

**Issued on: 19 June 2009**

**Subject: Draft Resolutions to be adopted by the Ordinary General Meeting of Shareholders**

**Current report no 14**

**Legal basis: Article 56(1) point 2 of the Act on Public Offering – Current and Periodic Information**

**Report content:**

Draft Resolutions to be adopted by the Ordinary General Meeting of Shareholders on 29 June 2009.

**Item 1 of the Agenda**

**Resolution No. 1**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, hereby resolves to elect Mrs./Mr. \_\_\_\_\_ as a Chairman of the Ordinary General Meeting of Shareholders.

**Item 3 of the Agenda**

**Resolution No. 2**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, hereby resolves to approve the following Agenda:

1. Opening of the Ordinary General Meeting and election of the Chairman of the General Meeting.
2. Statement that the General Meeting has been properly convened and is able to adopt resolutions.
3. Approval of the Agenda.
4. Election of the Scrutiny Committee and appointment of the Secretary of the General Meeting.
5. Approval of the binding Rules of the General Meeting.
6. Review of:
  - the Management Board report on Company's activities in 2008

-the financial statement for 2008

-the Management Board's motion concerning the allocation of profit.

7. Review of:

-the Management Board report on Capital Group's activities in 2008

- the Capital Group's consolidated financial statement for 2008.

8. Review of the Supervisory Board's reports.

9. Adoption of the Resolutions concerning:

- the approval of the Management Board's report on Company's activities in 2008

- the Company's financial statement for 2008

- the approval of the Management Board's report on Capital Group's activities in 2008

- the approval of the Capital Group's consolidated financial statement for 2008

- the allocation of profit for 2008

- the acknowledgement of the fulfillment of duties performed by the Management Board members in 2008

- the acknowledgement of the fulfillment of duties performed by the Supervisory Board members in 2008

- the payment of a bonus to Management Board members (financial resources from the reserve capital; legal basis: Art. 396.1 of the Commercial Companies Code and Par. 13.1 of the Company's Articles of Association)

- the own shares buyback in accordance with Art. 362.1.8 of the Commercial Companies Code

- the Management Option Plan

- the amendment to the wording of Par. 5.1 of the Company's Articles of Association

10. Closing of the General Meeting

#### **Item 4 of the Agenda**

##### **Resolution No. 3**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, hereby resolves to elect

Mrs./Mr. \_\_\_\_\_ as a Secretary of the Ordinary General Meeting of Shareholders.

**Resolution No. 4**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, hereby resolves to elect Mrs./Mr. \_\_\_\_\_ as a Member of the Scrutiny Committee.

**Resolution No. 5**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, hereby resolves to elect Mrs./Mr. \_\_\_\_\_ as a Member of the Scrutiny Committee.

**Resolution No. 6**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, hereby resolves to elect Mrs./Mr. \_\_\_\_\_ as a Member of the Scrutiny Committee.

**Item 5 of the Agenda**

**Resolution No. 7 Par. 1**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, hereby resolves to withdraw from determining the Rules of the General Meeting as the mentioned Rules has already been determined by the Ordinary General Meeting of Shareholders on 25 April 2006.

**Par. 2**

The Resolution shall come into force on the day of its adoption.

**Item 9 of the Agenda**

**Resolution No. 8 Par. 1**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, after consideration of the Supervisory Board's opinion regarding the assessment of the Management Board's report, hereby approves the Management Board's report on Company's activities in the financial year 2008.

**Par. 2**

The Resolution shall come into force on the day of its adoption.

**Resolution No. 9 Par. 1**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, after consideration of the Supervisory Board's opinion regarding the Company's financial statement, hereby approves the Company's financial statement for the financial year 2008.

**Par. 2**

The Resolution shall come into force on the day of its adoption.

**Resolution No. 10 Par. 1**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, after consideration of the Supervisory Board's opinion regarding the assessment of the Management Board's report, hereby approves the Management Board's report on the Capital Group's activities in the financial year 2008.

**Par. 2**

The Resolution shall come into force on the day of its adoption.

**Resolution No. 11 Par. 1**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, after consideration of the Supervisory Board's opinion regarding the Company's consolidated financial statement, hereby approves the Company's consolidated financial statement for the financial year 2008.

**Par. 2**

The Resolution shall come into force on the day of its adoption.

**Resolution No. 12 Par. 1**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, hereby confirms that the financial statement for the financial year 2008 showed a net profit at the amount of PLN 974 822.75 (nine hundred and seventy four thousand eight hundred and twenty two zloty and seventy five grosz).

**Par. 2**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, resolves to to distribute the Company's profit for the financial year ended 31 December 2008:

- of PLN 483 480.00 (four hundred and eighty three thousand four hundred and eighty zloty) to dividend payment - the dividend per share is PLN 0.18 gross (eighteen grosz):

- of PLN 491 342.75 (four hundred and ninety one thousand three hundred and forty two zloty and seventy five grosz) to be allocated to the Company's reserve fund.

10 August 2009 shall be the dividend day and 28 August 2009 shall be the dividend payment date.

### **Par. 3**

The Resolution shall come into force on the day of its adoption.

### **Resolution No. 13 Par. 1**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, acting pursuant to Art. 395 Par. 2.3 of the Commercial Companies Code, hereby resolves to acknowledge Mrs. Magdalena Kniszer the fulfillment of her Member of the Management Board duties performed in the financial year ended 31 December 2008.

### **Par. 2**

The Resolution shall come into force on the day of its adoption.

### **Resolution No. 14 Par. 1**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, acting pursuant to Art. 395 Par. 2.3 of the Commercial Companies Code, hereby resolves to acknowledge Mr. Krzysztof Kniszer the fulfillment of his Member of the Management Board duties performed in the financial year ended 31 December 2008.

### **Par. 2**

The Resolution shall come into force on the day of its adoption.

### **Resolution No. 15 Par. 1**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, acting pursuant to Art. 395 Par. 2.3 of the Commercial Companies Code, hereby resolves to acknowledge Mr. Konrad Kosierkiewicz

the fulfillment of his Member of the Management Board duties performed in the financial year ended 31 December 2008.

**Par. 2**

The Resolution shall come into force on the day of its adoption.

**Resolution No. 16 Par. 1**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, acting pursuant to Art. 395 Par. 2.3 of the Commercial Companies Code, hereby resolves to acknowledge Mr. Krzysztof Sikora the fulfillment of his Member of the Management Board duties performed in the financial year ended 31 December 2008.

**Par. 2**

The Resolution shall come into force on the day of its adoption.

**Resolution No. 17 Par. 1**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, acting pursuant to Art. 395 Par. 2.3 of the Commercial Companies Code, hereby resolves to acknowledge Mrs. Maria Skowron - Szafrńska the fulfillment of her Member of the Supervisory Board duties performed in the financial year ended 31 December 2008.

**Par. 2**

The Resolution shall come into force on the day of its adoption.

**Resolution No. 18 Par. 1**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, acting pursuant to Art. 395 Par. 2.3 of the Commercial Companies Code, hereby resolves to acknowledge Mrs. Elżbieta Zalecińska the fulfillment of her Member of the Supervisory Board duties performed in the financial year ended 31 December 2008.

**Par. 2**

The Resolution shall come into force on the day of its adoption.

**Resolution No. 19 Par. 1**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, acting pursuant to Art. 395 Par. 2.3 of the Commercial Companies Code, hereby resolves to acknowledge Mr. Jarosław Bauc the fulfillment of his Member of the Supervisory Board duties performed in the financial year ended 31 December 2008.

**Par. 2**

The Resolution shall come into force on the day of its adoption.

**Resolution No. 20 Par. 1**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, acting pursuant to Art. 395 Par. 2.3 of the Commercial Companies Code, hereby resolves to acknowledge Mr. Adam Bodzioń the fulfillment of his Member of the Supervisory Board duties performed in the financial year ended 31 December 2008.

**Par. 2**

The Resolution shall come into force on the day of its adoption.

**Resolution No. 21 Par. 1**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, acting pursuant to Art. 395 Par. 2.3 of the Commercial Companies Code, hereby resolves to acknowledge Mr. Sławomir Kamiński the fulfillment of his Member of the Supervisory Board duties performed in the financial year ended 31 December 2008.

**Par. 2**

The Resolution shall come into force on the day of its adoption.

**Resolution No. 22 Par. 1**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, acting pursuant to Art. 395 Par. 2.3 of the Commercial Companies Code, hereby resolves to acknowledge Mr. Zbigniew Pietroń the fulfillment of his Member of the Supervisory Board duties performed in the financial year ended 31 December 2008.

**Par. 2**

The Resolution shall come into force on the day of its adoption.

**Resolution No. 23**

Of the Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, concerning the payment of a bonus to Management Board members (financial resources from the reserve capital)

**Par. 1**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, acting pursuant to Art. 396 Par. 5 of the Commercial Companies Code and Par. 13 item 1d of the Company's Articles of Association, hereby resolves that the bonus for the year 2008 shall be paid to the Management Board Members with the reserve fund financial resources worked out in 2008.

**Par. 2**

The Resolution shall come into force on the day of its adoption.

**Resolution No. 24**

Of the Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. with its registered office in Cracow, concerning the UNIMA 2000 S.A. own shares buyback

**Par. 1.1.**

Pursuant to the Art. 362 Par. 1.8 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A., resolves to authorize the Company's Management Board to carry out the acquisition of own shares listed at the Warsaw Stock Exchange in accordance with the provisions determined in this Resolution.

**Par. 2.1.**

The following rules of the Company's own shares acquisition are determined:

a. the total number of shares acquired in the period of authorisation shall not exceed 500 000 (five hundred thousand), what shall mean that the total nominal value of acquired shares shall not exceed 20% of the Company's share capital,

- b. shares shall be acquired in the period from the date of adopting this Resolution to 24 June 2012,
- c. the minimum acquisition price of one share shall amount to PLN 1 (one zloty)
- d. the maximum acquisition price of one share shall amount to PLN 8 (eight zloty)
- e. the total price of own shares acquisition, increased by the costs of their acquisition shall not exceed PLN 4 000 000 (four million zloty)
- f. the own shares acquisition may be carried out personally, through broker orders or package transactions, through tender offers or through brokerage houses participating in trading on the Warsaw Stock Exchange.
- g. the start date and the closing date of own shares acquisition shall be announced by the Management Board in accordance with Art. 56 of the Act on Public Offering, Conditions Governing the introduction of financial instruments to organised trading and on Public Companies (Journal of Laws No. 184, item 1539 as amended); the start date of own shares acquisition shall be announced before the start of purchase execution.

**Par. 2.2.**

The own shares acquired by the Company shall be (after consulting the Supervisory Board):

- in particular held for direct and/or indirect resale,
- held for the Management Option Plan implementation, in case of its adoption by the relevant authority,
- held for exchange,
- disposed of by the Management Board in another way but in compliance with the needs arising from the Company's business activities

In case of negative opinion of the Supervisory Board, the Management Board is obliged to apply to the General Meeting for the acceptance of shares disposition.

**Par. 2.3.**

The Management Board is obliged to publish (in accordance with applicable law provisions) information concerning the execution of the share buyback determined in this Resolution and to prepare and publish the report on the execution of the share buyback after its closing.

**Par. 3.**

1. The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A., authorizes the Company's Management Board to determine the detailed rules of shares acquisition under the authorisation determined in this Resolution.

2. The Rules, as referred to in item 1 above, shall be in line with applicable law provisions, in particular in case of shares acquisition during the closed periods (determined in Art. 159.2 of the Act on Trading in Financial Instruments of 29 July 2005, Journal of Laws No. 183, item 1538 as amended) shall be in compliance with provisions of the Regulation of the Commission of the European Communities No 2273/2003 of 22 December 2003.

In case of negative opinion of the Supervisory Board, the Management Board is obliged to

apply to the General Meeting for the acceptance of the rules in the form of the Resolution.

**Par. 4.**

The Management Board, acting in the Company's interest (after consulting the Supervisory Board) may suspend the shares acquisition due to the intention to:

- close the shares acquisition before 24 June 2012,
- resign from shares acquisition (in whole or in part).

2. In case of issuing the above mentioned decisions, the Management Board is obliged to publish the information concerning such decisions in a manner prescribed by law provisions.

**Par. 5.**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A., acting pursuant to Par. 396 Par. 4,5 read wit Art. 345 Par. 1,4 of the Commercial Companies Code and in accordance with Par. 13.1 item 1) of the UNIMA 2000 Systemy Teleinformatyczne S.A. Articles of Association, resolves to establish the reserve capital at the amount of PLN 4 000 000 (four million zloty). The establishing of reserve capital shall result from transferring the amount of PLN 4 000 000 (four million) from supplementary capital.

2. The funds collected in the reserve capital established in accordance with item 1 above, shall be appropriated in whole to finance the own shares acquisition, as described in this Resolution, in the period up to 24 June 2009 or up to the close of own shares acquisition.

**Par. 6.**

The Company's Management shall be authorized to take any actual or legal steps required for own shares acquisition in accordance with the content of this Resolution.

**Par. 7.**

The Resolution shall come into force on the day of its adoption.

**Resolution No. 24**

**Par. 1.**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. amends the current wording of the Par 1.5 item p) of the Company's Articles of Association. Par. 5.1 item p) shall read as follows:

“p) scientific research and development”.

**Par. 2.**

The Ordinary General Meeting of Shareholders of UNIMA 2000 Systemy Teleinformatyczne S.A. expands the scope of business activities described in the Company's Articles of Association by adding after Par. 5.1 item p) - items in the following wording:

- r) employment activities (78.10.Z),
- s) temporary employment agency activities(78.20.Z),
- t) other human resources provision(78.30.Z),
- u) office administrative activities(82.11.Z),
- w) call center activities(82.20.Z),
- x) foreign languages education(85.59.A),
- y)other education not elsewhere classified(85.59.B),
- z)educational support activities(85.60.Z)”

**Par. 2.**

The Resolution shall come into force on the day of its adoption effective as from the day of registering the amendments by the relevant court.