

Resolution No. 1
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010
on the election of the Ballot Committee

“§ 1

“The Ordinary General Meeting of the Company under the business name: QUANTUM SOFTWARE Spółka Akcyjna with its registered office in Krakow elects the Ballot Committee composed of [____] - Chairman, [____] and [____].

§ 2

The Resolution enters into force on the day of adoption.”

Resolution No. 2
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010
on the election of the Chairperson of the Meeting

“§ 1

Pursuant to Art. 409 §1 of the Commercial Companies Code, the Ordinary General Meeting resolves to appoint Mr [____] to be the Chairman of the Ordinary General Meeting.

§ 2

The Resolution enters into force on the day of adoption.”

Resolution No. 3
of the Ordinary General Meeting
of the Company under the business name Quantum Software S.A.
with its registered office in Krakow
of 18 May 2010
on adoption of the agenda

“The Ordinary General Meeting resolves as follows:

§ 1

The agenda of the Ordinary General Meeting is approved in the wording published in accordance with Art. 402₁ of CCC in the form of the Company’s current report No. [____] of [____].

§ 2

The Resolution enters into force on the day of adoption.”

Resolution No. 4
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010

on approval of the Board’s report on the Company’s Capital Group operations
and of the consolidated financial statement for the year 2008

“Pursuant to Art. 63c par. 4 of the Accounting Act of 29 September 1994 (consolidated text: Journal of Laws 2002, No. 76, item 694 as amended), the Ordinary General Meeting, having examined the Board’s report on the Company’s Capital Group operations and the consolidated financial statement of the Capital Group for the year 2008, resolves as follows:

§1

1. The Board’s report on the Company’s Capital Group operations for the year 2008 is approved.
2. The consolidated financial statement of the Capital Group for the financial year from 1 January 2008 to 31 December 2008 is approved, including the Capital Group’s balance sheet drawn up as at 31 December 2008, reporting on the side of assets and liabilities the amount of PLN 18,821,238.61, the profit and loss account for the year 2008 closed with the net profit of PLN 1,151,834.70, notes to the accounts (in the form of an annual report SA-RS_2008) and list of changes in the share capital in 2008, reporting the increase of the share capital of PLN 1,281,246.10 and cash flow account for 2008, reporting decrease of net cash assets by the amount of PLN 1,476,510.23.

§ 2

The Resolution enters into force on the day of adoption.”

Resolution No. 5
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010

on approval of the Board’s report on the Company’s Capital Group operations
and of the consolidated financial statement for the year 2009

“Pursuant to Art. 63c par. 4 of the Accounting Act of 29 September 1994 (consolidated text: Journal of Laws 2002, No. 76, item 694 as amended), the Ordinary General Meeting, having examined the Board’s report on the Company’s Capital Group operations and the consolidated financial statement of the Capital Group for the year 2009, resolves as follows:

§1

1. The Board’s report on the Company’s Capital Group operations for the year 2009 is approved.
2. The consolidated financial statement of the Capital Group for the financial year from 1 January 2009 to 31 December 2009 is approved, including the Capital Group’s balance sheet drawn up as at 31 December 2009, reporting on the side of assets and liabilities the amount of PLN 20,710,247.99, the profit and loss account for the year 2009 closed with the net profit of PLN 88,392.94, notes to the accounts (in the form of a annual RS report) and list of changes in the share capital in 2009, reporting the increase of the share capital of PLN 379,279.42 and the cash flow account for the year 2009, reporting the decrease of net cash assets by hte amount of PLN 431,025.19.

§ 2

The Resolution enters into force on the day of adoption.”

Resolution No. 6
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010

on approval of the Board’s report on the Company’s operations

and of the Company's financial statement for the year 2009

“Pursuant to Art. 393 point 1 of the Commercial Companies Code, Art. 53 par. 1 of the Accounting Act of 29 September 1994 (consolidated text: Journal of Laws 2002, No. 76, item 694 as amended) and Art. XXVI point 1 of the Company's Articles of Association, the Ordinary General Meeting, having examined the Board's report on Company's operations in 2009 and the financial statement for the financial year 2009, resolves as follows:

§ 1

1. The Board's report on the Company's operations for the year 2009 is approved.
2. The financial statement of the Company Quantum Software S.A. with its registered office in Krakow for the financial year from 1 January 2009 to 31 December 2009 is approved, including the Company's balance sheet drawn up as at 31 December 2009, reporting on the side of assets and liabilities the amount of PLN 18,420,306.83, the profit and loss account for 2009 closed with the net loss in the amount of PLN 229,683.46, notes to the accounts (in the form of an annual RS report) and the list of changes in the share capital in 2009, reporting decrease of the share capital by PLN 125,937.14 and the cash flow account for 2009, reporting decrease of net cash assets by PLN 1,666,021.76.

§ 2

The Resolution enters into force on the day of adoption.”

Resolution No. 7
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010
on covering the Company's loss for 2009

„§ 1

Pursuant to Art. 395 §2 point 2 of the Commercial Companies Code, the Ordinary General Meeting, having considered the Supervisory Board's opinion on the Board's motion regarding the way of covering the Company's loss reported in the Company's financial statement for 2009, we resolve to cover the Company's loss for 2009 in the total amount of PLN 229,683.46 (two hundred twenty-nine thousand six hundred eighty-three zlotys and forty-six groszy) in total from the Company's reserve capital.

§ 2

The Resolution enters into force on the day of adoption.”

Resolution No. 8
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010

on acknowledging the performance of duties by a member of the Board in
the financial year from 1 January 2009 to 31 December 2009

“Pursuant to Art. 393 point 1 and Art. 395 §2 point 3 of the Commercial Companies Code, the General Meeting of Quantum Software S.A. resolves as follows:

§1

The General Meeting acknowledges the performance of duties by the member of the Board, Tomasz Hatala, acting as the President of the Board in the financial year from 1 January 2009 to 31 December 2009.

§2

The Resolution enters into force on the day of adoption.”

**Resolution No. 9
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010**

on acknowledging the performance of duties by a member of the Board in
the financial year from 1 January 2009 to 31 December 2009

“Pursuant to Art. 393 point 1 and Art. 395 §2 point 3 of the Commercial Companies Code, the General Meeting of Quantum Software S.A. resolves as follows:

§1

The General Meeting acknowledges the performance of duties by the member of the Board, Bogusław Ożóg, acting as the Vice President of the Board in the financial year from 1 January 2009 to 31 December 2009.

§2

The Resolution enters into force on the day of adoption.”

**Resolution No. 10
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010**

on acknowledging the performance of duties by a member of the Board in
the financial year from 1 January 2009 to 31 December 2009

“Pursuant to Art. 393 point 1 and Art. 395 §2 point 3 of the Commercial Companies Code, the General Meeting of Quantum Software S.A. resolves as follows:

§1

The General Meeting acknowledges the performance of duties by the member of the Board, Marek Jędrza, acting as the Vice President of the Board in the financial year from 1 January 2009 to 31 December 2009.

§2

The Resolution enters into force on the day of adoption.”

**Resolution No. 11
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010**

on acknowledging the performance of duties by the member of the Board in
the financial year from 1 January 2009 to 31 December 2009

“Pursuant to Art. 393 point 1 and Art. 395 §2 point 3 of the Commercial Companies Code, the General Meeting of Quantum Software S.A. resolves as follows:

§1

The General Meeting acknowledges the performance of duties by the member of the Board, Tomasz Mnich, acting as the Member of the Board in the financial year from 1 January 2009 to 31 December 2009.

§2

The Resolution enters into force on the day of adoption.”

**Resolution No. 12
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010**

on approval of the Supervisory Board’s report on its activities in 2009 and of the Supervisory Board’s report on the evaluation of the Company’s financial statements for the financial year from 1 January 2009 to 31 December 2009

“Pursuant to the Company’s Articles of Association, the General Meeting of Quantum Software S.A. resolves as follows:

§1

The General Meeting approves the Supervisory Board’s report for the financial year from 1 January 2009 to 31 December 2009 as well as the report on the evaluation of the Company’s financial statement for the financial year from 1 January 2009 to 31 December 2009 carried out by the Supervisory Board and the analysis of the Board’s report for the period of 1 January 2009 to 31 December 2009.

§2

The Resolution enters into force on the day of adoption.”

**Resolution No. 13
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010**

on acknowledging the performance of duties by a member of the Supervisory Board in the financial year from 1 January 2009 to 31 December 2009

“Pursuant to Art. 393 point 1 and Art. 395 §2 point 3 of the Commercial Companies Code, the General Meeting of Quantum Software S.A. resolves as follows:

§1

The General Meeting acknowledges the performance of duties by the member of the Supervisory Board, Leopold Kutyla, acting as the President of the Supervisory Board in the financial year from 1 January 2009 to 31 December 2009.

§2

The Resolution enters into force on the day of adoption.”

**Resolution No. 14
of the Ordinary General Meeting**

**of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010**

on acknowledging the performance of duties by a member of the Supervisory Board in
in the financial year from 1 January 2009 to 31 December 2009

“Pursuant to Art. 393 point 1 and Art. 395 §2 point 3 of the Commercial Companies Code, the
General Meeting of Quantum Software S.A. resolves as follows:

§1

The General Meeting acknowledges the performance of duties by the member of the Supervisory
Board, Tomasz Polańczyk, acting as the Vice President of the Supervisory Board in the financial
year from 1 January 2009 to 31 December 2009.

§2

The Resolution enters into force on the day of adoption.”

**Resolution No. 15
of the Ordinary General Meeting
of the Company under the business name: QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010**

on acknowledging the performance of duties by a member of the Supervisory Board in
in the financial year from 1 January 2009 to 31 December 2009

“Pursuant to Art. 393 point 1 and Art. 395 §2 point 3 of the Commercial Companies Code, the
General Meeting of Quantum Software S.A. resolves as follows:

§1

The General Meeting acknowledges the performance of duties by the member of the Supervisory
Board, Jerzy Majewski, acting as the Member of the Supervisory Board in the financial year from
1 January 2009 to 31 December 2009.

§2

The Resolution enters into force on the day of adoption.”

**Resolution No. 16
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010**

on acknowledging the performance of duties by a member of the Supervisory Board in
in the financial year from 1 January 2009 to 31 December 2009

“Pursuant to Art. 393 point 1 and Art. 395 §2 point 3 of the Commercial Companies Code, the
General Meeting of Quantum Software S.A. resolves as follows:

§1

The General Meeting acknowledges the performance of duties by the member of the Supervisory
Board, Anna Nadolska, acting as the Member of the Supervisory Board in the financial year from
1 January 2009 to 31 December 2009.

§2

The Resolution enters into force on the day of adoption.”

Resolution No. 17
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010

on acknowledging the performance of duties by the member of the Supervisory Board in
in the financial year from 1 January 2009 to 31 December 2009

“Pursuant to Art. 393 point 1 and Art. 395 §2 point 3 of the Commercial Companies Code, the General Meeting of Quantum Software S.A. resolves as follows:

§1

The General Meeting acknowledges the performance of duties by the member of the Supervisory Board, Henryk Gaertner, acting as the Member of the Supervisory Board in the financial year from 1 January 2009 to 31 December 2009.

§2

The Resolution enters into force on the day of adoption.”

Resolution No. 18
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010

on appointing a member of the Supervisory Board for its 7th term of office

“§1

The General Meeting of the Company under the business name Quantum Software Spółka Akcyjna pursuant to Art. 385 of CCC and point XXVI.6 of the Company’s Articles of Association appoints to the Supervisory Board of the 7th term of office Leopold Kutyla, to act as the President of the Supervisory Board.

§2

The Resolution enters into force on the day of adoption.”

Resolution No. 19
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010

on appointing a member of the Supervisory Board for its 7th term of office

“§1

The General Meeting of the Company under the business name Quantum Software Spółka Akcyjna pursuant to Art. 385 of CCC and point XXVI.6 of the Company’s Articles of Association appoints to the Supervisory Board of the 7th term of office Tomasz Polończyk, to act as the Vice President of the Supervisory Board.

§2

The Resolution enters into force on the day of adoption.”

Resolution No. 20
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010

on appointing a member of the Supervisory Board for its 7th term of office

“§1

The General Meeting of the Company under the business name Quantum Software Spółka Akcyjna pursuant to Art. 385 of CCC and point XXVI.6 of the Company’s Articles of Association appoints Jerzy Majewski to be a member of the Supervisory Board of the 7th term of office.

§2

The Resolution enters into force on the day of adoption.”

Resolution No. 21
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010

on appointing a member of the Supervisory Board for its 7th term of office

“§1

The General Meeting of the Company under the business name Quantum Software Spółka Akcyjna pursuant to Art. 385 of CCC and point XXVI.6 of the Company’s Articles of Association appoints Henryk Gaertner to be a member of the Supervisory Board of the 7th term of office.

§2

The Resolution enters into force on the day of adoption.”

Resolution No. 22
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010

on appointing a member of the Supervisory Board for its 7th term of office

“§1

The General Meeting of the Company under the business name Quantum Software Spółka Akcyjna pursuant to Art. 385 of CCC and point XXVI.6 of the Company’s Articles of Association appoints Marcin Buczkowski to be a member of the Supervisory Board of the 7th term of office.

§2

The Resolution enters into force on the day of adoption.”

Resolution No. 23
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna

with its registered office in Krakow
of 18 May 2010
on changes to the Company's Articles of Association

“§1

The General Meeting of the Company under the business name Quantum Software Spółka Akcyjna resolves to make the following changes to the Company's Articles of Association:

(i) point IX of the Company's Articles of Association in the current wording:

The Company's scope of activity according to the Polish Classification of Activities is:

- *Other publishing activities – 22.15.Z,*
- *Reproduction of computer media – 22.33.Z,*
- *Manufacture of computers and other data processing devices for industrial machinery, ships and planes of a given product group n.e.c. – 30.02.Z,*
- *Wholesale of machinery and office devices – 51.64.Z,*
- *Wholesale of other machinery and devices for industry, trade and water transport – 51.65.Z,*
- *Retail sale of furniture, office equipment, computers and telecommunications devices – 52.48.A,*
- *Data transmission and communication – 64.20.C,*
- *Other telecommunications services – 64.20. G,*
- *Renting of office machinery and equipment – 71.33.Z,*
- *Renting of other machines and devices – 71.34.Z,*
- *Consultancy on computer equipment – 72.10.Z,*
- *Software activities – 72.20.Z,*
- *Data processing – 72.30.Z,*
- *Database-related services – 72.40.Z,*
- *Other IT activities – 72.60.Z,*
- *Research and development works in technical sciences – 73.10.G,*
- *Research and development works in other natural and technical sciences – 73.10.H,*
- *Consultancy in the area of economic activity and management - 74.14.A,*
- *Economic activity management – 74.14.B,*
- *Technical analysis and research – 74.30.Z,*
- *Labour recruitment and provision of personnel – 74.50.A,*
- *Other forms of education n.e.c. - 80.42.Z.*

is replaced by the following:

The Company's scope of activity according to the Polish Classification of Activities is:

- *Other publishing activities – 58.19.Z,*
- *Reproduction of recorder media – 18.20.Z,*
- *Manufacture of computers and peripheral equipment – 26.20.Z,*
- *Installation of industrial machinery, devices and equipment - 33.20.Z,*
- *Other IT and computer service activities – 62.09.Z,*
- *Wholesale of IT tools – 46.5,*
- *Wholesale of machinery, devices and supplies – 46.6,*
- *Retail sale of IT tools in specialised shops – 47.4,*
- *Wired telecommunications activities – 61.10.Z,*
- *Wireless telecommunications activities, except satellite telecommunications - 61.20.Z,*
- *Satellite telecommunications activities – 61.30.Z,*
- *Other telecommunications activities – 61.90.Z,*

- Rental and lease of machinery and office equipment, including computers – 71.33.Z,
- Rental and lease of other machinery, equipment and material goods n.e.c. – 71.39.Z,
- IT consultancy – 62.02.Z,
- Other software publishing – 58.29.Z,
- Computer games publishing – 58.21.Z,
- Software activities – 62.01.Z,
- Computer facilities management – 62.03.Z,
- Other IT and computer service activities – 62.09.Z,
- Data processing; Internet website hosting and similar activities – 63.11.Z,
- Web portals – 63.12.Z,
- Research and development works in other natural and technical sciences – 72.19.Z,
- Business and other management consultancy activities - 70.22.Z,
- Other technical research and analysis – 71.20.B,
- Market research and public opinion polling – 73.20.Z,
- Other human resources provision – 78.30.Z,
- Other forms of educations n.e.c - 85.59.B,
- Educational support activities – 85.60.Z.

(ii) point XXIII of the Company's Articles of Association in the current wording:

1. General Meetings may be ordinary and extraordinary and take place in Krakow or Warsaw.
2. The Ordinary General Meeting shall be convened by the Company's Board within six months of the end of the financial year.
3. The Extraordinary General Meeting of Shareholders shall be convened by the Company's Board as needed or on the Supervisory Board's request, or on the request of the Shareholders representing at least 1/10 of the share capital.
4. The Extraordinary General Meeting of Shareholders requested by the Supervisory Board or the Shareholders shall be convened within 2 weeks of submission of the request.
5. The request to convene the Extraordinary General Meeting of Shareholders shall include the matters proposed to be discussed.
6. If the Board does not convene the Meeting within the set time, the General Meeting of Shareholders shall be convened by the Supervisory Board.

is replaced by the following:

1. General Meetings may be ordinary and extraordinary and take place in Krakow or Warsaw.
2. The Ordinary General Meeting shall be convened by the Company's Board within six months of the end of the financial year or by the Supervisory Board if the Ordinary General Meeting is not convened within the said time.
3. The Extraordinary General Meeting of Shareholders shall be convened as needed by:
 - (i) the Company's Board,
 - (ii) the Company's Shareholders representing at least half of the share capital or at least half of the votes at the Company's General Meeting, and
 - (iii) the Company's Supervisory Board.
 In addition, the Company's Shareholder or Shareholders representing at least one twentieth of the share capital may request convening the Extraordinary General Meeting.
4. The Extraordinary General Meeting of Shareholders requested by a Shareholder or Shareholders representing at least one twentieth of the share capital shall be convened within 2 weeks of the submission of the request.
5. The request to convene the Extraordinary General Meeting of Shareholders shall include the matters proposed to be discussed.

6. If within 2 weeks from submission of the request to the Board the Extraordinary General Meeting is not convened, the registry court may authorise the Shareholders submitting the request to convene the Extraordinary General Meeting.

(iii) point XXIV of the Company's Articles of Association in the current wording:

The Shareholders representing at least 10% of the share capital have the right to request adding given matters to the agenda of the next General Meeting.

is replaced by the following:

The Shareholders representing at least one twentieth of the share capital have the right to request adding given matters to the agenda of the next General Meeting.

§2

Pursuant to Art. 430 § 1 of the Commercial Companies Code this resolution enters into force on the day of entering the changes to the Company's Articles of Association made with this resolution to the register of businesses of the National Court Register.”

**Resolution No. 24
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010**

on authorising the Board to approve the consolidated text of the Company's Articles of Association.

§1

The General Meeting of the Company under the business name Quantum Software Spółka Akcyjna resolves to authorise the Company's Board to approve the consolidated text of the Company's Articles of Association on account of the change to the Company's Articles of Association pursuant to Resolution No. 23.

§2

The Resolution enters into force on the day of adoption.”

**Resolution No. 25
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010**

on changes to the Rules of Procedure of the General Meeting of Shareholders

§1

The General Meeting of the Company under the business name Quantum Software Spółka Akcyjna, pursuant to the provisions of point XXVI.3 of the Company's Articles of Association resolves to make the following changes to the Rules of Procedure of the General Meeting of Shareholders:

(i) §4 of the Rules of Procedure of the General Meeting of Shareholders in the current wording:

1. *The General Meeting shall be convened by the Board. The Supervisory Board has the right to convene the General Meeting when the Board does not convene it within the time defined in the Commercial Companies Code or in the Articles of Association.*
2. *The Supervisory Board has the right to convene the Extraordinary General Meeting if it considers it necessary and if the Board does not convene the General Meeting within two weeks of the day of submission of an appropriate request by the Supervisory Board.*
3. *A Shareholder or Shareholders (“Shareholders”) representing at least one tenth of the share capital may request convening the Extraordinary General Meeting as well as adding given matters to the agenda of the next General Meeting. Such request is to be submitted in writing to the Board at latest one month prior to the proposed date of the General Meeting.*
4. *The General Meeting may adopt resolutions also if it has not been formally convened, if the entire share capital is represented and none of the present opposes neither to the way of holding the General Meeting, nor to adding given matters to the agenda.*

is replaced by the following:

1. *The Ordinary General Meeting is convened by the Company’s Board within six months of the end of the financial year or by the Company’s Supervisory Board if the General Meeting is not convened within the said time.*
2. *The Extraordinary General Meeting of Shareholders is convened as needed by:*
 - (i) *the Company’s Board,*
 - (ii) *the Company’s Shareholders representing at least half of the share capital or at least half of the votes at the Company’s General Meeting, and (iii) by the Supervisory Board. In addition, the Company’s Shareholder or Shareholders representing at least one twentieth of the share capital may request convening the Extraordinary General Meeting.*
3. *The Shareholder or Shareholders (“Shareholders”) representing at least one twentieth of the share capital have the right to request adding given matters to the agenda of the next General Meeting. Such a demand is to be submitted to the Board in writing at latest 21 days prior to the proposed date of the General Meeting.*
4. *The General Meeting may adopt resolutions also if it has not been formally convened, if the entire share capital is represented and none of the present opposes neither to the way of holding the General Meeting, nor to adding given matters to the agenda.*

(ii) §5 of the Rules of Procedure of the General Meeting of Shareholders in the current wording:

1. *The request to convene the Extraordinary General Meeting submitted by the Supervisory Board or the Shareholders shall include matters to be discussed as well as justification of the request.*
2. *In case of lack of justification of the request, the Board shall convene the General Meeting and in the announcement of the General Meeting shall inform the Shareholders about the requesting party and lack of justification of the request to convene the General Meeting.*
3. *The General Meeting convened on the request of Shareholders shall take place on the day indicated in the request, and if this is impossible – on the closest date enabling the General Meeting to consider the matters presented to it.*

is replaced by the following:

1. *The request to convene the Extraordinary General Meeting submitted by the Shareholders shall include matters to be discussed and shall be submitted in writing or in electronic form.*
2. *The Extraordinary General Meeting of Shareholders requested by a Shareholder or Shareholders representing at least one twentieth of the share capital shall be convened within 2 weeks of submission of the request.*

3. If within two weeks of submission of the request to the Board the Extraordinary General Meeting is not convened, the Registry Court may authorise the Shareholders submitting the request to convene the Extraordinary General Meeting.

(iii) §6 of the Rules of Procedure of the General Meeting of Shareholders in the current wording:

1. The General Meeting shall be convened by an announcement published in Monitor Sądowy i Gospodarczy, at least three weeks prior to the date of the General Meeting.
2. If all the shares issued by the Company are bearer shares, the General Meeting may be convened by registered mail or parcels sent by courier at least two weeks prior to the date of the General Meeting. The day of sending the letters shall be considered the day of announcement. Instead of registered mail or parcels sent by courier, the announcement may be sent to the Shareholders by electronic post, if they had previously agreed to it by giving the address that the announcement is to be sent to.
3. The Board convenes the Extraordinary General Meeting within two weeks of receiving the request to convene the General Meeting.
4. The announcement shall indicate the date, hour and place of the General Meeting as well as its detailed agenda.
5. General Meetings take place in the Company's registered office.
6. The Board, when convening the General Meeting, shall make sure that the Meeting takes place in a place and time making it possible for the biggest number of Shareholders possible to participate in the General Meeting.

is replaced by the following:

1. The General Meeting shall be convened by an announcement placed on the Company's website and in the way defined for announcing current information in accordance with the regulations on public offerings and conditions of introducing financial instruments to the organised system of trading, and on public companies.
2. The announcement shall contain in particular:
 - 1) the date, hour and place of the General Meeting as well as its detailed agenda.
 - 2) detailed description of the procedures regarding participation in the General Meeting and exercising voting rights, and in particular information about:
 - a) the Shareholder's right to request adding given matters to the agenda of the General Meeting,
 - b) the Shareholder's right to submit drafts of resolutions regarding matters added to the agenda of the General Meeting or matters that are to be added to the agenda prior to the date of the General Meeting,
 - c) the Shareholder's right to submit drafts of resolutions regarding matters added to the agenda during the General Meeting,
 - d) the way of exercising voting rights by proxy, and in particular information about forms used when voting by proxy, and about the way of notifying the Company through electronic means of communication about appointing a proxy,
 - e) possibility and way of participation in the General Meeting via means of electronic communication, if the Company's Articles of Association allow for participation in the General Meeting via electronic means of communication,
 - f) way of taking the floor during the General Meeting via means of electronic communication, if the Company's Articles of Association allow for participation in the General Meeting via electronic means of communication,
 - g) way of exercising voting rights by mail or via means of electronic communication, if the Company's Articles of Association allow for participation in the General Meeting via electronic means of communication.
 - 3) day of registration of participation in the General Meeting,
 - 4) information that only the persons who are the Company's Shareholders on the day of registration of participation in the General Meeting are entitled to participate in the General Meeting,
 - 5) indication where and how the person entitled to participate in the General Meeting may obtain full documentation that is to be presented to the General Meeting and drafts of resolutions or if adoption of resolutions is not expected, comments of the Board and the Supervisory Board regarding matters added to the agenda of the General Meeting or matters that are to be added to the agenda prior to the date of the General Meeting,

6) address of the website where the information regarding the General Meeting will be placed.

3. General Meetings take place in Krakow or Warsaw.

4. The Board, when convening the General Meeting, shall make sure that the Meeting takes place in a place and time making it possible for the biggest number of Shareholders possible to participate in the General Meeting.

(iv) §7 of the Rules of Procedure of the General Meeting of Shareholders in its current wording is deleted:

If within two weeks of submission to the Board of the request by the Shareholders the Extraordinary General Meeting is not convened, the Registry Court may, after requesting the Board to make a statement, authorise the Shareholders submitting the request to convene the Extraordinary General Meeting. The Court appoints the Chairperson of such a Meeting.

(v) §8 point 1 of the Rules of Procedure of the General Meeting of Shareholders in the current wording:

The General Meeting to whose agenda, on the request of the Supervisory Board or the Shareholders, certain matters were added or that was convened based on such a request may be cancelled only with the requesting party's consent.

is replaced by the following:

The General Meeting to whose agenda, on the Shareholders' request, certain matters were added or that was convened based on such a request may be cancelled only with the requesting party's consent.

(vi) §9 of the Rules of Procedure of the General Meeting of Shareholders in the current wording:

1. The owners of the bearer shares and temporary receipts as well as pledgees and users that have the right to vote, may participate in the General Meeting after being entered into the share register at least one week prior to the General Meeting.

2. Bearer shares give the right to participate in the General Meeting if the documents of shares are submitted to the Company at least one week prior to the proposed date of the General Meeting and are not withdrawn before the end of the day. In place of shares also receipts issued to prove the submission of the shares to a Notary Public, bank or an investment company may be presented, if these entities have their registered office or branch in the European Union or in a country within the European Economic Area.

3. If the Company is a public company, the Shareholders owning dematerialised shares shall submit to the Company bearer depository receipts issued by an entity managing the securities account in accordance with the provisions on turnover of financial instruments.

is replaced by the following:

1. The right to participate in the General Meeting of a public company have the persons who are the Company's Shareholders sixteen days prior to the date of the General Meeting (date of registration of participation in the General Meeting). The owners of bearer shares and temporary receipts as well as pledgees and users who have the right to vote, are entitled to participate in in the Company's General Meeting if they are entered into the share register on the day of registration of participation in the General Meeting.

2. Bearer shares in the form of a document have the right to participate in the General Meeting of a public company, if the documents of shares are submitted to the Company not later than on the day of registration of participation and are not withdrawn before the end of that day. In place of shares also receipts issued to prove the submission of the shares to a Notary Public, bank or an investment company may be presented, if these entities have their registered office or branch in the European Union or in a country within the European Economic Area indicated in the announcement of the General Meeting. The receipt shall contain the series of the documents of

shares and state that the documents of shares will be issued before the end of the day of registration of participation in the General Meeting.

(vii) §10 of the Rules of Procedure of the General Meeting of Shareholders in the current wording:

1. List of shareholders entitled to participate in the General Meeting, signed by the Board, containing the names and surnames or companies (names) of the entitled, their addresses (registered offices); series, type and number of shares as well as number of votes they are entitled to, shall be presented at the location of the Company's Board three days prior to the General Meeting.

A natural person may give the correspondence address instead of their usual address. A Shareholder may examine the list of Shareholders at the Board's offices and request its excerpt but cover the costs of its drawing up.

2. If the pledgee or user is entitled to the right to vote, this circumstance shall be marked on the list of the Shareholders on their request.

is replaced by the following:

1. List of Shareholders entitled to participate in the General Meeting, signed by the Board, containing the names and surnames or companies (names) of the entitled, their addresses (registered offices); series, type and number of shares as well as number of votes they are entitled to, shall be presented at the location of the Company's Board three days prior to the General Meeting.

A natural person may give the correspondence address instead of their usual address. A Shareholder may examine the list of Shareholders at the Board's offices and request its excerpt but cover the costs of its drawing up, as well as may demand for the list to be sent to them by electronic mail without charge indicating the address that the list shall be sent to.

2. If the pledgee or user is entitled to the right to vote, this circumstance shall be marked on the list of Shareholders on their request.

(viii) §11 of the Rules of Procedure of the General Meeting of Shareholders in the current wording:

1. The Shareholders may participate in the General Meeting and exercise their voting rights in person or by proxy.

2. The power of attorney shall be given in writing or otherwise be null and void and shall be attached to the minutes from the General Meeting.

3. The proxies of Shareholders being legal entities, shall have valid excerpts from the Register of Businesses or the National Court Register listing the persons authorised to represent these entities or present the power of attorney signed by the persons listed in the excerpt.

4. The member of the Company's Board and the Company's employee may not be proxies at the General Meeting.

is replaced by the following:

1. The Shareholders may participate in the General Meeting and exercise their voting rights in person or by proxy.

2. The power of attorney to participate in the General Meeting and exercise voting rights shall be made in writing or in electronic form. Granting power of attorney in electronic form shall not require secured electronic signature verified with the use of a valid qualified certificate.

3. The proxies of Shareholders being legal entities, shall have valid excerpts from the Register of Businesses or the National Court Register listing the persons authorised to represent these entities or present the power of attorney signed by the persons listed in the excerpt.

4. Power of attorney to participate in the General Meeting and exercise voting rights in electronic form shall be sent to the e-mail address indicated on the Company's website for investors not later than 2 days prior to the General Meeting that the POA refers to.

(ix) §12 of the Rules of Procedure of the General Meeting of Shareholders in the current wording:

- 1. Drafts of resolutions proposed to be adopted by the General Meeting and other important documents related to the General Meeting shall be presented to the Shareholders along with their justifications and the opinion of the Supervisory Board not later than seven days prior to the date of the Meeting indicated in the announcement of the General Meeting.*
- 2. Drafts of resolutions and materials shall be available at the Company's offices.*
- 3. Drafts of resolutions, motions and other materials regarding the General Meeting may be issued by the Company to the Shareholders on their request submitted after the documents were made available.*

is replaced by the following:

The Company has a website and after the announcement of the General Meeting places there the following:

- 1) announcement of the General Meeting,*
- 2) information about the total number of shares in the Company and number of votes on the day of announcement, and if the shares are of various types – also about the division of shares into given types and number of votes from shares of given types,*
- 3) documentation that should be presented at the General Meeting,*
- 4) drafts of resolutions or if adoption of resolutions is not expected, comments of the Board and the Supervisory Board regarding matters added to the agenda of the General Meeting or matters that are to be added to the agenda prior to the date of the General Meeting.*

(x) §15 point 4 in the current wording is deleted:

Breaks in session ordered in justified cases by the Chairperson of the Meeting, shall not aim at making it impossible for the Shareholders to exercise their rights.

(xi) §17 point 4 in its current wording is deleted:

Each committee shall elect its own Chairperson.

(xii) §17 point 5 in its current wording is deleted:

Minutes of the session of the committee shall be drawn up and signed by the Chairperson and then given to the Chairperson of the Meeting and attached to the minutes of its session.

(xiii) §25 of the Rules of Procedure of the General Meeting of Shareholders in the current wording:

- 1. Resolutions of the General Meeting shall be a part of the minutes drawn up by a Notary Public.*
- 2. Minutes shall include a declaration that the General Meeting has been appropriately convened and is able to adopt resolutions; list of resolutions adopted; number of votes for each resolution and oppositions made. Also the attendance list signed by the participants of the General Meeting shall be attached to the minutes.*
- 3. Proof of convening the General Meeting, together with powers of attorney granted by the Shareholders shall be enclosed by the Board to the register of minutes.*
- 4. The Board encloses the excerpt of the minutes of the General Meeting to the register of minutes. The Shareholders may examine the register of minutes as well as request issuing excerpts of resolutions signed by the Board.*

is replaced by the following:

- 1. Resolutions of the General Meeting shall be a part of the minutes drawn up by a Notary Public.*
- 2. Minutes shall include a declaration that the General Meeting has been convened appropriately and is able to adopt resolutions; the list of resolutions adopted; information on each resolution shall contain: number of shares that cast valid votes, percentage share of these shares in the share capital, a total number of valid votes, number of votes 'for', 'against' and 'abstained' as well as oppositions made.
The attendance list of the General Meeting's participants, signed by them as well as a list of Shareholders voting by mail or in any other way with the use of electronic means of communication – if the Company's Articles of Association provide for such an option – shall be attached to the minutes. The Board encloses the proof of convening the General Meeting to the register of minutes.*
- 3. The Board encloses the excerpt of the minutes of the General Meeting to the register of minutes. The Shareholders may examine the register of minutes as well as request issuing excerpts of resolutions signed by the Board.*

§2

The Resolution enters into force on the day of adoption.

**Resolution No. 26
of the Ordinary General Meeting
of the Company under the business name QUANTUM SOFTWARE Spółka Akcyjna
with its registered office in Krakow
of 18 May 2010**

on authorising the Company's Supervisory Board to change the Rules of the Management
Options Plan

“§1

The General Meeting of the Company under the business name Quantum Software Spółka Akcyjna, pursuant to the provisions of resolutions No. 18, 19 and 20 of the Company's Ordinary General Meeting of 17 June 2008, authorises the Company's Supervisory Board to change the Rules of the Management Options Plan by prolonging the period that the Management Options Plan is in effect to the year 2011 without increasing the number of subscription warrants and shares offered to the participants of the Management Options Plan.

§2

The Resolution enters into force on the day of adoption.”