

Draft Resolutions for the General Meeting of Shareholders
of Asseco Poland S.A. on April 26, 2019

RESOLUTION No. 1

of the General Meeting of Shareholders
of Asseco Poland S.A. on April 26, 2019

on: election of Chairman of the General Meeting

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company), acting on the basis of art.409§1 of the Commercial Companies Code and §2 item 2 of the Bylaws of the Company's General Meeting of Shareholders, hereby elects Mr/Mrs..... as the Chairman of the General Meeting.

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RESOLUTION No. 2

of the General Meeting of Shareholders
of Asseco Poland S.A. on April 26, 2019

on: election of the Returning Committee

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company), acting on the basis of §8 item 1 of the Bylaws of the Company's General Meeting of Shareholders, hereby elects the Returning Committee in the following composition:

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

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RESOLUTION No. 3

of the General Meeting of Shareholders
of Asseco Poland S.A. on April 26, 2019

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

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company), acting on the basis of §9 item 6 of the Bylaws of the Company's 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 adopt resolutions, and election of the Returning Committee.

3. Adoption of the agenda for the General Meeting.
4. Consideration of the report on operations of Asseco Poland S.A. and the Asseco Capital Group in the financial year 2018.
5. Consideration of the financial statements of Asseco Poland S.A. and the Asseco Capital Group for the financial year 2018.
6. Getting familiar with the certified auditor's opinion and report from their audit of the financial statements of Asseco Poland S.A. and the Asseco Capital Group for the financial year 2018.
7. Getting familiar with the report of the Supervisory Board on its activities in the year 2018.
8. Adoption of resolutions on approval of the report on operations of Asseco Poland S.A. and the Asseco Capital Group and on approval of the financial statements of Asseco Poland S.A. and the Asseco Capital Group for the financial year 2018.
9. Adoption of a resolution on distribution of the net profit generated by Asseco Poland S.A. for the financial year 2018 and on the payment of a dividend.
10. Adoption of resolutions on acknowledging the fulfillment of duties by Members of the Management Board of Asseco Poland S.A. during the financial year 2018.
11. Adoption of resolutions on acknowledging the fulfillment of duties by Members of the Supervisory Board of Asseco Poland S.A. during the financial year 2018.
12. Adoption of a resolution on the purchase of a real estate property
13. Closure of the General Meeting.

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RESOLUTION No. 4**of the General Meeting of Shareholders****of Asseco Poland S.A. on April 26, 2019**

on: approval of the report on operations of Asseco Poland S.A. and the Asseco Capital Group in the financial year 2018

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 1) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 1) of the Company's Articles of Association, after due consideration, hereby approves the report on operations of Asseco Poland S.A. and the Asseco Capital Group in the financial year 2018.

2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 5**of the General Meeting of Shareholders
of Asseco Poland S.A. on April 26, 2019**

on: approval of the financial statements of Asseco Poland S.A. for the financial year 2018

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 1) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 1) of the Company's Articles of Association, after due consideration, hereby approves the financial statements of Asseco Poland S.A. including key financial data, a profit and loss statement, a statement of comprehensive income, a statement of financial position, a statement of changes in equity, a cash flow statement and additional explanations to the financial statement for the financial year 2018.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 6**of the General Meeting of Shareholders
of Asseco Poland S.A. on April 26, 2019**

on: approval of the financial statements of the Asseco Poland S.A. Capital Group in the financial year 2018

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §5 and art. 395 §2 item 1) of the Commercial Companies Code, after due consideration, hereby approves the financial statements of the Asseco Poland S.A. Capital Group in the financial year 2018.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 7**of the General Meeting of Shareholders
of Asseco Poland S.A. on April 26, 2019**

on: distribution of the profit generated by Asseco Poland S.A. in the financial year 2018 and payment of a dividend

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 2), art. 348 §4 and art. 396 §5 of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 2) of the Company's Articles of Association, hereby resolves that:
 - 1) it allocates the net profit generated by the Company in the financial year 2018 in the amount of **PLN 166,540,359.81** (in words: one hundred and sixty six million five hundred and forty thousand three hundred and fifty nine zlotys and 81/100) fully for the distribution to the Shareholders, i.e. for the payment of a dividend.
 - 2) it allocates the amount of **PLN 88,270,570.40** (in words: eighty eight million two hundred and seventy thousand five hundred and seventy zlotys and 40/100), from the part of funds accumulated on the reserve capital, fully for the distribution to the Shareholders, i.e. for the payment of a dividend.
 - 3) the full amount allocated for the distribution to the Shareholders, i.e. for the payment of a dividend, amounts to **PLN 254,810,930.21** (in words: two hundred and fifty four million eight hundred and ten nine hundred and thirty zlotys and 21/100), or **PLN 3.07** (in words: three zlotys and 07/100) per share.

- 4) the dividend right shall be acquired on **May 20, 2019** and that the dividend shall be paid out on **June 5, 2019**.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 8

of the General Meeting of Shareholders

of Asseco Poland S.A. on April 26, 2019

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by President of the Management Board of Asseco Poland S.A., namely **Adam Góral**, in the financial year 2018.

2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 9

of the General Meeting of Shareholders

of Asseco Poland S.A. on April 26, 2019

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Andrzej Dopierala**, in the financial year 2018.

2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 10

of the General Meeting of Shareholders

of Asseco Poland S.A. on April 26, 2019

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Tadeusz Dyrka**, in the financial year 2018.

2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 11

of the General Meeting of Shareholders

of Asseco Poland S.A. on April 26, 2019

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Krzysztof Groyecki**, in the financial year 2018.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 12

of the General Meeting of Shareholders

of Asseco Poland S.A. on April 26, 2019

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Rafał Kozłowski**, in the financial year 2018.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 13

of the General Meeting of Shareholders

of Asseco Poland S.A. on April 26, 2019

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Marek Panek**, in the financial year 2018.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 14

of the General Meeting of Shareholders

of Asseco Poland S.A. on April 26, 2019

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the

Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Paweł Piwowar**, in the financial year 2018.

2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 15

of the General Meeting of Shareholders

of Asseco Poland S.A. on April 26, 2019

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Zbigniew Pomianek**, in the financial year 2018.

2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 16

of the General Meeting of Shareholders

of Asseco Poland S.A. on April 26, 2019

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Przemysław Sęczkowski**, in the financial year 2018.

2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 17

of the General Meeting of Shareholders

of Asseco Poland S.A. on April 26, 2019

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Artur Wiza**, in the financial year 2018.

2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 18

**of the General Meeting of Shareholders
of Asseco Poland S.A. on April 26, 2019**

on: acknowledging the fulfillment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice President of the Management Board of Asseco Poland S.A., namely **Gabriela Żukowicz**, in the financial year 2018.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 19

**of the General Meeting of Shareholders
of Asseco Poland S.A. on April 26, 2019**

on: acknowledging the fulfillment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Chairman of the Supervisory Board of Asseco Poland S.A., namely **Jacek Duch**, in the financial year 2018.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 20

**of the General Meeting of Shareholders
of Asseco Poland S.A. on April 26, 2019**

on: acknowledging the fulfillment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Vice Chairman of the Supervisory Board of Asseco Poland S.A., namely **Adam Noga**, in the financial year 2018.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 21

**of the General Meeting of Shareholders
of Asseco Poland S.A. on April 26, 2019**

on: acknowledging the fulfillment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Member of the Supervisory Board of Asseco Poland S.A., namely **Dariusz Brzeski**, in the financial year 2018.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 22
of the General Meeting of Shareholders
of Asseco Poland S.A. on April 26, 2019

on: acknowledging the fulfillment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Member of the Supervisory Board of Asseco Poland S.A., namely **Artur Kucharski**, in the financial year 2018.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 23
of the General Meeting of Shareholders
of Asseco Poland S.A. on April 26, 2019

on: acknowledging the fulfillment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Member of the Supervisory Board of Asseco Poland S.A., namely **Izabela Albrycht**, in the financial year 2018.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 24
of the General Meeting of Shareholders
of Asseco Poland S.A. on April 26, 2019

on: acknowledging the fulfillment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to

§12 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfillment of duties by Member of the Supervisory Board of Asseco Poland S.A., namely **Piotr Augustyniak**, in the financial year 2018.

2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 25
of the General Meeting of Shareholders
of Asseco Poland S.A. on April 26, 2019

on: granting consent for the purchase of real estate

1. The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 393, item 4) of the Commercial Companies Code, hereby decides to grant consent for the purchase of ownership right to developed land property in the area no. 218, marked as plot no. 370, with an area of 2,922 m², for which the District Court in Rzeszów holds the Land and Mortgage Register No. RZ1Z/00034825/2.

The purchase price of the aforementioned real estate will not be higher than that resulting from an expert valuation taking into account its market value.

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This Resolution shall come into force from the date of its adoption.

Justification:

The resolution concerns the purchase of a plot of land developed with an allotment/leisure cottage, located next to the Company's expanded headquarters in Rzeszów, to be used for the extension of the car park.