

**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 30 June 2011**

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 30 June 2011**

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 30 June 2011**

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. 402<sup>1</sup> 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 30 June 2011**

on approval of the Board’s report on the Company’s operations and of the Company’s financial statement for the year 2010

“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 2010 and the financial statement for the financial year 2010, resolves as follows:

§ 1

1. The Board's report on the Company's operations for the year 2010 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 2010 to 31 December 2010 is approved, including the Company's balance sheet drawn up as at 31 December 2010, reporting on the side of assets and liabilities the amount of PLN 18,583.219,57, the profit and loss account for 2010 closed with the net loss in the amount of PLN 1.061.858,76, notes to the accounts (in the form of an annual RS report) and the list of changes in the share capital in 2010, reporting decrease of the share capital by PLN 1.014.931,58 and the cash flow account for 2010, reporting increase of net cash assets by PLN 331.553,12.

§ 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 30 June 2011**

on approval of the Board's report on the Company's Capital Group operations  
and of the consolidated financial statement for the year 2010

“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 2010, resolves as follows:

§1

1. The Board's report on the Company's Capital Group operations for the year 2010 is approved.
2. The consolidated financial statement of the Capital Group for the financial year from 1 January 2010 to 31 December 2010 is approved, including the Capital Group's balance sheet drawn up as at 31 December 2010, reporting on the side of assets and liabilities the amount of PLN 19.666.398,93, the profit and loss account for the year 2010 closed with the net loss of PLN 1.132.172,18, notes to the accounts (in the form of a annual RS report) and list of changes in the share capital in 2010, reporting the decrease of the share capital of PLN 1.055.221,19 and the cash flow account for the year 2010, reporting the decrease of net cash assets by the amount of PLN 143.198,16.

§ 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 30 June 2011**

on covering the Company's loss for 2010

„§ 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 2010, we resolve to cover the Company's loss for 2010 in the total amount of PLN 1.061.858,76 (one million sixty-one thousand eight hundred fifty-eight 76/100) in total from the Company's reserve capital.

§ 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 30 June 2011**

on acknowledging the performance of duties by a member of the Board in  
the financial year from 1 January 2010 to 31 December 2010

"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 2010 to 31 December 2010.

§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 30 June 2011**

on acknowledging the performance of duties by a member of the Board in the financial year from  
1 January 2010 to 31 December 2010

"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 Ozóg, acting as the Vice President of the Board in the financial year from 1 January 2010 to 31 December 2010.

§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 30 June 2011**

on acknowledging the performance of duties by a member of the Board in  
the financial year from 1 January 2010 to 31 December 2010

"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 Jędra, acting as the Vice President of the Board in the financial year from 1 January 2010 to 31 December 2010.

§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 30 June 2011**

on acknowledging the performance of duties by the member of the Board in  
the financial year from 1 January 2010 to 31 December 2010

“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 2010 to 31 December 2010.

§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 30 June 2011**

on approval of the Supervisory Board’s report on its activities in 2010 and of the Supervisory  
Board’s report on the evaluation of the Company’s financial statements for the financial  
year from 1 January 2010 to 31 December 2010

“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 2010 to 31 December 2010 as well as the report on the evaluation of the Company’s financial statement for the financial year from 1 January 2010 to 31 December 2010 carried out by the Supervisory Board and the analysis of the Board’s report for the period of 1 January 2010 to 31 December 2010.

§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 30 June 2011**

on acknowledging the performance of duties by a member of the Supervisory Board in  
in the financial year from 1 January 2010 to 31 December 2010

“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 2010 to 31 December 2010.

§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 30 June 2011**

on acknowledging the performance of duties by a member of the Supervisory Board in  
in the financial year from 1 January 2010 to 31 December 2010

“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 Polończyk, acting as the Vice President of the Supervisory Board in the financial year from 1 January 2010 to 31 December 2010.

§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 30 June 2011**

on acknowledging the performance of duties by a member of the Supervisory Board in  
in the financial year from 1 January 2010 to 31 December 2010

“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 2010 to 31 December 2010.

§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 30 June 2011**

on acknowledging the performance of duties by a member of the Supervisory Board in  
in the financial year from 1 January 2010 to 31 December 2010

“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 2010 to 31 December 2010.

§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 30 June 2011**

on acknowledging the performance of duties by the member of the Supervisory Board in  
in the financial year from 1 January 2010 to 31 December 2010

“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 2010 to 31 December 2010.

§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 30 June 2011**

on the adjustment of the Company's Articles to amount of share capital and of the conditional  
share capital increase

The General Meeting of the Company under the business name Quantum Software Spółka Akcyjna in connection with Entitled Persons taking by the Company's Management Option Program part Series D Shares and made by the Board a statement of the calculation of Company's share capital, decides to adjust to their actual the amount of capital and conditional capital increase:

(1) point X of the Company Statute in the current version:

*Share capital amounts to 735,000.00 PLN (seven hundred thirty-five thousand 00/100) and shares on:*

- 750.000 (seven hundred fifty thousand) shares of series A nominal value PLN 0,50 (50/100) each, numbered from 1 to 750.000,
- 250.000 (two hundred fifty thousand) bearer shares of series B nominal value PLN 0,50 (50/100) each, numbered from 1 to 250.000,
- 470.000 (four hundred seventy thousand) bearer of series C nominal value 0,50 (50/100) each, numbered from 1 to 470.000

replaced with the following:

*Share capital amounts to 740.378,50 PLN (seven hundred forty thousand three hundred seventy-eight 50/100) and shares on:*

- *750.000 (seven hundred fifty thousand) shares of series A nominal value PLN 0,50 (50/100) each, numbered from 1 to 750.000,*
- *250.000 (two hundred fifty thousand) bearer shares of series B nominal value PLN 0,50 (50/100) each, numbered from 1 to 250.000,*
- *470.000 (four hundred seventy thousand) bearer of series C nominal value 0,50 (50/100) each, numbered from 1 to 470.000,*
- *10.757 (ten thousand seven hundred fifty-seven) bearer of series D nominal value 0,50 (50/100) each, numbered from 1 to 10.757.*

(2) point XI paragraph 1 of the Company Statute in the current version:

1. *Conditional share capital is no more than PLN 22.050,00 (twenty-two thousand fifty 00/100) and shares on no more than 44.100 (forty-four thousand one hundred) ordinary shares of series D, bearer nominal value 0,50 (50/100) each.*

replaced with the following:

1. *Conditional share capital is no more than PLN 16.671,50 (sixteen thousand six hundred seventy-one 50/100) and shares on no more than 33.343 (thirty-three thousand three hundred forty three) ordinary shares of series D, bearer nominal value 0,50 (50/100) each.*

(3) to point XII of the Company Statute added paragraph 4:

4. *Bearer of series D numbered from 1 to 10.757 are ordinary shares.*

**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 30 June 2011**

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 2012 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.”