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Legal basis: 38 section 1 item 7 of the Ordinance of the Minister of Finance of 19 February 2009 on current and interim information submitted by 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 S.A. encloses herewith the content of resolutions passed by the Extraordinary General Meeting of OPTeam S.A. on 26 November 2013.

**RESOLUTIONS PASSED BY
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
of OPTeam S.A. with its seat in Tajęcina
on 26 November 2013.**

**Resolution no 1/2013
of the Extraordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 26 November 2013**

regarding election of the Chairperson of the Extraordinary 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 Extraordinary General Meeting of OPTeam S.A. with its seat in Tajęcina resolves as follows:

§ 1

The Extraordinary General Meeting of OPTeam S.A. elects Mr. Janusz Bober to be the Chairman of the Extraordinary General Meeting.

§ 2

The resolution shall be effective immediately.

The resolution was passed in secret voting.

Voting results:

Valid votes were cast for 5,198,207 shares, constituting 71.20% of authorised capital. The total number of valid votes was 5,198,207, including 5,198,207 votes “for” the resolution; 0 votes “against”; 0 votes “abstained”.

**Resolution no 2/2013
of the Extraordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 26 November 2013**

regarding adopting the Agenda of the Extraordinary 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 Extraordinary General Meeting of OPTeam S.A. hereby adopts the following Agenda:

1. Opening the proceedings.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Determination whether the Extraordinary 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. Adopting the resolution to repeal Resolution no 17/2013 of the Ordinary General Meeting of Shareholders of 14 June 2013 regarding increasing the authorised capital of OPTeam S.A. and amending the Company's Articles of Association.
8. Adopting the resolution regarding amendments to the Company's Articles of Association and authorising the Management Board to increase the authorised capital within the statutory limit with pre-emptive rights of current shareholders waived.
9. Adopting the resolution regarding amendments to the Company's Articles of Association with regard to the scope of activities.
10. Closing the proceedings of the Extraordinary 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 6,570,730 shares, constituting 90.01% of authorised capital. The total number of valid votes was 6,570,730, including 6,570,730 votes "for" the resolution; 0 votes "against"; 0 votes "abstained".

**Resolution no 3/2013
of the Extraordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 26 November 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 Extraordinary 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 Extraordinary 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 6,570,730 shares, constituting 90.01% of authorised capital. The total number of valid votes was 6,570,730, including 6,570,730 votes "for" the resolution; 0 votes "against"; 0 votes "abstained".

**Resolution no 4/2013
of the Extraordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 26 November 2013**

regarding election of the Vote Counting Committee.

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

§1

Elect the Vote Counting Committee comprising: Agnieszka Broniek and Artur Resler.

§2

The resolution shall be effective immediately.

The resolution was passed in open voting.

Voting results:

Valid votes were cast for 6,570,730 shares, constituting 90.01% of authorised capital. The total number of valid votes was 6,570,730, including 6,570,730 votes “for” the resolution; 0 votes “against”; 0 votes “abstained”.

**Resolution no 5/2013
of the Extraordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 26 November 2013**

regarding repealing Resolution no 17/2013 of the Ordinary General Meeting of Shareholders
of 14 June 2013 regarding increasing the authorised capital of OPTeam S.A. and amending
the Company’s Articles of Association.

§ 1

The Extraordinary General Meeting of OPTeam S.A. with its seat in Tajęcina (“Company”), hereby resolves to repeal Resolution no 17/2013 of the Ordinary General Meeting of Shareholders of 14 June 2013 regarding increasing the authorised capital of OPTeam S.A. in Tajęcina and amending the Company’s Articles of Association.

§2

The resolution shall be effective immediately.

The resolution was passed in open voting.

Voting results:

Valid votes were cast for 6,570,730 shares, constituting 90.01% of authorised capital. The total number of valid votes was 6,570,730, including 6,570,730 votes “for” the resolution; 0 votes “against”; 0 votes “abstained”.

**Resolution no 6/2013
of the Extraordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 26 November 2013**

regarding amendments to the Company’s Articles of Association and authorising the Management Board to increase the authorised capital within the statutory limit with pre-emptive rights of current shareholders waived.

The Extraordinary General Meeting of OPTeam S.A. with its seat in Tajęcina (“Company”), acting pursuant to Art. 444 in connection with Art. 430 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. Following Article 8 of the Company’s Articles of Association, Article 8¹ shall be added with the following wording:

“Article 8¹

1. The Management Board shall be authorised to increase the Company’s authorised capital within the statutory limit up to 31 October 2016 by way of one or several increases of the authorised capital.
 2. The statutory capital limit amounts to PLN 150,000 (in words: one hundred and fifty thousand zlotys).
 3. The Management Board may issue shares in return for contributions in cash and in kind.
 4. The resolutions of the Management Board regarding setting the issue price and issuing shares for in-kind contributions must be approved by the Company’s Supervisory Board in writing, or shall otherwise be null and void.
 5. Waiving pre-emptive rights in full or in part regarding each of the authorised capital increases within the statutory limit shall lie within the competence of the Management Board and shall be approved by the Company’s Supervisory Board in writing, or shall otherwise be null and void.”
2. Waiving the pre-emptive rights of current shareholders, as referred to above, is in the Company’s interest. The written opinion of the Management Board is adopted stating the reasons for the waiver of pre-emptive rights to the shares issued within the statutory capital limit and the method for determining the issue price of those shares, which opinion is enclosed herewith.

§ 2

Statement of reasons

The amendment of the Company’s Articles of Association by adding Article 8’, whereunder the Company’s Management Board shall be authorised to issue the Company’s authorised capital within the statutory limit is justified by the Company’s interests and its business strategy. It will enable the Company to implement the fundamental elements of its strategy, including but not limited to public offerings and private placements. Moreover, vesting the powers to increase the Company’s authorised capital up to the statutory limit with the Management Board will enable the Company to respond to market dynamics in a fast and flexible manner.

§ 3

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.

§4

The resolution shall be effective immediately.
The resolution was passed in open voting.

**Opinion of the Management Board of OPTeam Spółka Akcyjna
regarding the statement of reasons for waiving pre-emptive rights to the shares issued within the
statutory capital limit and the method
for determining the share issue price.**

The Management Board of OPTeam S.A. in Tajęcina ("Company") acting pursuant to Art. 433 § 2 in connection with Art. 447 of the Code of Commercial Partnerships and Companies hereby submits its opinion on the proposed option of increasing authorised capital within the statutory limit and waiving pre-emptive rights of current shareholders with the written consent of the Supervisory Board with regard to the shares issued within the statutory limit and the method for determining the share issue price.

The Company's Management Board believes that waiving the pre-emptive rights of current shareholders to the shares issued within the statutory limit is in the Company's interest by being in line with the strategy aimed at enabling the Company to acquire new investors and new financial resources in order to boost the Company's growth through expanding its product range and promoting the dynamic development of Polish ePayment in Rzeszów, in which OPTeam S.A. in Tajęcina holds a 50% share in authorised capital.

The shares may be offered through private placement, as well as via public offering. The ability to choose the more advantageous solution for the Company under the given circumstances is beneficial to the Company and desirable in light of its interests.

The ability to respond fast to the dynamics that emerge in the financial markets that is provided to the Company by the option of shares issues within a statutory capital limit excluding pre-emptive rights is crucial, as it will enable the Company to undertake new challenges and boost growth dynamics, which is particularly important in IT and best meets the Company's interests and needs. According to the Management Board, quick response to the market situation 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 shares issued within the statutory limit, which will additionally enable the Company to attract new long-term investors.

To be able to adjust the issue price of the shares issued within the statutory limit flexibly to the current market conditions and the Company's circumstances, the issue price of those shares will be determined each time by the Management Board subject to the Supervisory Board's written consent. Taking into account the potential of projects launched with the use of funds raised via authorised capital increase (incl. the Polish ePayment in Rzeszów project), it is assumed that the issue price of the Company's shares shall be no lower than PLN 9.50 (in words: nine zlotys fifty grosz) per share.

The Company's Management Board recommends that the General Meeting of OPTeam S.A. in Tajęcina approve the vesting of powers with the Management and Supervisory Board to determine the issue price of the shares issued within the statutory limit. This is because the issue price must be adjusted to the demand for said shares and the situation in the financial markets. Taking into account the circumstances presented above, the Management Board recommends that the General Meeting of OPTeam S.A. in Tajęcina vote in favour of the resolution regarding amendments to the Company's Articles of Association and authorising the Management Board to increase the authorised capital within the statutory limit with pre-emptive rights of current shareholders waived.

Voting results:

Valid votes were cast for 6,570,730 shares, constituting 90.01% of authorised capital. The total number of valid votes was 6,570,730, including 6,570,730 votes "for" the resolution; 0 votes "against"; 0 votes "abstained".

**Resolution no 7/2013
of the Extraordinary General Meeting of Shareholders
of OPTeam Spółka Akcyjna with its seat in Tajęcina
of 26 November 2013**

regarding amendments to the Company's Articles of Association.

The Extraordinary General Meeting of OPTeam S.A. with its seat in Tajęcina ("Company"), acting pursuant to Art. 430 § 1 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 as follows:

§ 1

The Company's Articles of Association are hereby amended so that Article 7 of the Company's Articles of Association in its current wording:

"Article 7

The Company's scope of business includes:

- 1) Activities related to software,
- 2) Advisory services related to information technology,
- 3) Activities related to managing IT equipment,
- 4) Other services related to information and computer technologies,
- 5) Data processing; management of Internet sites (hosting) and similar activities,
- 6) Web portals,
- 7) Wholesale of computers, peripheral devices and software,
- 8) Wholesale of electronic and telecommunications equipment and components,
- 9) Wholesale of other office machinery and devices,
- 10) Non-specialised wholesale trade,
- 11) Retail sale of computers, peripheral devices and software in specialised stores,
- 12) Retail sale of other new products in specialised stores,
- 13) Retail sale via mail order houses or via Internet,
- 14) Other education, not elsewhere classified,
- 15) Repair and maintenance of machinery,
- 16) Repair and maintenance of electronic and optical equipment,
- 17) Repair and maintenance of electrical equipment,
- 18) Repair and maintenance of other equipment,
- 19) Installation of industrial machinery and equipment,

- 20) Electrical installation,
- 21) Plumbing, heat, gas and air-conditioning installation,
- 22) Other construction installation,
- 23) Repair and maintenance of computers and peripheral devices,
- 24) Repair and maintenance of (tele)communications equipment,
- 25) Reproduction of recorded media,
- 26) Manufacture of computers and peripheral equipment,
- 27) Wired telecommunications activities,
- 28) Wireless telecommunications activities, excluding satellite telecommunications,
- 29) Satellite telecommunications activities,
- 30) Other telecommunications activities,
- 31) Financial leasing,
- 32) Renting and operating of own or leased real estate,
- 33) Other business and management consultancy services,
- 34) Engineering activities and related technical consultancy,
- 35) Other technical testing and analysis,
- 36) Other research and experimental development on natural sciences and engineering,
- 37) Renting and leasing of office machinery and equipment, including computers,
- 38) Activities of call centres.”

shall be replaced with a new one with the following wording:

“Article 7

The Company’s scope of business includes:

- 1) Activities related to software,
- 2) Advisory services related to information technology,
- 3) Activities related to managing IT equipment,
- 4) Other services related to information and computer technologies,
- 5) Data processing; management of Internet sites (hosting) and similar activities,
- 6) Web portals,
- 7) Wholesale of computers, peripheral devices and software,
- 8) Wholesale of electronic and telecommunications equipment and components,
- 9) Wholesale of other office machinery and devices,
- 10) Non-specialised wholesale trade,
- 11) Retail sale of computers, peripheral devices and software in specialised stores,
- 12) Retail sale of other new products in specialised stores,
- 13) Retail sale via mail order houses or via Internet,
- 14) Other education, not elsewhere classified,
- 15) Repair and maintenance of machinery,
- 16) Repair and maintenance of electronic and optical equipment,
- 17) Repair and maintenance of electrical equipment,
- 18) Repair and maintenance of other equipment,
- 19) Installation of industrial machinery and equipment,
- 20) Electrical installation,
- 21) Plumbing, heat, gas and air-conditioning installation,
- 22) Other construction installation,
- 23) Repair and maintenance of computers and peripheral devices,
- 24) Repair and maintenance of (tele)communications equipment,
- 25) Reproduction of recorded media,
- 26) Manufacture of computers and peripheral equipment,

- 27) Wired telecommunications activities,
- 28) Wireless telecommunications activities, excluding satellite telecommunications,
- 29) Satellite telecommunications activities,
- 30) Other telecommunications activities,
- 31) Financial leasing,
- 32) Renting and operating of own or leased real estate,
- 33) Other business and management consultancy services,
- 34) Engineering activities and related technical consultancy,
- 35) Other technical testing and analysis,
- 36) Other research and experimental development on natural sciences and engineering,
- 37) Renting and leasing of office machinery and equipment, including computers,
- 38) Activities of call centres,
- 39) Accounting and bookkeeping; tax consultancy,
- 40) Other business and management consultancy services,
- 41) Other human resources provision,
- 42) Photocopying, document preparation and other specialised office support activities,
- 43) Archives activities.”

§ 2

The Company’s 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.

§3

The resolution shall be effective immediately.
The resolution was passed in recorded voting.

Voting results:

Valid votes were cast for 6,570,730 shares, constituting 90.01% of authorised capital. The total number of valid votes was 6,570,730. The shareholders present at the Extraordinary General Meeting of Shareholders voted as follows:

- 1) Janusz Bober – holder of record of 1,372,523 shares in OPTeam S.A. cast 1,372,523 votes “for” the resolution,
- 2) Andrzej Pelczar – holder of record of 1,372,523 shares in OPTeam S.A. cast 1,372,523 votes “for” the resolution,
- 3) Waław Irzeński – holder of record of 1,372,523 shares in OPTeam S.A. cast 1,372,523 votes “for” the resolution, on behalf of the Shareholder Waław Irzeński votes were cast by his attorney Marcin Szetela,
- 4) Ryszard Woźniak – holder of record of 1,378,512 shares in OPTeam S.A. cast 1,378,512 votes “for” the resolution,
- 5) Waław Szary – holder of record of 404,795 shares in OPTeam S.A. cast 404,795 votes “for” the resolution,
- 6) IDM Capital S.A. – holder of record of 669,854 shares in OPTeam S.A. cast 669,854 votes “for” the resolution, on behalf of the Shareholder IDM Capital S.A. the votes were cast by their attorney Ryszard Woźniak,

None of the authorised Shareholders voted against the resolution, nor did anyone abstain.