

Draft Resolutions

of the Extraordinary General Meeting of Shareholders

RESOLUTION No. 1

**of the Extraordinary General Meeting of Shareholders
of Asseco Poland S.A.**

on election of Chairman of the General Meeting

The Extraordinary General Meeting of Shareholders hereby elects Mr./Mrs.
as Chairman of the General Meeting.

RESOLUTION No. 2

**of the Extraordinary General Meeting of Shareholders
of Asseco Poland S.A.**

on election of the Returning Committee

The Extraordinary General Meeting of Shareholders hereby elects the Returning
Committee in the following composition:

- – Chairman of the Returning Committee,
- – Member of the Returning Committee,
- – Member of the Returning Committee.

RESOLUTION No. 3

**of the Extraordinary General Meeting of Shareholders
of Asseco Poland S.A.**

on adoption of the agenda for the Extraordinary General Meeting of Shareholders

The Extraordinary General Meeting of Shareholders hereby adopts the following agenda:

1. Opening of the General Meeting and election of the Chairman.
2. Determining whether the General Meeting was properly convened and whether it is able to pass resolutions, and election of the Returning Committee.
3. Adoption of the agenda for the General Meeting.
4. Adoption of a resolution on the merger of Asseco Poland S.A. with PRZEDSIĘBIORSTWO INNOWACYJNO-WDROŻENIOWE "POSTINFO" Sp. z o.o.
5. Adoption of a resolution on determining the remuneration payable to Members of the Audit Committee of the Supervisory Board of Asseco Poland S.A.
6. Closure of the General Meeting.

RESOLUTION No. 4
of the Extraordinary General Meeting of Shareholders
of Asseco Poland S.A.

on the merger of Asseco Poland S.A. with PRZEDSIĘBIORSTWO
INNOWACYJNO-WDROŻENIOWE "POSTINFO" Sp. z o.o.

The Extraordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, entered in the Register of Entrepreneurs maintained by the District Court in Rzeszów, XII Commercial Department of the National Court Register, under the number KRS 0000033391 (hereinafter "Asseco Poland"), resolves as follows:

§ 1

1. Acting on the basis of art. 506 of the Commercial Companies Code (hereinafter the "CCC"), the Extraordinary General Meeting adopts the merger of Asseco Poland S.A. acting as the Taking-over Company with PRZEDSIĘBIORSTWO INNOWACYJNO-WDROŻENIOWE "POSTINFO" Sp. z o.o. with registered office at 13 Branickiego St., 02-972 Warsaw, entered in the Register of Entrepreneurs maintained by the District Court of the Capital City of Warsaw in Warsaw, XIII Commercial Department of the National Court Register, under the number KRS 0000037018, VAT No. 5260251902 (hereinafter "Postinfo" or the "Acquired Company") to be conducted pursuant to art. 492 § 1 item 1 of the CCC, this is by transferring all the assets of Postinfo to Asseco Poland without a share capital increase (hereinafter the "Merger").
2. In accordance with art. 506 § 4 of the CCC, the Extraordinary General Meeting approves the Plan of Merger of Asseco Poland with Postinfo as agreed upon between the Companies in writing on 15 October 2013 and announced on the websites of the merging Companies, pursuant to art. 500 § 21 of the CCC, which constitutes Appendix No. 1 to this Resolution.

§ 2

Due to the fact that Asseco Poland is the sole shareholder in Postinfo, who holds all of its 50 shares with a par value of PLN 1,000 (one thousand zlotys) each, representing 100% of the share capital of Postinfo, the Merger shall be conducted according to art. 515 § 1 and art. 516 § 6 of the CCC, this is without increasing the share capital of Postinfo as well as without an exchange of shares in Postinfo being the Acquired Company for shares in Asseco Poland acting as the Taking-over Company.

§ 3

The Management Board of Asseco Poland is hereby authorized to take all the necessary actions in order to execute this Resolution.

§ 4

This Resolution shall come into force upon its adoption.

RESOLUTION No. 5
of the Extraordinary General Meeting of Shareholders
of Asseco Poland S.A.

on determining the remuneration payable to Members of the Audit Committee
of the Supervisory Board of Asseco Poland S.A.

§1

Acting on the basis of §12 sect. 4 item (10) of the Articles of Association of Asseco Poland S.A. ("Asseco"), the Extraordinary General Meeting of Shareholders hereby resolves that each Member of the Supervisory Board of Asseco who also serves as Member of the Audit Committee of the Supervisory Board of Asseco shall receive an additional remuneration in the gross amount of PLN 2,500 (two thousand and five hundred zlotys).

§2

This Resolution shall come into force upon its adoption and take legal effect from 1 December 2013.