



QIB Certification Form

Client: Prokom Software S.A.

DR number: 675425219

Administrator: Slawomir Soltowski
--

Region: EEMEA

DR Type: 144A

DR Description: PROKOM SOFTWARE S.A. - 144A
--

CUSIP: 743394108

ISIN: US7433941082

Underlying ISIN: PLPROKM00013

SCHEDULE 4

PART B

Certificate and Agreement of Persons receiving
Deposited Property corresponding to Rule 144A GDRs upon withdrawal pursuant
to Condition 1 of the GDRs and Clause 3(E) of the Deposit Agreement

Date []

The Bank of New York, as Depositary
101 Barclay Street
New York
New York 10286

Dear Sirs

PROKOM SOFTWARE S.A.

Reference is hereby made to the Deposit Agreement dated 5 December 1997 (the "Deposit Agreement"), between Prokom Software S.A. (the "Company") and The Bank of New York, as Depositary, with respect to Rule 144A Global Depositary Receipts ("Rule 144A GDRs") issued thereunder. Capitalised terms used but not defined herein shall have the meanings given to them in the Deposit Agreement.

1. We are surrendering a Rule 144A or Rule 144A GDRs in accordance with the terms of the Deposit Agreement for the purpose of withdrawal of the Deposited Property corresponding to such Rule 144A GDRs (the "Shares") pursuant to Condition 1 and Clause 3(E) of the Deposit Agreement.
2. We acknowledge (or if we are acting for the account of another person, such person has confirmed that it acknowledges) that the Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Act").
3. We certify (or if we are acting for the account of another person, such person has confirmed that it certifies) that either:
 - (a) we are (or it is) a qualified institutional buyer (as defined in Rule 144A under the Act) ("QIB") acting for our own account or for the account of one or more qualified institutional buyers, and either;

- 1
- (i) we have (or it has) sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred, the Rule 144A GDRs or the Shares in accordance with Regulation S under the Act and we are (or it is), or prior to such sale we were (or it was), the beneficial owner of the Rule 144A GDRs; or
 - (ii) we have (or it has) sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred and at or prior to the time of withdrawal will have sold or otherwise transferred, the Rule 144A GDRs or the Shares to another ("QIB") in accordance with Rule 144A under the Act and we are (or it is), or prior to such sale we were (or it was), the beneficial owner of the Rule 144A GDRs; or
 - (iii) we (or it) will be beneficial owner of the Shares upon withdrawal, and, accordingly, we agree (or if we are acting for the account of one or more QIBs, each such QIB has confirmed to us that it agrees) that (x) we (or it) will not offer, sell, pledge or otherwise transfer the Shares except (A) to a person whom we (or anyone acting on our behalf) reasonably believe (or it and anyone acting on its behalf reasonably believes) is a QIB within the meaning of Rule 144A under the Act purchasing for its own account or for the account of a QIB in a transaction meeting the requirements of such Rule 144A, (B) pursuant to and in accordance with Regulation S under the Act, or (C) pursuant to an exemption from registration by Rule 144 under the Act (if available), in each case in accordance with any applicable securities laws of any state of the United States, and (y) we (or it) will not deposit or cause to be deposited such Shares into any unrestricted depositary receipt facility established or maintained by a depositary bank (including any such facility maintained by the Depositary), other than a Rule 144A restricted depositary receipt facility, unless and until such time as such Shares are no longer "restricted securities" within the meaning of Rule 144(a)(3) under the Act.

OR

- osit
as
ued
a in
the
ling
the
has
ider
ned
the
fied
- (b) we are located outside the United States (within the meaning of Regulation S under the Act); we acquired, or have agreed to acquire and at or prior to the time of the withdrawal will have acquired, the Rule 144A GDRs or the Shares outside the United States (within the meaning of Regulation S under the Act); and we are, or upon

acquisition thereof will be, the beneficial owner of the Rule 144A GDRs or the Shares.

4. If we are a broker-dealer, we further certify that we are acting for the account of our customer and that our customer has confirmed the accuracy of the representations contained in paragraph 3 hereof that are applicable to it (including the representations with respect to beneficial ownership) and, if paragraph 3(a)(iii) is applicable to our customer, has confirmed that it will comply with the agreements set forth in paragraph 3(a)(iii).

5. We acknowledge, represent and warrant (or if we are acting for the account of another person, such person acknowledges, represents and warrants) that the person withdrawing the Shares is not located in Poland, is not a resident of Poland and is not purchasing for the account or benefit of a resident of Poland and acknowledge (or if we are acting for the account of another person such persons acknowledges) that the GDRs and the Shares evidenced thereby may not be offered, sold or otherwise transferred to any person located in Poland, to a resident of Poland or to a third party for the account or benefit of a resident of Poland. In addition, we acknowledge, represent and warrant (or if we are acting for the account of another persons, such person acknowledges, represents and warrants) that the withdrawal is not being made in connection with a transaction which is prohibited under Article 119b of the Law dated March 21, 1991, on Public Trading in Securities and Trust Funds, as amended, under the laws of Poland which prohibits any artifice or manipulation (either alone or in collusion with other persons) that causes an increase or decrease in the price of securities.

Very truly yours,

[NAME OF CERTIFYING ENTITY]

[By:

SCHEDULE 4

PART A

Certificate and Agreement of Acquirors of Rule 144A GDRs
upon Deposit of Shares in the Rule 144A Facility
pursuant to Condition 1 of the GDRs and Clause 3(C) of the Deposit Agreement

Date []

The Bank of New York, as Depositary
101 Barclay Street
New York
New York 10286

Dear Sirs

PROKOM SOFTWARE S.A.

Reference is hereby made to the Deposit Agreement dated 5 December 1997 (the "Deposit Agreement"), between Prokom Software S.A. (the "Company") and The Bank of New York, as Depositary, with respect to Rule 144A Global Depositary Receipts ("Rule 144A GDRs") issued thereunder. Capitalised terms used but not defined herein shall have the meanings given to them in the Deposit Agreement.

1. This certification and agreement is furnished in connection with the deposit of Shares in the Rule 144A Facility under the Deposit Agreement and issuance of Rule 144A GDRs pursuant to Condition 1 and Clause 3(C) of the Deposit Agreement.
2. We acknowledge (or if we are acting for the account of another person, such person has confirmed to us that it acknowledges) that the Rule 144A GDRs and the Rule 144A Shares corresponding thereto have not been and will not be registered under the United States Securities Act 1933, as amended (the "Act").
3. We certify (or if we are acting for the account of another person, such person has confirmed that it certifies) that either:
 - (a) We are (or it is) a qualified institutional buyer (as defined in Rule 144A under the Act) ("QIB") and, at the time of issuance of the rule 144A GDRs referred to above, we (or one or more qualified institutional buyers for whose account we are acting) will be the beneficial owner of such Rule 144A GDRs.

OR

(b) We are (or it is) a broker-dealer acting for the account of our customer, our customer has confirmed to us that it is a QIB and either (i) at the time of issuance the Rule 144A GDRs referred to above, it will be the beneficial owner of such Rule 144A GDRs, or (ii) it is acting for the account of a QIB that, at the time of issuance of the Rule 144A GDRs referred to above, will be the beneficial owner of such Rule 144A GDRs.

4. We agree (or if we are acting for the account of another person, such person has confirmed to us that it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer the Rule 144A GDRs or the Shares corresponding thereto except (a) to a person whom we (and anyone acting on our behalf) reasonably believe (or it and anyone acting on its behalf reasonably believe) is a QIB purchasing for its own account or for the account of a QIB in a transaction meeting the requirements of such Rule 144A, (b) in an offshore transaction in accordance with Regulation S under the Securities Act, or (c) pursuant to an exemption from registration provided by Rule 144 under the Securities Act (if available), in each case in accordance with any applicable securities laws of any state of the United States.
5. Notwithstanding anything to the contrary in the foregoing, the Shares may not be deposited into any unrestricted deposit facility in respect of Shares of Prokom Software S.A. established or maintained by a depository bank (including any such facility maintained by a depository (as defined in the Deposit Agreement) other than a Rule 144A restricted depository receipt facility) unless and until such shares are no longer "restricted securities" within the meaning of Rule 144(a)(3) of the Securities Act.

We confirm (or if we are acting for the account of another person, such person has confirmed to us that it confirms) that the person making the deposit of Shares is duly authorized to do so and is not a domestic person within the meaning of the Foreign Exchange Law of December 2, 1994 (Journal on Laws No. 136, Item 703) (as such law may be amended from time to time) under the laws of Poland.

We acknowledge, represent and warrant (or if we are acting for the account of another person, such person acknowledges, represents and warrants) that the person depositing the Shares is not located in Poland, is not a resident of Poland and is not purchasing for the account or benefit of a resident of Poland and acknowledge (or if we are acting for the account of another person such persons acknowledges) that the GDRs and the Shares evidenced thereby may not be offered, sold or otherwise transferred to any person located in Poland, to a resident of Poland or to a third party for the account or benefit of a resident of Poland. In addition, we acknowledge, represent and warrant (or if we are

acting for the account of another person, such person acknowledges, represents and warrants) that the deposit is not being made in connection with a transaction which is prohibited under Article 119b of the Law dated March 21, 1991, on Public Trading in Securities and Trust Funds, as amended, under the laws of Poland which prohibits any artifice or manipulation (either alone or in collusion with other persons) that causes an increase or decrease in the price of securities).

Very truly yours,

[NAME OF CERTIFYING ENTITY]

[By:

Title:]