

**Resolution no. 1**  
**of the Extraordinary General Meeting**  
**of “QUANTUM SOFTWARE” Spółka Akcyjna**  
**with its registered office in Cracow**  
**of 16 February 2017**  
electing the Chairman of the Meeting

§ 1

Acting pursuant to Article 409 §1 of the Polish Commercial Companies Code, the Extraordinary General Meeting hereby resolves to appoint Mr. [\_\_\_\_\_] as the Chairman of the Extraordinary General Meeting.

§ 2

The Resolution shall take effect upon its adoption.”

**Resolution no. 2**  
**of the Extraordinary General Meeting**  
**of “QUANTUM SOFTWARE” Spółka Akcyjna**  
**with its registered office in Cracow**  
**of 16 February 2017**  
appointing the Ballot Counting Committee

“§ 1

The Extraordinary General Meeting of “QUANTUM SOFTWARE” Spółka Akcyjna with its registered office in Cracow hereby elects a Ballot-Counting Committee consisting of [\_\_\_\_\_] – the Chairperson, [\_\_\_\_\_] and [\_\_\_\_\_] – Members.

§ 2

The Resolution shall take effect upon its adoption.”

**Resolution no. 3**  
**of the Extraordinary General Meeting**  
**of “QUANTUM SOFTWARE” Spółka Akcyjna**  
**with its registered office in Cracow**  
**of 16 February 2017**  
adopting the agenda

§ 1

The Extraordinary 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 the Company's current report no. 3/2017 dated 11 January 2017.

§ 2

The Resolution shall take effect upon its adoption.”

**Resolution no. 4**  
**of the Extraordinary General Meeting**  
**of “QUANTUM SOFTWARE” Spółka Akcyjna**  
**with its registered office in Cracow**  
**of 16 February 2017**

redeeming the Company's treasury shares

Acting under Article 359 § 1 and § 2 of the Polish Commercial Companies Code and section XIV of the Company's Articles of Association, the Extraordinary General Meeting of Quantum software S.A. (“Company”) hereby resolves as follows:

1. Based on Resolution no. 17 of the Company's Annual General Meeting of 18 May 2009 on authorising the Company to purchase treasury shares, adopted based on Article 362 §1(8) of the Polish Commercial Companies Code, 14,930 (in words: fourteen thousand nine hundred and thirty) ordinary bearer shares of the Company were purchased, of a par value PLN 0.50 (in words: fifty grosz) each, dematerialised and marked by Krajowy Depozyt Papierów Wartościowych S.A. with the following securities identification number: PLQNTUM00018, for a total consideration of PLN 101,997.95 (in words: one hundred thousand nine hundred ninety-seven and 95/100 zloty). The consideration for the shares was paid from the amount which, in accordance with Article 348 § of the Polish Commercial Companies Code, may be intended for distribution among the shareholders as per Resolution no. 18 of the Annual General Meeting of 18 May 2009 on creating a reserve capital to finance the purchase of the Company's treasury shares.
2. Due to the end of the Managerial Stock Option Scheme, under which it was possible, in line with Resolution no. 19 of the Annual General Meeting of 18 May 2019, to sell the purchased Company treasury shares to the in the Managerial Stock Option Scheme participant, the Extraordinary General Meeting decided – in view of the shares not being sold to these participants – to redeem the treasury shares purchased under the authorisation included in Resolution no. 17 of the Annual General Meeting of 18 May 2019.
3. The Company's Extraordinary General Meeting decides to redeem, through voluntary redemption, 14,930 (in words: fourteen thousand nine hundred and thirty) Company bearer shares of a par value PLN 0.50 (in words: fifty grosz) each, dematerialised and marked by Krajowy Depozyt Papierów Wartościowych S.A. with the following securities identification number PLQNTUM00018, purchased by the Company under the authorisation included in Resolution no. 17 of the Annual General Meeting of 18 May 2019. The Share redemption shall take place through share capital reduction in line with Article 360 § 1 of the Polish Commercial Companies Code. Since the Company is redeeming its own shares, the Company – as the shareholder of the shares to be redeemed – shall not be entitled to any consideration for the redemption.
4. In connection with the share redemption, the Company's share capital shall be reduced by an amount equal to the total par value of the redeemed shares, i.e. 7,465 (seven thousand four hundred sixty-five zloty).
5. The share redemption shall be effected upon the registration of the Company's share capital reduction by the court, on completion of the procedure of notifying the creditors of the share capital reduction as defined to in Article 456 §1 of the Polish Commercial Companies Code.

6. The share capital reduction and the related amendment of the Article of Association shall be effected under a separate resolution adopted by this Extraordinary General Meeting.
7. The Resolution shall be effective as of its adoption date, subject to section 5.

**Resolution no. 5**  
**of the Extraordinary General Meeting**  
**of “QUANTUM SOFTWARE” Spółka Akcyjna**  
**with its registered office in Cracow**  
**of 16 February 2017**  
redeeming the Company's treasury shares

Acting under Article 359 § 1 and § 2 of the Polish Commercial Companies Code and section XIV of the Company's Articles of Association, the Extraordinary General Meeting of Quantum software S.A. (“Company”) hereby resolves as follows:

1. Based on Resolution no. 19 of the Company's Annual General Meeting of 25 June 2015 on authorising the Company' Management Board to purchase treasury shares for the purpose of their redemption, adopted based on Article 362 §1(5) of the Polish Commercial Companies Code, 165,887 (in words: one hundred and sixty-five thousand eight hundred and eighty-seven) Company ordinary bearer shares were purchased of a par value PLN 0.50 (in words: fifty grosz) each, dematerialised and marked by Krajowy Depozyt Papierów Wartościowych S.A. with the following securities identification number: PLQNTUM00018, for a total consideration of PLN 1,106,167.30 (in words: one million one hundred and six thousand one hundred and sixty seven and 30/100 PLN).
2. Due to the end of the share buyback programme carried out under Resolution no. 19 of the Annual General Meeting of 25 June 2015, the Extraordinary General Meeting decided to redeem the treasury shares purchased under the authorisation included in Resolution no. 19 of the Annual General Meeting of 25 June 2015.
3. The Company's Extraordinary General Meeting decides to redeem, through voluntary redemption, 165,887 (in words: one hundred and sixty-five thousand eight hundred and eighty-seven) Company bearer shares of a par value PLN 0.50 (in words: fifty grosz) each, marked with the securities code 25 June 2015 purchased under the authorisation included in Resolution no. 19 of the Annual General Meeting of 25 June 2015. The Share redemption shall take place through share capital reduction in line with Article 360 § 1 of the Polish Commercial Companies Code. Since the Company is redeeming its own shares, the Company – as the shareholder of the shares to be redeemed – shall not be entitled to any consideration for the redemption.
4. In connection with the share redemption, the Company's share capital shall be reduced by an amount equal to the total par value of the redeemed shares, i.e. 82,943.50 (eighty-two thousand nine hundred and forty-three and 50/100 zloty).
5. The share redemption shall be effected upon the registration of the Company's share capital reduction by the court, on completion of the procedure of notifying the creditors of the share capital reduction as defined to in Article 456 §1 of the Polish Commercial Companies Code.
6. The share capital reduction and the related amendment of the Article of Association shall be effected under a separate resolution adopted by this Extraordinary General Meeting.
7. The Resolution shall be effective as of its adoption date, subject to section 5.

**Resolution no. 6**  
**of the Extraordinary General Meeting**  
**of “QUANTUM SOFTWARE” Spółka Akcyjna**  
**with its registered office in Cracow**  
**16 February 2017**

reducing the capital and amending the Articles of Association

Acting under 360 § 1 and 4 in conjunction with Article 455 §1 and 2 of the Polish Commercial Companies Code, the Extraordinary General Meeting of Quantum software S.A. (“Company”) hereby resolves as follows:

1. In connection with adopting Resolution no. 4 of 16 February 2017 redeeming 14,930 (in words: fourteen thousand nine hundred and thirty) Company bearer shares of a par value PLN 0.50 (in words: fifty grosz) each and Resolution no. 5 of 16 February 2017 redeeming 165,887 (in words: one hundred and sixty-five thousand eight hundred and eighty-seven) shares of a par value PLN 0.50 (in words: fifty grosz) each, under Article 360 § 1 and 4 of the Polish Commercial Companies Code, and Article 455 § 1 and 2 of the Polish Commercial Companies Code, the Extraordinary General Meeting of Quantum software S.A. (“Company”) hereby reduces the Company's share capital by redeeming the 180,817 bearer shares specified in Resolutions no. 4 and 5 on share redemption, by PLN 90,408.50 (in words: ninety thousand four hundred and eight and 50/100 zloty). The capital reduction is to implement the resolutions adopted by this General Meeting on redeeming the treasury shares purchased by the Company and to adapt the value of the Company's share capital to the number of the Company's shares to result from the redemption.
2. The share redemption shall be effected upon the registration of the Company's share capital reduction by the court, on completion of the procedure of notifying the creditors of the share capital reduction as defined to in Article 456 § 1 of the Polish Commercial Companies Code.
3. Acting pursuant to Article 430 of the Polish Commercial Companies Code, the Company's Extraordinary General Meeting hereby amends section X, which shall be worded as follows, while section XII of the Articles of Association shall be deleted.

X.

*The company's share capital is PLN 649,970.00 (six hundred and forty thousand nine hundred and seventy), dividable into:*

- *750,000 (seven hundred thousand) registered preference shares of a par value PLN 0,50 (zero zloty fifty grosz) each, where two votes at the Company's general meeting are attached to each share, and*
- *549,940 (five hundred and forty-nine thousand nine hundred and forty) bearer shares of a par value PLN 0,50 (zero zloty fifty grosz) each, which are not preference shares in terms of votes.*

XII. *(deleted)*

4. The purpose of the amendment of the Articles of Association is to reduce the Company's share capital in connection with share redemption and thus to bring the amount of the share capital as defined in the Articles of Association to the share capital amount resulting from the redemption.

5. The Management Board shall be obligated to report the amendment to the Articles of Association adopted hereunder to the competent registration court.
6. This resolution shall be in force as of the day of its adoption, with legal effects as of the date the registration court records the amendment to the Articles of Association.

**Resolution no. 7**  
**of the Extraordinary General Meeting**  
**of “QUANTUM SOFTWARE” Spółka Akcyjna**  
**with its registered office in Cracow**  
**16 February 2017**

terminating the dematerialisation of all the dematerialised shares of the Company and recalling them from the regulated market managed by Gielda Papierów Wartościowych w Warszawie S.A.

In connection with the request to convene a General Meeting of Quantum software Spółka Akcyjna in Cracow (hereinafter the “**COMPANY**”) dated 5 January 2017 and the request for putting this Resolution on the agenda, made under Article 400 § 1 of the Polish Commercial Companies Code by Minvesta sp. z o.o., a shareholder holding more than 1/20 of the Company’s share capital, the Extraordinary General Meeting, acting under Article 91(4) in conjunction with Article 91(5) and 91(6) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies of 26 July 2005 (consolidated text, Journal of Laws of 2013, item 1382 as amended), hereinafter the “**ACT ON PUBLIC OFFERING**,” hereby resolves as follows:

§ 1

The dematerialisation of all the dematerialised bearer shares of the Company, i.e. 730,757 (seven hundred and thirty thousand seven hundred and fifty-seven) shares of a par value PLN 0.50 (fifty grosz) each and a total par value PLN 365 378,50 (three hundred and sixty-five thousand three hundred and seventy-eight zloty 50/100), to which Krajowy Depozyt Papierów Wartościowych S.A has assigned the following ISIN code: PLQNTUM00018, shall be terminated.

§2

The Extraordinary General Meeting hereby authorises and requires the Management Board to:

- 1) submit, according to the procedure defined in Article 91(1) of the Act on Public Offering, the request to bring the shares listed in § 1 hereof to a document form (to terminate the dematerialisation);
- 2) take any actual and legal actions necessary to terminate the dematerialisation and to recall the Company’s shares from trading on the regulated market managed by Gielda Papierów Wartościowych w Warszawie S.A.

§3

The Resolution shall be effective as of its adoption date but the termination of dematerialisation of the Company’s shares to the extent defined herein and the recall of the Company's shares from the regulated market managed by Gielda Papierów Wartościowych w Warszawie S.A. shall take place at the time as specified in the permission to bring back the Company’s shares to a document form (terminate their dematerialisation) issued by the Polish Financial Supervision Authority (KNF) under Article 91(1) of the Act on Public Offering.

§4

The Resolution shall take effect upon its adoption.”

**Resolution no. 8  
of the Extraordinary General Meeting  
of "QUANTUM SOFTWARE" Spółka Akcyjna  
with its registered office in Cracow  
of 16 February 2017  
on incurring the costs of convening and holding the General Meeting**

“§1

Pursuant to Article 400 §4 of the Polish Commercial Companies Code, the Extraordinary General Meeting resolves that the costs of convening and holding this Extraordinary General Meeting shall be borne by the Company.

§2

The Resolution shall take effect upon its adoption”.