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Subject: Ordinary General Meeting of Shareholders of OPTeam SA convened.

Current report no: 14/2013

Legal basis: § 38 section 1 items 1 and 3 of the Ordinance of the Minister of Finance of 19 February 2009 on current and interim information submitted by the issuers of securities, and on conditions of considering as equivalent the information required by law of a non-member state.

Report content:

The Management Board of OPTeam SA with its seat in Tajęcina convenes the Ordinary General Meeting of OPTeam SA which will take place on 14 June 2013 at 11.00 a.m. at the Company's head office in Tajęcina 113, 36-002 Jasionka.

The complete text of the Notice of the Ordinary General Meeting of OPTeam SA is enclosed with this report. At the same time, the Management Board of OPTeam SA discloses the contents of draft resolutions which will be subject to discussion at the Ordinary General Meeting of Shareholders.

NOTICE
of convening the Ordinary General Meeting of Shareholders
of OPTeam S.A. with its seat in Tajęcina
on 14 June 2013.

Date, time and place of the General Meeting and detailed agenda.

The Management Board of OPTeam Spółka Akcyjna with its seat in Tajęcina entered into the Register of Entrepreneurs kept by the Regional Court in Rzeszów, 12th Commercial Division of the National Court Register at number KRS 0000160492, acting pursuant to the provisions of Art. 402¹ and 402² of the Code of Commercial Partnerships and Companies and of Art. 25 section 1 of the Company's Articles of Association, convenes the Ordinary General Meeting of the Company on **14 June 2013 at 11:00**, which shall take place at the Company's head office in Tajęcina, address: 36-002 Jasionka, Tajęcina 113 in the Conference Hall on the 2nd floor.

Individuals eligible to participate in the Ordinary General Meeting are requested to register directly in front of the Hall, in the Management Office and collect voting cards prior to the commencement of proceedings of the Ordinary General Meeting. Registration of eligible participants of the Shareholders' Meeting will start at 10:30.

1. Opening the proceedings.
2. Election of the Chairperson of the Ordinary General Meeting.
3. Determination that the Ordinary General Meeting was properly convened and is capable of passing resolutions.
4. Adopting the resolution to adopt the agenda.
5. Adopting the resolution to waive secret voting when electing the Vote Counting Committee.
6. Adopting the resolution to elect the Vote Counting Committee.
7. Presentation by the Management Board:
 - 1) of the Management report on activities of OPTeam S.A. in the business year 2012,
 - 2) of the financial statement of OPTeam S.A. for the business year 2012.
8. Presentation of the Report of the Supervisory Board of OPTeam S.A. on the assessment of the financial statement of OPTeam S.A. for 2012 and the Management report on activities of OPTeam S.A. in the business year 2012.
9. Adopting resolutions regarding:
 - 1) considering and approving the Management report on activities of OPTeam S.A. in the business year 2012;
 - 2) considering and approving the financial statement of OPTeam S.A. for the business year 2012;
 - 3) distribution of profit for the business year 2012;
 - 4) adopting the OPTeam S.A. Supervisory Board Report for the business year 2012;
 - 5) acknowledging the fulfilment of duties by members of the Management Board of OPTeam S.A. in the business year 2012;
 - 6) acknowledging the fulfilment of duties by members of the Supervisory Board of OPTeam S.A. in the business year 2012;

- 7) increasing the authorised capital of OPTeam S.A. with pre-emptive rights waived and amending the Company's Articles of Association;
 - 8) changes in the composition of the Supervisory Board of OPTeam S.A.
10. Closing the proceedings of the Ordinary General Meeting of Shareholders of OPTeam S.A.

2. Procedure regarding participation in the General Meeting and exercising voting rights:

a) Shareholder's right to demand that certain matters be put on the agenda of the Ordinary General Meeting of OPTeam S.A. with its seat in Tajęcina.

The Shareholder(s) representing no less than 1/20 of the authorised capital is entitled to demand that certain matters be put on the agenda of the Ordinary General Meeting. The demand should be submitted to the Management Board of the Company no later than **21 days** prior to the date of the Ordinary General Meeting, i.e. by **23 May 2013**. The demand should include the statement of reasons or draft resolution regarding the proposed item on the agenda. The demand may be submitted in writing to the seat of the Company at: 36-002 Jasionka, Tajęcina 113 with a note "Ordinary General Meeting of OPTeam S.A. in Tajęcina – 14.06.2013" or electronically to the following Company email address: aresler@opteam.pl. The Shareholders should prove that they hold a sufficient number of shares as of the date of the demand, by enclosing with it a certificate issued by an authorised entity on the eligibility to participate in the General Meeting in order to identify them as an authorised Company Shareholder. In the case of Shareholders who are legal persons or partnerships, powers to act on behalf of the entity must also be confirmed by enclosing a valid copy of entry from an appropriate register.

b) the Shareholder's right to submit draft resolutions regarding matters on the agenda of the Ordinary General Meeting of OPTeam S.A. with its seat in Tajęcina or matters which are to be put on the agenda prior to the date of the Ordinary General Meeting.

The Shareholder(s) representing no less than 1/20 of the authorised capital is entitled prior to the date of the Ordinary General Meeting, to submit in writing to the Company's seat at: 36-002 Jasionka, Tajęcina 113, or using electronic communications to the email address: aresler@opteam.pl draft resolutions regarding matters entered onto the agenda of the Ordinary General Meeting or matters which are to be put on the agenda, with a note "Ordinary General Meeting of OPTeam S.A. in Tajęcina 14.06.2013". Like in item 2a, the Shareholder(s) should document their powers to exercise this right, by presenting appropriate documents in written form.

c) Shareholder's right to submit draft resolutions on matters on the agenda during the General Meeting.

Each Shareholder eligible to participate in the General Meeting of OPTeam S.A. with its seat in Tajęcina may in the course of its proceedings submit draft resolutions regarding matters on the agenda.

d) manner of exercising voting rights by proxy, including but not limited to using proxy-voting forms and manner of notifying the Company using electronic communications on appointing a proxy.

The Shareholder may participate in the Ordinary General Meeting and exercise voting rights in person or by proxy. The Company puts up on its website www.opteam.pl a proxy-voting form template. Authorisation to vote by proxy should be made in writing or in electronic form. Proxy authorisation in electronic form does not require a secure electronic signature verified through a valid qualified certificate.

The Company should be notified of proxy authorisation in electronic form via electronic communications, by way of a completed proxy authorisation form, sent by email to the address: aresler@opteam.pl. To verify the validity of electronic proxy authorisation, the Company reserves the right to verify the identity of the Shareholder and proxy.

In particular, this verification may involve a return email or contact by phone, aimed at confirming the data regarding the identity of the Shareholder and proxy and confirming whether a proxy was authorised and in what scope. Failure to answer the questions asked in the course of verification shall be treated as failure to verify the proxy authorisation and shall constitute grounds for refusing the proxy participation in the Ordinary General Meeting.

When registering in the Management Office of OPTeam S.A. prior to the Ordinary General Meeting, the Shareholders are obliged to present appropriate documents proving eligibility to participate in the General Meeting. Shareholders will be allowed to participate in the Ordinary General Meeting solely after they have furnished proof of identity, and in the case of proxies - proof of identity and valid proxy authorisation in writing. Representatives of legal persons or partnerships should also present valid copies of entries in appropriate registers, naming individuals authorised to represent those entities.

e) possibility and manner of participation in the General Meeting using electronic means of communication.

The Company's Articles of Association do not provide for an option to attend the General Meeting via electronic means of communication.

f) manner of speaking in the course of the General Meeting using electronic means of communication.

The Company's Articles of Association do not provide for an option to speak at the General Meeting via electronic means of communication.

g) manner of exercising voting rights via correspondence or using electronic means of communication.

The Rules of the General Meeting of OPTeam S.A. do not provide for an option to exercise voting rights via correspondence or using electronic means of communication.

3. Date for registering participation in the Ordinary General Meeting, referred to in Art. 406¹ of the code of commercial partnerships and companies.

The date for registering participation in the Ordinary General Meeting of OPTeam S.A. convened on 14 June 2013 is 29 May 2013.

4. Information on the right to attend the Ordinary General Meeting.

The Company Shareholder will be eligible to attend the Company's Ordinary General Meeting, if:

a) sixteen days prior to the date of the Ordinary General Meeting (registration date of participation in the General Meeting), i.e. **on 29 May 2013**, they were Shareholders of the Company, i.e. Company shares had been posted to their securities account;

b) in the period not earlier than the day of notice of the Ordinary General Meeting and not later than on the first working day after registering participation in the General Meeting (i.e. no later than by **29 May 2013**) they present to the securities depository a request to issue a personal certificate of entitlement to attend the Ordinary General Meeting of Shareholders. The Company determines the list of shareholders entitled to participate in the Ordinary General Meeting pursuant to the list provided by the National Depository for Securities (KDPW), drawn up on the basis of personal certificates of entitlement to attend the General Meeting issued by the securities depository.

Three days prior to the date of the Ordinary General Meeting, i.e. from 11.06.2013 to 13.06.2013, at the Company's seat: 36-002 Jasionka, Tajęcina 113 (1st floor, room no 108) from 9 a.m. to 3 p.m. the list of Shareholders entitled to attend the Ordinary General Meeting will be laid out for inspection. In that time, a Company Shareholder may request that the list of shareholders should be sent to them free of charge by email, providing the address to which the list should be sent.

c) Shareholders/proxies arriving at the Ordinary General Meeting should hold documents confirming their identity.

5. Indication where and how a person eligible to attend the General Meeting may obtain the full text of documentation to be presented to the General Meeting, as well as draft resolutions or, if no resolutions are anticipated, notes of the Management/Supervisory Board on the matters on the agenda of the General Meeting or matters which are to be put on the agenda prior to the date of the General Meeting.

The complete text of the documentation which is to be presented to the Ordinary General Meeting including draft resolutions will be published on the Company's website www.opteam.pl in the Investor Relations tab. The notes of the Management/Supervisory Board on the matters on the agenda of the General Meeting or matters which are to be put on the agenda prior to the date of the Ordinary General Meeting will be available on the Company's website, as soon as they are drawn up.

6. Identification of the internet address where information regarding the General Meeting will be published.

The Company will publish all the information regarding the Ordinary General Meeting on the Company's website at: www.opteam.pl in the Investor Relations tab.

Draft amendments to the Articles of Association of OPTeam S.A.

Amendment of Art. 8 section 1

Current wording of Art. 8 section 1:

“Art. 8 section 1. The Company’s authorised capital amounts to PLN 730,000 (seven hundred thirty thousand zlotys) and is divided into:

- 1) 5,000,000 (five million) series **A** bearer shares at nominal value of PLN 0.10 (ten grosz) each, numbered 1 through 5,000,000
- 2) 500,000 (five hundred thousand) series **B** bearer shares at nominal value of PLN 0.10 (ten grosz) each, numbered 1 through 500,000
- 3) 800,000 (eight hundred thousand) series **C** bearer shares at nominal value of PLN 0.10 (ten grosz) each, numbered 1 through 800,000
- 4) 1,000,000 (one million) series **D** bearer shares at nominal value of PLN 0.10 (ten grosz) each, numbered 1 through 1,000,000

Draft version of the new wording of Art. 8 section 1:

“Art. 8 section 1. The Company’s authorised capital amounts to no less than PLN 830,000 (eight hundred and thirty thousand zlotys) and no more than PLN 880,000 (eight hundred and eighty thousand zlotys) and is divided into:

- 1) 5,000,000 (five million) series **A** bearer shares at nominal value of PLN 0.10 (ten grosz) each, numbered 1 through 5,000,000
- 2) 500,000 (five hundred thousand) series **B** bearer shares at nominal value of PLN 0.10 (ten grosz) each, numbered 1 through 500,000
- 3) 800,000 (eight hundred thousand) series **C** bearer shares at nominal value of PLN 0.10 (ten grosz) each, numbered 1 through 800,000
- 4) 1,000,000 (one million) series **D** bearer shares at nominal value of PLN 0.10 (ten grosz) each, numbered 1 through 1,000,000
- 5) no less than 1,000,000 (one million) and no more than 1,500,000 (one million five hundred thousand) series **E** bearer shares at nominal value of PLN 0.10 (ten grosz) each, numbered 1 through no less than 1,000,000 and no more than 1,500,000.”

**Agenda and draft resolutions
for the Ordinary General Meeting of Shareholders of OPTeam S.A.
convened on 14 June 2013.**

The Management Board of OPTeam Spółka Akcyjna with its seat in Tajęcina entered into the Register of Entrepreneurs kept by the Regional Court in Rzeszów, 12th Commercial Division of the National Court Register at number KRS 0000160492, acting pursuant to the provisions of Art. 402¹ and 402² of the Code of Commercial Partnerships and Companies and of Art. 25 section 1 of the Company's Articles of Association, has convened the Ordinary General Meeting of the Company on **14 June 2013** at **11:00**, which shall take place at the Company's head office in Tajęcina, address: 36-002 Jasionka, Tajęcina 113 in the Conference Hall on the 2nd floor.

Agenda:

1. Opening the proceedings.
2. Election of the Chairperson of the Ordinary General Meeting.
3. Determination that the Ordinary General Meeting was properly convened and is capable of passing resolutions.
4. Adopting the resolution to adopt the agenda.
5. Adopting the resolution to waive secret voting when electing the Vote Counting Committee.
6. Adopting the resolution to elect the Vote Counting Committee.
7. Presentation by the Management Board:
 - 1) of the Management report on activities of OPTeam S.A. in the business year 2012,
 - 2) of the financial statement of OPTeam S.A. for the business year 2012.
8. Presentation of the Report of the Supervisory Board of OPTeam S.A. on the assessment of the financial statement of OPTeam S.A. for 2012 and the Management report on activities of OPTeam S.A. in the business year 2012.
9. Voting on resolutions regarding:
 - 1) considering and approving the Management report on activities of OPTeam S.A. in the business year 2012,
 - 2) considering and approving the financial statement of OPTeam S.A. for the business year 2012,
 - 3) distribution of profit for the business year 2012,
 - 4) adopting the OPTeam S.A. Supervisory Board Report for the business year 2012,
 - 5) acknowledging the fulfilment of duties by members of the Management Board of OPTeam S.A. in the business year 2012,
 - 6) acknowledging the fulfilment of duties by members of the Supervisory Board of OPTeam S.A. in the business year 2012,
 - 7) increasing the authorised capital of OPTeam S.A. with pre-emptive rights waived and amending the Company's Articles of Association,
 - 8) changes in the composition of the Supervisory Board of OPTeam S.A.
10. Closing the proceedings of the Ordinary General Meeting of Shareholders of OPTeam S.A.

Draft resolutions:

Re. item 2 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding election of the Chairperson of the Ordinary General Meeting.

Acting pursuant to Art. 409 § 1 of the Code of commercial partnerships and companies and § 3 section 1 of the Rules of the General Meeting, the Ordinary General Meeting of OPTeam S.A. with its seat in Tajęcina resolves as follows:

§ 1

The Ordinary General Meeting of OPTeam S.A. elects to be the Chairperson of the Ordinary General Meeting.

§ 2

The resolution shall be effective immediately.

The resolution was passed in secret voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes "in favour of" the resolution; "against": votes; "abstaining": votes.

Re. item 4 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding adopting the agenda of the Ordinary General Meeting.

Acting pursuant to Art. 409 § 2 of the Code of commercial partnerships and companies and § 7 section 1 of the Rules of the General Meeting of OPTeam S.A. with its seat in Tajęcina it is resolved as follows:

§1

The Ordinary General Meeting of OPTeam S.A. hereby adopts the following agenda:

11. Opening the proceedings.
12. Election of the Chairperson of the Ordinary General Meeting.

13. Determination that the Ordinary General Meeting was properly convened and is capable of passing resolutions.
14. Adopting the resolution to adopt the agenda.
15. Adopting the resolution to waive secret voting when electing the Vote Counting Committee.
16. Adopting the resolution to elect the Vote Counting Committee.
17. Presentation by the Management Board:
 - 3) of the Management report on activities of OPTeam S.A. in the business year 2012,
 - 4) of the financial statement of OPTeam S.A. for the business year 2012.
18. Presentation of the Report of the Supervisory Board of OPTeam S.A. on the assessment of the financial statement of OPTeam S.A. for 2012 and the Management report on activities of OPTeam S.A. in the business year 2012.
19. Adopting resolutions regarding:
 - 1) considering and approving the Management report on activities of OPTeam S.A. in the business year 2012,
 - 2) considering and approving the financial statement of OPTeam S.A. for the business year 2012,
 - 3) distribution of profit for the business year 2012,
 - 4) adopting the OPTeam S.A. Supervisory Board Report for the business year 2012,
 - 5) acknowledging the fulfilment of duties by members of the Management Board of OPTeam S.A. in the business year 2012,
 - 6) acknowledging the fulfilment of duties by members of the Supervisory Board of OPTeam S.A. in the business year 2012,
 - 7) increasing the authorised capital of OPTeam S.A. with pre-emptive rights waived and amending the Company's Articles of Association,
 - 8) changes in the composition of the Supervisory Board of OPTeam S.A.
20. Closing the proceedings of the Ordinary General Meeting of Shareholders of OPTeam S.A.

§2

The resolution shall be effective immediately.

The resolution was passed in open voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes "in favour of" the resolution; "against": votes; "abstaining": votes.

Re. item 5 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding waiving secret voting when electing the Vote Counting Committee.

Acting pursuant to Art. 420 § 3 of the Code of commercial partnerships and companies, the Ordinary General Meeting of OPTeam S. A. with its seat in Tajęcina resolves to:

§1

Waive secret voting when electing the members of the Vote Counting Committee of the Ordinary General Meeting of Shareholders of OPTeam S.A. with its seat in Tajęcina.

§2

The resolution shall be effective immediately.

The resolution was passed in open voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes “in favour of” the resolution; “against”: votes; “abstaining”: votes.

Re. item 6 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding election of the Vote Counting Committee.

Acting pursuant to § 4 section 1 of the Rules of the General Meeting, the Ordinary General Meeting of OPTeam S.A. with its seat in Tajęcina resolves to:

§1

Elect the vote counting committee comprising:

§2

The resolution shall be effective immediately.

The resolution was passed in open voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes “in favour of” the resolution; “against”: votes; “abstaining”: votes.

Re. item 9.1 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding considering and approving the Management report
on activities of OPTeam S.A. for the business year 2012

Acting pursuant to Art. 395 § 2 item 1 of the Code of commercial partnerships and companies and Art. 26 item 1 of the Company's Articles of Association, the Ordinary General Meeting of OPTeam Spółka Akcyjna with its seat in Tajęcina, following consideration, hereby approves the Management report on activities of OPTeam S.A. for the business year 2012.

§2

The resolution shall be effective immediately.

The resolution was passed in open voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes "in favour of" the resolution; "against": votes; "abstaining": votes.

Re. item 9.2 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding considering and approving the financial statement of OPTeam S.A.
for the business year 2012.

Acting pursuant to Art. 395 § 2 item 1 of the Code of commercial partnerships and companies and Art. 26 item 1 of the Company's Articles of Association, the Ordinary General Meeting of OPTeam Spółka Akcyjna with its seat in Tajęcina, following consideration, hereby resolves to approve the financial statement of OPTeam S.A. for the business year 2012, including:

- introduction to the financial statement;
- statement of financial position (balance sheet) drawn up as of 31.12.2012, which reports assets and liabilities amounting to PLN **63 698 674.73** (sixty three million six hundred ninety eight thousand six hundred and seventy four zlotys seventy three grosz);
- profit & loss statement reporting net profit amounting to PLN **2 095 046.13** (two million ninety five thousand forty six zlotys thirteen grosz);
- statement of comprehensive income reporting total comprehensive income amounting to PLN **2 095 046.13** (two million ninety five thousand forty six zlotys thirteen grosz);

- cash flow statement reporting an increase in cash in the course of the business year amounting to PLN **163 774.36** (one hundred sixty three thousand seven hundred and seventy four zlotys thirty six grosz);
- statement of changes in equity, reporting an increase of equity amounting to PLN **2 095 046.13** (two million ninety five thousand forty six zlotys thirteen grosz);
- notes to the financial statement.

§2

The resolution shall be effective immediately.

The resolution was passed in open voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes "in favour of" the resolution; "against": votes; "abstaining": votes.

Re. item 9.3 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding distribution of profit of OPTeam S.A. for the business year 2012.

Acting pursuant to Art. 395 § 2 item 2 of the Code of commercial partnerships and companies and Art. 26 section 3 of the Company's Articles of Association, the Ordinary General Meeting of OPTeam Spółka Akcyjna with its seat in Tajęcina hereby resolves to:

§1

Allocate the net profit for the business year from 01.01.2012 to 31.12.2012 amounting to PLN **2 095 046.13** (two million ninety five thousand forty six zlotys thirteen grosz) in the following manner:

§2

The resolution shall be effective immediately.

The resolution was passed in open voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes "in favour of" the resolution; "against": votes; "abstaining": votes.

Re. item 9.4 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding adopting the Supervisory Board Report on activities in the business year 2012.

Acting pursuant to Art. 382 § 3 of the Code of commercial partnerships and companies and Art. 16 section 2 of the Company's Articles of Association, as well as taking into account the contents of principle III.1. "Code of Best Practice for WSE Listed Companies 2010", the Ordinary General Meeting of OPTeam Spółka Akcyjna with its seat in Tajęcina hereby resolves to:

§1

Adopt the Report of the Supervisory Board of OPTeam S.A. on activities in the business year 2012 containing assessment of the Company's standing taking into account the internal controls and risk management system.

§2

The resolution shall be effective immediately.

The resolution was passed in open voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes "in favour of" the resolution; "against": votes; "abstaining": votes.

Re. item 9.5 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding acknowledging the fulfilment of duties by Mr. Andrzej Pelczar,
President of the Management Board in 2012.

Acting pursuant to Art. 395 § 2 item 3) of the Code of commercial partnerships and companies and Art. 26 item 2) of the Company's Articles of Association, the Ordinary General Meeting of OPTeam Spółka Akcyjna with its seat in Tajęcina resolves to:

§1

Acknowledge the fulfilment of duties by Mr. Andrzej Pelczar, President of the Management Board of OPTeam S.A. from 01.01.2012 to 31.12.2012.

§2

The resolution shall be effective immediately.

The resolution was passed in secret voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes "in favour of" the resolution; "against": votes; "abstaining": votes.

Re. item 9.5 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding acknowledging the fulfilment of duties by Mr. Bogdan Niziołek, Vice President of the Management Board of OPTeam S.A. in 2012.

Acting pursuant to Art. 395 § 2 item 3) of the Code of commercial partnerships and companies and Art. 26 item 2) of the Company's Articles of Association, the Ordinary General Meeting of OPTeam Spółka Akcyjna with its seat in Tajęcina resolves to:

§1

Acknowledge the fulfilment of duties by Mr. Bogdan Niziołek, Vice President of the Management Board of OPTeam S.A. from 01.01.2012 to 31.12.2012.

§2

The resolution shall be effective immediately.

The resolution was passed in secret voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes "in favour of" the resolution; "against": votes; "abstaining": votes.

Re. item 9.5 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding acknowledging the fulfilment of duties by Mr. Waław Szary, Vice President of the
Management Board of OPTeam S.A. in 2012.

Acting pursuant to Art. 395 § 2 item 3) of the Code of commercial partnerships and companies and Art. 26 item 2) of the Company's Articles of Association, the Ordinary General Meeting of OPTeam Spółka Akcyjna with its seat in Tajęcina resolves to:

§1

Acknowledge the fulfilment of duties by Mr. Waław Szary, Vice President of the Management Board of OPTeam S.A. from 01.01.2012 to 31.12.2012.

§2

The resolution shall be effective immediately.

The resolution was passed in secret voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes "in favour of" the resolution; "against": votes; "abstaining": votes.

Re. item 9.6 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding acknowledging the fulfilment of duties by Mr. Janusz Bober, Chairman of the Supervisory
Board of OPTeam S.A. in 2012.

Acting pursuant to Art. 395 § 2 item 3) of the Code of commercial partnerships and companies and Art. 26 item 2) of the Company's Articles of Association, the Ordinary General Meeting of OPTeam Spółka Akcyjna with its seat in Tajęcina resolves to:

§1

Acknowledge the fulfilment of duties by Mr. Janusz Bober, Chairman of the Supervisory Board of OPTeam S.A. from 01.01.2012 to 31.12.2012.

§2

The resolution shall be effective immediately.

The resolution was passed in secret voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes "in favour of" the resolution; "against": votes; "abstaining": votes.

Re. item 9.6 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding acknowledging the fulfilment of duties by Mr. Wiesław Zaniewicz, Vice Chairman of the Supervisory Board of OPTeam S.A. in 2012.

Acting pursuant to Art. 395 § 2 item 3) of the Code of commercial partnerships and companies and Art. 26 item 2) of the Company's Articles of Association, the Ordinary General Meeting of OPTeam Spółka Akcyjna with its seat in Tajęcina resolves to:

§1

Acknowledge the fulfilment of duties by Mr. Wiesław Zaniewicz, Vice Chairman of the Supervisory Board of OPTeam S.A. from 01.01.2012 to 31.12.2012.

§2

The resolution shall be effective immediately.

The resolution was passed in secret voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes "in favour of" the resolution; "against": votes; "abstaining": votes.

Re. item 9.6 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding acknowledging the fulfilment of duties by Mr. Janusz Gajdek, Secretary of the Supervisory Board of OPTeam S.A. in 2012.

Acting pursuant to Art. 395 § 2 item 3) of the Code of commercial partnerships and companies and Art. 26 item 2) of the Company's Articles of Association, the Ordinary General Meeting of OPTeam Spółka Akcyjna with its seat in Tajęcina resolves to:

§1

Acknowledge the fulfilment of duties by Mr. Janusz Gajdek, Secretary of the Supervisory Board of OPTeam S.A. from 01.01.2012 to 31.12.2012.

§2

The resolution shall be effective immediately.

The resolution was passed in secret voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes "in favour of" the resolution; "against": votes; "abstaining": votes.

Re. item 9.6 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding acknowledging the fulfilment of duties by Mr. Marcin Lewandowski, Member of the Supervisory Board of OPTeam S.A. in 2012.

Acting pursuant to Art. 395 § 2 item 3) of the Code of commercial partnerships and companies and Art. 26 item 2) of the Company's Articles of Association, the Ordinary General Meeting of OPTeam Spółka Akcyjna with its seat in Tajęcina resolves to:

§1

Acknowledge the fulfilment of duties by Mr. Marcin Lewandowski, Member of the Supervisory Board of OPTeam S.A. from 01.01.2012 to 31.12.2012.

§2

The resolution shall be effective immediately.

The resolution was passed in secret voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes "in favour of" the resolution; "against": votes; "abstaining": votes.

Re. item 9.6 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding acknowledging the fulfilment of duties by Mr. Adam Leda, Member of the Supervisory Board of OPTeam S.A. in 2012.

Acting pursuant to Art. 395 § 2 item 3) of the Code of commercial partnerships and companies and Art. 26 item 2) of the Company's Articles of Association, the Ordinary General Meeting of OPTeam Spółka Akcyjna with its seat in Tajęcina resolves to:

§1

Acknowledge the fulfilment of duties by Mr. Adam Leda, Member of the Supervisory Board of OPTeam S.A. from 01.01.2012 to 31.12.2012.

§2

The resolution shall be effective immediately.

The resolution was passed in secret voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes "in favour of" the resolution; "against": votes; "abstaining": votes.

Re. item 9.7 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding increasing the authorised capital of OPTeam S.A. and amending the Company's Articles of Association,

The Ordinary General Meeting of OPTeam S.A. with its seat in Tajęcina ("**Company**"), acting pursuant to Art. 310 in connection with Art. 431 and 433 § 2 of the Act of 15 September 2000, Code of commercial partnerships and companies ("**CCPC**") and Art. 26 item 5 of the Company's Articles of Association resolves to:

§ 1

1. Increase the Company's authorised capital by no less than PLN 100,000.00 (in words: one hundred thousand zlotys) and no more than PLN 150,000.00 (in words: one hundred fifty thousand zlotys), i.e. up to no less than PLN 830,000.00 (in words: eight hundred thirty thousand zlotys) and no more than PLN 880,000.00 (in words: eight hundred eighty thousand zlotys) through a private placement with the pre-emptive rights waived, by issuing no less than 1,000,000 (in words: one million) and no more than 1,500,000 (in words: one million five hundred thousand) of ordinary bearer series E shares, at nominal value of PLN 0.10 (in words: ten grosz) ("**Series E Shares**").
2. The final amount of authorised capital and the number of Series E Shares shall be determined by the Management Board pursuant to the provisions of Art. 310 of the CCPC.
3. Pre-emptive rights to taking up Series E Shares by the current shareholders shall be waived, having adopted the opinion of the Management Board justifying the waiver of pre-emptive rights pursuant to the provisions of Art. 433 § 2 of the CCPC. The opinion of the Management Board is enclosed with this Resolution.
4. The Management Board shall be authorised, with the consent of the Supervisory Board, to specify the issue price of Series E Shares, which can be no less than PLN 10 (in words: ten zlotys). The Management Board shall be authorised to select the investors to which the share offering will be addressed.
5. Series E Share Subscription Agreements will be concluded within 6 (in words: six) months of passing the resolution.
6. The Management Board shall be authorised to conclude an agreement with the National Depository for Securities (KDPW), regarding the registration and dematerialisation of Series E Shares.
7. The Management Board shall be authorised to undertake all actions, legal or actual, aimed at admitting and introducing Series E Shares to trading at the Warsaw Stock Exchange.
8. Series E Shares will qualify for dividend distribution starting with the distributable profit for the business year 2013, i.e. as of 1 January 2013.

§ 2

Following capital increase through the issue of Series E Shares, the Articles of Association of OPTeam S.A. shall be amended in such a way that Article 8 section 1 shall receive the following wording:

"1. The Company's authorised capital amounts to no less than PLN 830,000 (eight hundred and thirty thousand zlotys) and no more than PLN 880,000 (eight hundred and eighty thousand zlotys) and is divided into:

- 1) 5,000,000 (five million) series A bearer shares at nominal value of PLN 0.10 (ten grosz) each, numbered 1 through 5,000,000
- 2) 500,000 (five hundred thousand) series B bearer shares at nominal value of PLN 0.10 (ten grosz) each, numbered 1 through 500,000
- 3) 800,000 (eight hundred thousand) series C bearer shares at nominal value of PLN 0.10 (ten grosz) each, numbered 1 through 800,000
- 4) 1,000,000 (one million) series D bearer shares at nominal value of PLN 0.10 (ten grosz) each, numbered 1 through 1,000,000
- 5) no less than 1,000,000 (one million) and no more than 1,500,000 (one million five hundred thousand) series E bearer shares at nominal value of PLN 0.10 (ten grosz) each, numbered 1 through no less than 1,000,000 and no more than 1,500,000.”

§ 3

1. The Supervisory Board shall be authorised to determine the consolidated text of the Company’s Articles of Association to include the amendments resulting from the provisions of the present resolution.
2. The resolution shall be effective immediately.

**Opinion of the Management Board of OPTeam Spółka Akcyjna
regarding grounds for waiving all of pre-emptive rights
to series E shares and approach to determining the issue price of series E shares.**

The Management Board of OPTeam S.A. (“Company”) hereby submits its opinion regarding the grounds for waiving pre-emptive rights and identifying the approach to determining the issue price. OPTeam S.A. and Polish ePayment, in which the Company holds a 50% stake in the authorised capital, are developing dynamically. To accelerate growth, it is necessary to raise funds to realise new investments. The purpose of Series E Share Issue is to raise funds for such endeavours as: (i) boosting the Company’s growth through acquisitions; (ii) expanding the Company’s product range, especially in the education sector (iii) launching mobile and internet payments (iv) supporting the dynamic growth of Polish ePayment in which the Company holds a 50% stake in the authorised capital.

It is the opinion of the Management Board that increasing the authorised capital through a private placement will enable the Company to acquire the funds needed to fulfil the Series E Issue objectives in a shorter time, compared to a public offering with pre-emptive rights intact. Time is of the essence here, as quick results will enable the Company to undertake new challenges and boost growth, which is particularly vital in the IT sector and best meets the Company’s interests and needs. The Management Board believes that speedy execution of the investment is in the best interest of the current shareholders, as it should bring about a significant increase in Company value. Bearing the above in mind, there are legitimate grounds for waiving all pre-emptive rights of the shareholders with regard to the Series E Share Issue, which will additionally enable the Company to attract new long-term investors. Series E Shares will be offered in a private placement to investors selected by the Management Board.

To be able to adjust the issue price of Series E Shares flexibly to the current market conditions and the Company's circumstances, the issue price of Series E Shares will be determined by the Management Board with the Supervisory Board's consent. Granting rights to the Management Board and Supervisory Board to determine the issue price of Series E Shares is justified in light of the necessity to adjust the issue price to the demand for the offered Series E Shares and to the situation in financial markets.

Taking into account the above circumstances, the Management Board recommends to the General Meeting of OPTeam S.A. to vote in favour of the resolution regarding increasing the authorised capital with pre-emptive rights of current shareholders waived.

Management Board of OPTeam S.A.

The resolution was passed in open voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes "in favour of" the resolution; "against": votes; "abstaining": votes.

Re. item 9.8 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding dismissing from the Supervisory Board

Acting pursuant to Art. 385 § 1 of the Code of commercial partnerships and companies and Art. 26 item 4) of the Company's Articles of Association, the Ordinary General Meeting of OPTeam Spółka Akcyjna with its seat in Tajęcina resolves to:

§1

Dismiss from the Supervisory Board of OPTeam S.A.

§2

The resolution shall be effective immediately.

The resolution was passed in secret voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes "in favour of" the resolution; "against": votes; "abstaining": votes.

Re. item 9.8 on the agenda.

**Resolution no/2013
of the Ordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 14 June 2013**

regarding appointing to the Supervisory Board

Acting pursuant to Art. 385 § 1 of the Code of commercial partnerships and companies and Art. 26 item 4) of the Company's Articles of Association, the Ordinary General Meeting of OPTeam Spółka Akcyjna with its seat in Tajęcina resolves to:

§1

Appoint to the Supervisory Board of OPTeam S.A.

§2

The resolution shall be effective immediately.

The resolution was passed in secret voting.

Voting results:

Valid votes were cast for shares, constituting% of authorised capital. The total number of valid votes was, including votes "in favour of" the resolution; "against": votes; "abstaining": votes.