

**Resolution No. 1**  
**of the Ordinary General Meeting**  
**of "QUANTUM SOFTWARE" Spółka Akcyjna**  
**with its registered office in Kraków**  
**held on 17 May 2012**  
on election of the Ballot-Counting Committee

"The Ordinary General Meeting of "QUANTUM SOFTWARE" Spółka Akcyjna with its registered office in Kraków hereby elects the Ballot-Counting Committee consisting of [\_\_\_\_]-the chairperson, [\_\_\_\_] and [\_\_\_\_]".

**Resolution No. 2**  
**of the Ordinary General Meeting**  
**of "QUANTUM SOFTWARE" Spółka Akcyjna**  
**with its registered office in Kraków**  
**held on 17 May 2012**  
on the appointment of the Meeting's Chairperson

"§ 1

Acting pursuant to Article 409 (1) of the Polish Commercial Companies Code, the Ordinary General Meeting hereby resolves to appoint Mr. [\_\_\_\_] as Chairperson of the Ordinary General Meeting.

§ 2

The Resolution shall become effective upon its adoption".

**Resolution No. 3**  
**of the Ordinary General Meeting**  
**of Quantum Software S.A. with its registered office in Kraków**  
**held on 17 May 2012**  
on the adoption of the agenda

"The Ordinary General Meeting has adopted as follows:

"§ 1

The Ordinary General Meeting approves the agenda in the wording in accordance with Article 402<sup>1</sup> of the Polish Commercial Companies Code in the form of Company's current report no. [\_\_\_\_], dated [\_\_\_\_].

§ 2

The Resolution shall become effective upon its adoption".

**Resolution No. 4**  
**of the Ordinary General Meeting**  
**of "QUANTUM SOFTWARE" Spółka Akcyjna**  
**with its registered office in Kraków**

**held on 17 May 2012**  
on approval of the Management Report on company activities  
and the Company's financial statements for 2011

"Acting pursuant to Article 393 (1) of the Polish Commercial Companies Code and Article 53 (1) of the Polish Accounting Act of September 29th, 1994 (consolidated text: J.L. of 2002, No. 76, item 694 as amended), and point XXVI.1 of the Articles of Association, the Ordinary General Meeting upon reviewing the Management Report on Company's activities and the consolidated financial statements for 2011 has resolved as follows:

**"§ 1**

1. The Management Report on Company's activities for 2011 is approved.
2. The financial statements of Quantum software S.A. with its registered office in Kraków for the financial year from 1 January 2011 to 31 December 2011 is approved, including the Company's balance sheet drawn up as at 31 December 2011, showing assets and liabilities amounting to PLN 18,900,536.44, the income statement for 2011 closed with the net profit of PLN 519,013.38, additional notes (in the form of an annual R report) and the statement of changes in equity in 2011 showing an increase in equity by PLN 555,470.03 as well as the cash flow statement for 2011, showing a decrease in net cash by PLN 1,247,804.73.

**§ 2**

The Resolution shall become effective upon its adoption".

**Resolution No. 5**  
**of the Ordinary General Meeting**  
**of "QUANTUM SOFTWARE" Spółka Akcyjna**  
**with its registered office in Kraków**  
**held on 17 May 2012**

on approval of the Management Report on Capital Group's activities  
and the consolidated financial statements of the Capital Group for 2011

Pursuant to Article 63c (4) of the Polish Accounting Act of September 29th, 1994 (consolidated text: J.L. of 2002, No. 76, item 694 as amended) the Ordinary General Meeting upon reviewing the Management Report on Capital Group's activities and the consolidated financial statements of the Capital Group for 2011 has resolved as follows:

**"§1**

1. The Management Report on Capital Group's activities for 2011 is approved.
2. The consolidated financial statements of the Capital Group for the financial year from 1 January 2011 to 31 December 2011 is approved, including the Capital Group's balance sheet drawn up as at 31 December 2011, showing assets and liabilities amounting to PLN 19,610,991.23, the income statement for 2011 closed with the net loss of PLN 332,348.36, additional notes (in the form of an annual SA-RS\_2011 report) and the statement of changes in equity in 2011 showing an increase in equity by PLN 246,438.36 as well as the cash flow statement for 2011, showing a decrease in net cash by PLN 1,140,001.97.

**§ 2**

The Resolution shall become effective upon its adoption".

**Resolution No. 6**  
**of the Ordinary General Meeting**  
**of "QUANTUM SOFTWARE" Spółka Akcyjna**  
**with its registered office in Kraków**  
**held on 17 May 2012**  
on distributing the Company's profit for 2011.

**"§ 1**

Pursuant to Art. 395 (2) (2) of the Polish Commercial Companies Code, the Ordinary General Meeting, having considered the Supervisory Board's opinion on the Management Board's motion regarding the manner of distribution of the Company's profit shown in the Company's financial statements for 2011, resolves to allocate the Company's profit for 2011 for the payment of dividend.

With regard to the above, the Ordinary General Meeting resolves that a dividend shall be paid to the shareholders according to the following rules:

1. All shares of A, B, C and D Series, i.e. 1,480,757 (one million four hundred and eighty thousand seven hundred and fifty-seven) shares are subject to the dividend.
2. The dividend amounts to PLN 0.35 (say: thirty-five groszy) per share.
3. The total dividend amounts to PLN 518,264.95 (in words: five hundred eighteen thousand two hundred and sixty-four 95/100).
4. The difference between net profit and dividend, which results from the necessary rounding and amounts to PLN 748.43 (in words: seven hundred and forty-eight and 43/100), will be allocated to the supplementary capital of the Company.
5. The list of shareholders entitled to the dividend is determined as at 11 June 2012 (the dividend day).
6. The dividend payout deadline is 25 June 2012.

**§ 2**

The Resolution shall become effective upon its adoption".

**Resolution No. 7**  
**of the Ordinary General Meeting**  
**of "QUANTUM SOFTWARE" Spółka Akcyjna**  
**with its registered office in Kraków**  
**held on 17 May 2012**

on granting acknowledgement of fulfilment of duties by a member of the Management Board in the financial year 2011

Acting in accordance with Article 393 (1) and Article 395 (2) (3) of the Polish Commercial Companies Code, the Ordinary General Meeting of Quantum software S.A. has adopted as follows:

"§1

The Ordinary General Meeting grants acknowledgement of fulfilment of duties by Mr. Tomasz Hatala, a member of the Management Board holding a position of the President of the Board, in the financial year 2011.

§2

The Resolution shall become effective upon its adoption".

**Resolution No. 8  
of the Ordinary General Meeting  
of "QUANTUM SOFTWARE" Spółka Akcyjna  
with its registered office in Kraków  
held on 17 May 2012**

on granting acknowledgement of fulfilment of duties by a member of the Management Board in  
the financial year 2011

Acting in accordance with Article 393 (1) and Article 395 (2) (3) of the Polish Commercial Companies Code, the Ordinary General Meeting of Quantum software S.A. has adopted as follows:

"§1

The Ordinary General Meeting grants acknowledgement of fulfilment of duties by Mr. Bogusław Ożóg, a member of the Management Board holding a position of the Vice-President of the Board, in the financial year 2011.

§2

The Resolution shall become effective upon its adoption".

**Resolution No. 9  
of the Ordinary General Meeting  
of "QUANTUM SOFTWARE" Spółka Akcyjna  
with its registered office in Kraków  
held on 17 May 2012**

on granting acknowledgement of fulfilment of duties by a member of the Management Board in the  
financial year 2011

Acting in accordance with Article 393 (1) and Article 395 (2) (3) of the Polish Commercial Companies Code, the Ordinary General Meeting of Quantum software S.A. has adopted as follows:

"§1

The Ordinary General Meeting grants acknowledgement of fulfilment of duties by Mr. Marek Jędra, a member of the Management Board holding a position of the Vice-President of the Board, in the financial year 2011.

§2

The Resolution shall become effective upon its adoption".

**Resolution No. 10  
of the Ordinary General Meeting  
of "QUANTUM SOFTWARE" Spółka Akcyjna  
with its registered office in Kraków  
held on 17 May 2012**

on granting acknowledgement of fulfilment of duties by a member of the Management Board in the financial year 2011

Acting in accordance with Article 393 (1) and Article 395 (2) (3) of the Polish Commercial Companies Code, the Ordinary General Meeting of Quantum software S.A. has adopted as follows:

"§1

The Ordinary General Meeting grants acknowledgement of fulfilment of duties by Mr. Tomasz Mnich, a member of the Management Board holding a position of a Member of the Board, in the financial year 2011.

§2

The Resolution shall become effective upon its adoption".

**Resolution No. 11  
of the Ordinary General Meeting  
of "QUANTUM SOFTWARE" Spółka Akcyjna  
with its registered office in Kraków  
held on 17 May 2012**

on approval of the Report on activities of the Supervisory Board in 2011  
and the report of the Supervisory Board on the evaluation of the company's financial reports for  
the financial year 2011

Acting in accordance with the Articles of Association, the Ordinary General Meeting of Quantum software S.A. has adopted as follows:

"§1

The Ordinary General Meeting approves the Report on activities of the Supervisory Board for the financial year between 01.01.2011 and 31.12.2011 and the report of the Supervisory Board on the evaluation of the company's financial reports for the financial year between 01.01.2011 and 31.12.2011, and the Management report for the period between 01.01.2011 and 31.12.2011.

§2

The Resolution shall become effective upon its adoption".

**Resolution No. 12**  
**of the Ordinary General Meeting**  
**of "QUANTUM SOFTWARE" Spółka Akcyjna**  
**with its registered office in Kraków**  
**held on 17 May 2012**

on granting acknowledgement of fulfilment of duties by a member of the Supervisory Board in the  
financial year 2011

Acting in accordance with Article 393 (1) and Article 395 (2) (3) of the Polish Commercial Companies Code, the Ordinary General Meeting of Quantum software S.A. has adopted as follows:

"§1

The Ordinary General Meeting grants acknowledgement of fulfilment of duties by Mr. Leopold Kutyla, a member of the Supervisory Board holding a position of the President of the Supervisory Board, in the financial year 2011.

§2

The Resolution shall become effective upon its adoption".

**Resolution No. 13**  
**of the Ordinary General Meeting**  
**of "QUANTUM SOFTWARE" Spółka Akcyjna**  
**with its registered office in Kraków**  
**held on 17 May 2012**

on granting acknowledgement of fulfilment of duties by a member of the Supervisory Board in  
the financial year 2011

Acting in accordance with Article 393 (1) and Article 395 (2) (3) of the Polish Commercial Companies Code, the Ordinary General Meeting of Quantum software S.A. has adopted as follows:

"§1

The Ordinary General Meeting grants acknowledgement of fulfilment of duties by Mr. Tomasz Polończyk, a member of the Supervisory Board holding a position of the Vice-President of the Supervisory Board, in the financial year 2011.

§2

The Resolution shall become effective upon its adoption".

**Resolution No. 14**  
**of the Ordinary General Meeting**  
**of "QUANTUM SOFTWARE" Spółka Akcyjna**  
**with its registered office in Kraków**  
**held on 17 May 2012**

on granting acknowledgement of fulfilment of duties by a member of the Supervisory Board in the financial year 2011

Acting in accordance with Article 393 (1) and Article 395 (2) (3) of the Polish Commercial Companies Code, the Ordinary General Meeting of Quantum software S.A. has adopted as follows:

"§1

The Ordinary General Meeting grants acknowledgement of fulfilment of duties by Mr. Jerzy Majewski, a member of the Supervisory Board holding a position of a member of the Supervisory Board, in the financial year 2011.

§2

The Resolution shall become effective upon its adoption".

**Resolution No. 15  
of the Ordinary General Meeting  
of "QUANTUM SOFTWARE" Spółka Akcyjna  
with its registered office in Kraków  
held on 17 May 2012**

on granting acknowledgement of fulfilment of duties by a member of the Supervisory Board in the financial year 2011

Acting in accordance with Article 393 (1) and Article 395 (2) (3) of the Polish Commercial Companies Code, the Ordinary General Meeting of Quantum software S.A. has adopted as follows:

"§1

The Ordinary General Meeting grants acknowledgement of fulfilment of duties by Ms. Anna Nadolska, a member of the Supervisory Board holding a position of a member of the Supervisory Board, in the financial year 2011.

§2

The Resolution shall become effective upon its adoption".

**Resolution No. 16  
of the Ordinary General Meeting  
of "QUANTUM SOFTWARE" Spółka Akcyjna  
with its registered office in Kraków  
held on 17 May 2012**

on granting acknowledgement of fulfilment of duties by a member of the Supervisory Board in the financial year 2011

Acting in accordance with Article 393 (1) and Article 395 (2) (3) of the Polish Commercial Companies Code, the Ordinary General Meeting of Quantum software S.A. has adopted as follows:

"§1

The Ordinary General Meeting grants acknowledgement of fulfilment of duties by Mr. Henryk Gaertner, a member of the Supervisory Board holding a position of a member of the Supervisory Board, in the financial year 2011.

§2

The Resolution shall become effective upon its adoption".

**Resolution No. 17  
of the Ordinary General Meeting  
of "QUANTUM SOFTWARE" Spółka Akcyjna  
with its registered office in Kraków  
held on 17 May 2012  
on the dismissal of a Supervisory Board member.**

Acting in accordance with Article 385 (1) of the Polish Commercial Companies Code, the Ordinary General Meeting of Quantum software S.A. has adopted as follows:

"§1

The Ordinary General Meeting hereby revokes Ms. Anna Nadolska – a Member of the Supervisory Board.

§2

The Resolution shall become effective upon its adoption".

**Resolution No. 18  
of the Ordinary General Meeting  
of "QUANTUM SOFTWARE" Spółka Akcyjna  
with its registered office in Kraków  
held on 17 May 2012**

**on granting acknowledgement of fulfilment of duties by a member of the Supervisory Board  
between 01/01/2012 and 17/05/2012**

Acting in accordance with Article 393 (1) and Article 395 (2) (3) of the Polish Commercial Companies Code, the Ordinary General Meeting of Quantum software S.A. has adopted as follows:

"§1

The Ordinary General Meeting grants acknowledgement of fulfilment of duties by Ms. Anna Nadolska, a member of the Supervisory Board holding a position of a member of the Supervisory Board between 01/01/2012 and 17/05/2012.

§2

The Resolution shall become effective upon its adoption".

**Resolution No. 19**



**of the Ordinary General Meeting  
of "QUANTUM SOFTWARE" Spółka Akcyjna  
with its registered office in Kraków  
held on 17 May 2012**

on the appointment of a Supervisory Board member

Acting in accordance with Article 385 (1) of the Polish Commercial Companies Code, the Ordinary General Meeting of Quantum software S.A. has adopted as follows:

"§1

The Ordinary General Meeting hereby appoints Mr. Piotr Nadolski as a Member of the Supervisory Board.

§2

The Resolution shall become effective upon its adoption".

**Resolution No. 20  
of the Ordinary General Meeting  
of "QUANTUM SOFTWARE" Spółka Akcyjna  
with its registered office in Kraków  
held on 17 May 2012**

on changing the manner of remunerating Supervisory Board members

Acting in accordance with Article 392 (1) of the Polish Commercial Companies Code, the Ordinary General Meeting of Quantum software S.A. has adopted as follows:

"§1

The Ordinary General Meeting determines the new remuneration of the members of the Supervisory Board to amount to PLN 2,000 (in words: two thousand) gross for each participation at the Board's meeting.

§2

The Resolution shall become effective upon its adoption".

**Resolution No. 21  
of the Ordinary General Meeting  
of "QUANTUM SOFTWARE" Spółka Akcyjna  
with its registered office in Kraków  
held on 17 May 2012**

on entrusting the duties of the Audit Committee to the Supervisory Board.

The Ordinary General Meeting of Quantum software Spółka Akcyjna, pursuant to Article 86 (3) of the Act of 7 May 2009 on certified auditors, their self-government, entities authorised to audit financial statements, and on public supervision, hereby entrusts the Supervisory Board with the tasks of the audit committee.

**Resolution No. 22**  
**of the Ordinary General Meeting**  
**of "QUANTUM SOFTWARE" Spółka Akcyjna**  
**with its registered office in Kraków**  
**held on 17 May 2012**  
on amending the Company's Articles of Association

"§1

The Ordinary General Meeting of Quantum software SA resolves to amend the Articles of Association of the Company and in the content of point IX thereof add the following indents:

"Financial leasing – 64.91.Z"

and

"Other credit granting – 64.92.Z"

§2

The Resolution shall become effective upon its adoption".

**Resolution No. 23**  
**of the Ordinary General Meeting**  
**of "QUANTUM SOFTWARE" Spółka Akcyjna**  
**with its registered office in Kraków**  
**held on 17 May 2012**

on authorising the Company's Supervisory Board to change the regulations concerning Executive Options Programme.

"§1

In relation to resolutions no. 18, 19 and 20 of the Ordinary General Meeting held on 17 June 2008, the Ordinary General Meeting authorises the Company's Supervisory Board to amend the Executive Options Programme Regulations by extending the duration of the Programme until 2013 without increasing the number of subscription warrants and shares offered to its participants.

§2

The Resolution shall become effective upon its adoption".