008

Acting based on the Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies, the General Meeting of Shareholders resolves as follows:

§1

The General Meeting of Shareholders grants Mr. Henryk Gaertner, employed at the position of a member of the Supervisory Board, the acknowledgement of the fulfillment of duties performed in the accounting year ended December 31, 2008.

§2

The resolution enters into force on the day of its passing.”

**Resolution No. 16
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009**

on granting the consent to disposing of an organized part of the Company’s enterprise in the form of SAP Department

"§1

The General Meeting of Shareholders of the Company under the name Quantum software Spółka Akcyjna, as provided for in the Article 393 point 3 of the Code of Commercial Companies expresses the consent to disposing by the Company the organized part of the Company’s enterprise in the form of SAP Department, through contributing it as in-kind contribution to "Quantum I-Services spółka z ograniczoną odpowiedzialnością".

§2

The resolution enters into force on the day of its passing.”

**Resolution No. 17
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009**

on authorizing the Management Board of the Company to acquire own shares

"§1

The General Meeting of Shareholders of the Company under the name Quantum software Spółka Akcyjna resolves to authorize the Management Board of the Company to acquire own shares of the Company, as provided for in the Article 362 §1 point 8 of the Code of Commercial Companies. The Company, in the period of 5 (five) years from the day of passing the present resolution, may acquire 86 000 (eighty six thousand) own shares for the price not lower than PLN 2.00 (two zlotys) per share and higher than PLN 11.50 (eleven zlotys and fifty groszy) per share.

§2

The resolution enters into force on the day of its passing."

**Resolution No. 18
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009**

on building up supplementary capital of the Company

"§1

The General Meeting of Shareholders of the Company under the name Quantum software Spółka Akcyjna, in order to implement the resolution number 17 (seventeen) of the General Meeting of Shareholders of the Company of May 18, 2009, resolves to build up supplementary capital of the Company at the amount of PLN 989,000.00 (nine hundred eighty nine thousand zlotys).

§2

The resolution enters into force on the day of its passing."

**Resolution No. 19
of the General Meeting of Shareholders
of the Company under the name: "QUANTUM SOFTWARE" Spółka Akcyjna
with the registered office in Kraków
of May 18, 2009**

on authorizing the Supervisory Board of the Company to amend
The Regulations of the Executive Stock Options Scheme

"§1

The General Meeting of Shareholders of the Company under the name Quantum software Spółka Akcyjna, in connection with the resolutions nos. 18 (eighteen), 19 (nineteen) and 20 (twenty) of the General Meeting of Shareholders of June 17, 2008, authorizes the Supervisory Board of the Company to amend the Regulations of the Executive Stock Options Scheme, through allowing for the disposal of own shares acquired by the Company to the participants in the Executive Stock Options Scheme.

§2

The resolution enters into force on the day of its passing."