

Notice of the Annual General Meeting of Shareholders

Pursuant to art. 402¹ of the Code of Commercial Companies and to sect. 38 para. 1(1) of the Ordinance of the Minister of Finance of 19 February 2009 regarding current and periodic notifications given by security issuers [...], the Management Board of Quantum software SA with its registered office in Kraków, hereby gives notice of the Annual General Meeting of Quantum software SA.

The Annual General Meeting (AGM) will be held on 18 May 2010 at 12 noon in Kraków at Hotel Wilga, ul. Przedwiośnie 16.

The planned agenda:

- 1) Opening of the AGM
- 2) Election of the Returning Committee
- 3) Election of the AGM Chairman
- 4) Acknowledgement that the AGM was properly convened
- 5) Adoption of the agenda
- 6) Review and adoption of the Management Report on the Group's Operations and of the Consolidated Financial Statements for the year 2008
- 7) Review and adoption of the Management Report on the Company's Operations and of the Company financial statements for the year 2009
- 8) Review and adoption of the Management Report on the Group's Operations and of the Consolidated financial statements for the year 2009
- 9) Adoption of a resolution to cover losses incurred in 2009
- 10) Acknowledgement of the fulfillment of duties by members of the Management Board in the year 2009
- 11) Review and adoption of the Supervisory Board's report on operations for the year 2009 and of the Supervisory Board's review report in respect of the Company financial statements
- 12) Acknowledgement of the fulfillment of duties by members of the Supervisory Board in 2009.
- 13) Appointment of members of the Supervisory Board for the seventh term of office.
- 14) Adoption of a resolution regarding amendments to the Company's Articles of Association.
- 15) Authorization of the Management Board to adopt a consolidated text of the Articles of Association
- 16) Adoption of a resolution to amend the Rules of the General Meeting of Shareholders
- 17) Adoption of a resolution to amend the Rules of the Stock option plan
- 18) Closing of the General Meeting of Shareholders

Procedures for participation in the General Meeting of Shareholders and for proxy voting

Shareholders rights

A shareholder or shareholders with holdings that amount to at least 1/20 of the share capital may request that particular issues are included in the agenda of the AGM. Such a request should

be forwarded to the Management Board not later than twenty one days prior to the date on which the Meeting is to be held, i.e. by 26 April 2010. The request should specify reasons for or proposal of a resolution regarding an item included in the agenda. The request may be sent electronically to: Joanna.Pydo@quantum-software.com.

Without delay and in no case later than eighteen days before the Meeting date, the Management Board will notify any changes that were introduced into the agenda upon shareholders' request. The notice will be posted on the website <http://www.quantum-software.com/investor.pl/> and announced in the current report.

Prior to the date on which the meeting is to take place, a shareholder or shareholders with holdings that amount to at least 1/20 of the share capital may forward by mail or electronically proposals of resolutions regarding items included or that are to be included in the agenda of the AGM. The company will, without delay, post the proposals on the web site [http://www.quantum-software.com/investor pl](http://www.quantum-software.com/investor_pl) and announce them in the current report.

At the AGM each shareholder may propose resolutions regarding items included in the agenda.

Participation in the Annual General Meeting and proxy voting

A shareholder who is a natural person may participate in the AGM and exercise their voting rights personally or through a proxy holder. A shareholder who is not a natural person may participate in the AGM and execute their voting rights through authorized persons or through a proxy holder. During the Meeting, the proxy holder may exercise all the rights of a shareholder, unless their proxy form states otherwise. If stated so in their proxy form, a proxy holder is entitled to appoint a further proxy. A proxy holder may represent more than one shareholder and may vote differently on behalf of each of them. A shareholder with shares on more than one securities account may appoint different proxies to execute rights attached to each of these accounts.

If the function of a proxy is delegated to a member of the Company's Management Board, Supervisory Board or employee or, alternatively, to a member of a board or to an employee of a subsidiary of Quantum software SA, their authorization is valid for a single Annual General Meeting only. Such a proxy is obliged to inform a shareholder of all circumstances that result or may result in a conflict of interest and to cast votes as directed by the shareholder. The right to pass on proxy rights is in this case excluded. The authorization to participate in the AGM and to exercise voting rights is null and void unless given in writing or electronically. Provision of proxy rights via means of electronic communication do not require the use of secure electronic signature verified by means of a valid qualified certificate. The proxy form should be deposited at the Company not later than by the date of the Annual General Meeting.

For easier identification of a shareholder and of a proxy and verification of the validity of proxy rights conferred electronically, the proxy document should include principal's and proxy's full names, their PESEL (=Personal Identification) Numbers, as well as numbers of their identity documents. Information that proxy rights were granted electronically may be sent to the Company via e-mail to: Joanna.Pydo@quantum-software.com. It is necessary to enclose a PDF or other popular format proxy document signed by the shareholder or persons authorized to

represent them. Others obligatory enclosures include PDF or other popular format documents enabling identification of the shareholder – copy of an ID document (in the case of natural persons) and of registration documents (in the case of non-natural persons).

When an Attendee List is being compiled at the General Meeting, a proxy must produce a document confirming their identity (in the case of a proxy who is a natural person) or an excerpt from a register confirming the rights of specific natural persons to represent a proxy together with documents verifying identities of these persons (in the case of non-natural persons). In the case of further proxy rights, a proxy should also produce a document confirming proxy rights of a person they substitute for that includes the entitlement to appoint a further proxy. The proxy rights may be conferred by means of a sample form that can be downloaded from http://www.quantum-software.com/investor_pl/. However, the use of such a form is not a requirement for proxy rights to be valid.

Participation in the AGM via alternative means of communication

The internal regulations of the Company do not allow that Shareholders participate in the AGM via electronic means or that they cast votes by mail.

Registration date

The date on which shareholders should register for participation in the General Meeting is 2 May 2010.

Right to participate in the AGM

Only those persons that are shareholders of the Company sixteen days prior to the General Meeting date, i.e. on the registration date (2. May 2010) have the right to participate in the Annual General Meeting.

The registration falls on the same date for persons entitled under registered and bearer shares. The persons with rights under registered shares and temporary certificates, as well as pledgees or users with voting rights, are entitled to participate in the AGM if they are entered on the Share Register as at the Registration date.

Bearer shares in document form entitle its holders to participate in the Annual General Meeting provided the documents are submitted to the Company not later than on the Registration date and that they are not collected before the expiry of that date. Instead of the shares, a shareholder may submit certificate confirming that shares have been deposited with a notary public, a bank or an investment firm with their registered office or branch in a European Union or an EEA country. Such certificate should specify the numbers of share documents and confirm that shares will not be returned before the expiry of the Registration date

Following a request of a person entitled under dematerialized bearer shares, submitted not earlier than after the date on which the Notice of the Annual General Meeting was given, i.e. not earlier than on 23 April 2010 and not later than on the first weekday after the Registration date, i.e. not later than on 3 May 2010, a security account keeper, issues a certificate confirming the right of a specific person to participate in the General Meeting. If requested by a holder of

dematerialized bearer shares, entitled to participate in the Annual General Meeting, such a certificate should detail all or any shares registered on their securities account. The company compiles the list of bearer shares holders entitled to participate in the Annual General Meeting on the basis of shares deposited at the Company or certificates confirming the deposit of shares with a public notary, bank or an investment firm as well as on the basis of a list prepared by a securities deposit keeper in line with securities transaction regulations. The securities deposit keeper compiles their list on the basis of lists submitted by entities authorized pursuant to financial instrument transaction regulations not later than twelve days prior to the General Meeting date. Such lists are based on certificates confirming shareholder's right to participate in the Annual General Meeting. The list of shareholders entitled to participate in the General Meeting, made pursuant to art. 407 sect. 1 of the Code of Commercial Companies will be available for consultation at the company registered office in Kraków, ul. Walerego Sławka 3A, secretary's office, 2nd floor. The list will be available for three weekdays prior to the General Meeting date, i.e on 13-14 May 2010 and on the 17th of May 2010 from 9AM to 4PM.

A shareholder may request that the list of shareholders is sent to them free of charge to a designated e-mail address.

Availability of the information regarding the Annual General Meeting

The complete text of the documentation that will be presented to the General Meeting, resolution proposals, comments of the Management Board or Supervisory Board on the matters included or to be included in the agenda of the AGM before the date of the Meeting, if any, will be posted on the webpage: http://www.quantum-software.com/investor_pl/ and will be made available at the Company's registered office in Kraków, ul. Walerego Sławka 3A, secretary's office 2nd floor, during working days from 9 AM to 4 PM.

A shareholder may request copies of proposals regarding items included in the agenda a week prior to the General Meeting date, i.e. before 11 May 2010. Information regarding the General Meeting of Shareholders is available at the website: http://www.quantum-software.com/investor_pl/.

All correspondence related to the General Meeting should be sent to Joanna.Pydo@quantum-software.com.