

## **Announcement on the convening of the General Meeting of Shareholders**

Subject to the provisions of article 395, section 1, in conjunction with article 399, section 1, and in conjunction with article 402<sup>1</sup> of the Commercial Companies Code and § 38, section 1, point 1 of the order of the Minister of Finances of 19<sup>th</sup> February 2009 on the current and periodical information disclosed by the issuers of securities and the terms and conditions for accepting as an equivalent thereof information required under the provisions of a state not belonging to the EU (Journal of Laws of 2009, No. 33, item 259, as amended), the management board of Quantum Software S.A., residing in Kraków, hereby convenes a General Meeting of Shareholders of Quantum Software S.A.

The General Meeting of Shareholders shall take place on 17<sup>th</sup> May 2012 on 12:00 in Wilga Hotel at ul. Przedwiośnie 16 in Kraków.

### **Planned agenda for the meeting:**

1. Commencement of the General Meeting of Shareholders.
2. Appointment of the Returning Committee.
3. Appointment of the President of the General Meeting of Shareholders.
4. Confirming that the session was convened appropriately and that the participants are capable of passing valid resolutions.
5. Approving the agenda.
6. Reviewing and approving the report of the management board on the activity of the company and the financial report of the company for 2011.
7. Reviewing and approving the report of the management board concerning the activity of the Capital Group and the consolidated financial report of the Capital Group for 2011.
8. Passing a resolution regarding the division of profits for 2011.
9. Granting certificates of completion to members of the management board with regard to their duties in 2011.
10. Reviewing and approving the report of the Supervisory Board concerning activity in 2011 and the report of the Supervisory Board on the evaluation of the company's financial reports.
11. Granting certificates of completion to members of the Supervisory Board with regard to their duties in 2011.

12. Passing a resolution regarding the dismissal of a Supervisory Board member.
13. Passing a resolution on granting a certificate of absolution to a certain Supervisory Board member for a period from 1<sup>st</sup> January to 17<sup>th</sup> May 2012.
14. Passing a resolution regarding the appointment of a new Supervisory Board member.
15. Passing a resolution regarding changing the manner of remunerating Supervisory Board members.
16. Passing a resolution regarding entrusting the duties of the Audit Committee to the Supervisory Board.
17. Passing a resolution concerning changing the company's Statute.
18. Passing a resolution regarding authorising the Supervisory Board to change the regulations concerning manager options programme.
19. Closing the General Meeting of Shareholders.

Due to the planned change of the company's Statute, the following point IX shall be changed, its current content being:

**IX:** *The subject matter of the company's business activity (acc. to the Polish Classification of Activity (PKD)) shall be:*

- *Other publishing activities – 58.19.Z,*
- *Reproduction of recorded media – 18.20.Z,*
- *Manufacture of computers and peripheral equipment – 26.20.Z,*
- *Installation of industrial machinery and equipment – 33.20.Z,*
- *Other information technology and computer service activities – 62.09.Z,*
- *Wholesale of information and communication equipment – 46.5,*
- *Wholesale of other machinery, equipment, and devices – 46.6,*
- *Retail sale of information and communication equipment in specialised stores – 47.4,*
- *Wired telecommunications activities – 61.10.Z,*
- *Wireless telecommunications activities (excluding satellite telecommunication) – 61.20.Z,*
- *Satellite telecommunications activities – 61.30.Z,*
- *Other telecommunications activities – 61.90.Z,*
- *Lease and rental of office devices and equipment, including computers – 71.33.Z,*
- *Lease of other machines, devices and fixed property not elsewhere classified – 71.39.Z,*
- *Computer consultancy activities – 62.02.Z,*
- *Other software publishing – 58.29.Z,*
- *Publishing of computer games – 58.21.Z,*
- *Computer programming activities – 62.01.Z,*
- *Computer facilities management activities – 62.03.Z,*
- *Other information technology and computer service activities – 62.09.Z,*
- *Data processing, hosting, and related activities – 63.11.Z,*
- *Web portals – 63.12.Z,*
- *Other research and experimental development on natural sciences and engineering – 72.19.Z,*
- *Business and management consultancy activities – 70.22.Z,*
- *Technical testing and analysis – 71.20.B,*
- *Market research and public opinion polling – 73.20.Z,*

- *Other human resources provision – 78.30.Z,*
- *Other education n.e.c. – 85.59.B,*
- *Educational support activities – 85.60.Z.*

It is proposed that point IX of the company's Statute should read as follows:

**IX** *The subject matter of the company's business activity (acc. to the Polish Classification of Activity (PKD)) shall be:*

- *Other publishing activities – 58.19.Z,*
- *Reproduction of recorded media – 18.20.Z,*
- *Manufacture of computers and peripheral equipment – 26.20.Z,*
- *Installation of industrial machinery and equipment – 33.20.Z,*
- *Other information technology and computer service activities – 62.09.Z,*
- *Wholesale of information and communication equipment – 46.5,*
- *Wholesale of other machinery, equipment, and devices – 46.6,*
- *Retail sale of information and communication equipment in specialised stores – 47.4,*
- *Wired telecommunications activities – 61.10.Z,*
- *Wireless telecommunications activities (excluding satellite telecommunication) – 61.20.Z,*
- *Satellite telecommunications activities – 61.30.Z,*
- *Other telecommunications activities – 61.90.Z,*
- *Lease and rental of office devices and equipment, including computers – 71.33.Z,*
- *Lease of other machines, devices and fixed property not elsewhere classified – 71.39.Z,*
- *Computer consultancy activities – 62.02.Z,*
- *Other software publishing – 58.29.Z,*
- *Publishing of computer games – 58.21.Z,*
- *Computer programming activities – 62.01.Z,*
- *Computer facilities management activities – 62.03.Z,*
- *Other information technology and computer service activities – 62.09.Z,*
- *Data processing, hosting, and related activities – 63.11.Z,*
- *Web portals – 63.12.Z,*
- *Financial leasing – 64.91.Z,*
- *Other credit granting – 64.92.Z,*
- *Other research and experimental development on natural sciences and engineering – 72.19.Z,*
- *Business and management consultancy activities – 70.22.Z,*
- *Technical testing and analysis – 71.20.B,*
- *Market research and public opinion polling – 73.20.Z,*
- *Other human resources provision – 78.30.Z,*
- *Other education n.e.c. – 85.59.B,*
- *Educational support activities – 85.60.Z.*

**Description of procedures pertaining to taking part in the General Meeting of Shareholders and making use of the right to cast a vote:**

The rights of shareholders

A shareholder or shareholders representing at least one-twentieth of the share capital may request that certain matters be added to the agenda of the General Meeting of Shareholders. Such a request shall be submitted to the management board at least twenty-one days before the scheduled date of the Meeting (i.e., by 27<sup>th</sup> April 2012). The request shall contain the relevant explanations or a draft version of the resolution

which the shareholder(s) propose to add to the agenda. The request may be submitted in the electronic form to the following address: Ewa.Warchol@quantum-software.com.

The management board shall, without delay and at least eighteen days before the scheduled date of the General Meeting of Shareholders, announce changes introduced to the agenda at the request of a shareholder/shareholders on [http://www.quantum-software.com/investor\\_pl/](http://www.quantum-software.com/investor_pl/) and in the current report.

Shareholder(s) representing at least one-twentieth of the share capital may, before the scheduled date of the General Meeting of Shareholders, submit to the company (in writing or via means of electronic communication) draft versions of resolutions concerning matters introduced into the agenda of the Meeting or matters which are to be introduced into the agenda. The company shall immediately publish such draft resolutions on [http://www.quantum-software.com/investor\\_pl/](http://www.quantum-software.com/investor_pl/) and in the current report.

During the General Meeting of Shareholders, every shareholder has the right to propose draft resolutions introduced into the agenda.

#### Taking part in the General Meeting of Shareholders and exercising the right to vote via a proxy

A shareholder being a natural person may take part in the General Meeting of Shareholders personally and exercise the right of vote via a proxy. Shareholder not being natural persons may take part in the General Meeting of Shareholders and exercise its right of vote via a proxy or persons authorised to represent it. The proxy shall be authorised to make use of all rights of the shareholder they represent during the General Meeting of Shareholders unless the relevant power of attorney says otherwise. The proxy may grant further powers of attorney if the relevant power of attorney permits it. The proxy may represent more than one shareholder and cast different votes from the shares of different shareholders they represent. A shareholder holding shares stored on more than one securities account may appoint separate proxies for exercising rights connected with shares stored on every such account.

If the proxy present during the General Meeting of Shareholders is a member of the management board, the Supervisory Board, an employee of the company, a member of a governing body or an employee of a subsidiary of Quantum Software S.A., the power of attorney shall authorise such a person to represent the relevant shareholder during one session of the General Meeting of Shareholders only. Such a proxy shall notify the shareholder of any and all circumstances which result or might result in a conflict of interests and shall vote in line with the instructions given to it by the latter. It shall not be possible to grant a further power of attorney.

A power of attorney authorising one to take part in the General Meeting of Shareholders and to exercise the right of vote shall be granted in writing or in the electronic form under pain of nullity. Granting a power of attorney in the electronic form shall not require using a safe electronic signature verified by means of a valid qualified certificate. The power of attorney shall be delivered to the company by the day of the General Meeting of Shareholders at the latest.

In order to identify the shareholder and the proxy thereof and to verify that the power of attorney granted in the electronic form is valid, the notification concerning the granting of the power of attorney in the electronic form shall contain particulars of the principal and the proxy (i.e., name, surname, PESEL number, series and number of the document confirming identity). The notification concerning the granting of the power of attorney in the electronic form may be submitted to the company using means of electronic communication (sent to the following address: Ewa.Warchol@quantumsoftware.com). The notification shall include the document of the power of attorney signed by the shareholder or persons authorised to represent the shareholder (in .pdf format or in another format commonly used to record visual content). The notification shall also include (in .pdf format or in another format commonly used to record visual content) documents making it possible to identify the shareholder (a copy of an identity card

for shareholders being natural persons or a copy of the relevant registration documents for shareholders not being natural persons).

While attendance is taken during the General Meeting of Shareholders and the relevant list is being prepared, the proxy shall present the document confirming their identity (for natural persons) or an excerpt from the relevant register confirming that certain persons may represent the proxy (plus the relevant documents confirming the identity of those persons – for proxies not being natural persons). If a further power of attorney is granted, the proxy shall also present the document of the power of attorney granted to the person in whose stead they appear and such a document shall indicate that it is possible to grant further powers of attorney. Powers of attorney may be granted using the form available on [http://www.quantum-software.com/investor\\_pl/](http://www.quantum-software.com/investor_pl/). Using the forms published by the company shall not be required for the power of attorney to be valid.

#### Taking part in the General Meeting of Shareholders using alternative means of communication.

The internal regulations of the company do not allow taking part in the General Meeting of Shareholders using means of electronic communication or casting votes remotely.

#### Registration day for taking part in the General Meeting of Shareholders

The participation in the General Meeting of Shareholders shall be registered on 2<sup>nd</sup> May 2012.

#### The right to take part in the General Meeting of Shareholders

Only shareholders of the company who register their participation in the General Meeting of Shareholders on the registration day (i.e., 2<sup>nd</sup> May 2012) may take part in the General Meeting of Shareholders.

The registration day for taking part in the General Meeting of Shareholders shall be the same for the holders of bearer shares and the holders of registered shares. Holders of registered shares and temporary certificates, lienholders, and users who have the right to cast votes may take part in the General Meeting of Shareholders of the Company if recorded in the share register as of the registration day for the participation in the General Meeting of Shareholders.

Bearer shares in the form of a document may take part in the General Meeting of Shareholders if the document of the shares is submitted to the company no later than on the registration day for the participation in the General Meeting of the Shareholders and is not withdrawn before the end of that day. A certificate confirming that the shares were submitted to a notary public, a bank, or an investment company residing within or with a branch office within the EU or a state being a party to the agreement on the European Economic Area may be submitted instead of the shares. Such a certificate shall indicate the number of documents of the shares and shall confirm that the documents of the shares shall not be withdrawn before the end of the registration day for the participation in the General Meeting of Shareholders.

At the request of a holder of dematerialized bearer shares of the company submitted no earlier than after the announcement on the convening of the General Meeting of Shareholders is published (i.e., no earlier than on 17<sup>th</sup> April 2012) and no later than on the first business day after the registration of participation in the General Meeting of Shareholders (i.e., no later than 3<sup>rd</sup> May 2012), the entity running the relevant securities account shall issue a personal certificate regarding the right to take part in the General Meeting of Shareholders. At the request of a holder of dematerialized bearer shares, the certificate shall indicate either a part of the shares registered on the holder's securities account or all of them. The list of persons entitled to take part in the General Meeting of Shareholders due to holding bearer shares shall be prepared by the company on the basis of shares deposited with the company or certificates issued as proof of shares having been deposited with a notary public, with a bank, or with an investment company and on the basis of a list prepared by an entity depositing securities in line with the provisions concerning the exchange of

financial instruments. The entity depositing securities shall prepare such a list on the basis of lists submitted to it (at least twelve days before the day of the General Meeting of Shareholders) by entities entitled to prepare such lists in line with the provisions concerning the exchange of financial instruments. The basis for the preparation of the lists submitted to the entity depositing securities shall be certificates concerning the right to take part in the General Meeting of Shareholders. The list of shareholders entitled to take part in the General Meeting of Shareholders, prepared in line with the provisions of article 407, § 1 of the Commercial Companies Code shall be made available for perusal at the company's seat in Kraków at ul. Walerego Sławka 3A, in the office of the company, 2<sup>nd</sup> floor, for the three business days preceding the General Meeting of Shareholders (i.e., 14<sup>th</sup>-16<sup>th</sup> May 2012) from 9:00 to 16:00. A shareholder may request that this list of shareholders be sent to them via e-mail (free of charge), indicating the address to which it is to be sent.

#### The venue where information on the General Meeting of Shareholders is available

The full text of the documentation which is to be presented to the General Meeting of Shareholders, draft resolutions, comments of the management board or the Supervisory Board of the company regarding matters introduced into the agenda of the General Meeting or matters which are to be introduced to it before the date of the General Meeting (if such drafts are made) shall be made available on [http://www.quantum-software.com/investor\\_pl/](http://www.quantum-software.com/investor_pl/) and at the seat of the company in Kraków at ul. Walerego Sławka 3A, the office of the company, 2<sup>nd</sup> floor, on business days from 9:00 to 16:00.

Shareholders shall have the right to request that copies of applications regarding matters in the agenda of the General Meeting be issued to them at least one week before the General Meeting (i.e., until 10<sup>th</sup> May 2012). Information regarding the General Meeting of Shareholders shall be available on [http://www.quantum-software.com/investor\\_pl/](http://www.quantum-software.com/investor_pl/).

Any and all letters connected with the General Meeting shall be sent to Ewa.Warchol@quantum-software.com.