

**Draft resolutions for the Extraordinary General Meeting of
Asseco Poland Spółka Akcyjna convened on June 15, 2023**

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RESOLUTION No. 1

**Extraordinary General Meeting of
Asseco Poland Spółka Akcyjna
dated June 15, 2023**

on: election of the Chairman of the Extraordinary General Meeting

§1

The Extraordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 409 § 1 of the Polish Commercial Companies Code and § 2 section 2 of the Bylaws of the General Meeting of Shareholders of Asseco Poland S.A., hereby elects as the Chairman of the Extraordinary General Meeting.

§2

The resolution comes into force upon adoption.

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Justification to the draft resolution on election of the Chairman of the General Meeting

According to Art. 409 § 1 of the Commercial Companies Code (the "CCC"), a chairman is elected from among the persons entitled to participate in the general meeting. Furthermore, pursuant to §2 section 1 and section 2 of the Bylaws of the General Meeting of Shareholders of Asseco Poland S.A., the General Meeting shall be opened by the Chairman of the Supervisory Board or their substitute. In their absence, the General Meeting is opened by the President of the Management Board or a person appointed by the Management Board. Then the person opening the meeting orders the election of the Chairman of the General Meeting from among all participants.

Accordingly, the Management Board submits a draft of this resolution for consideration at the Extraordinary General Meeting.

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RESOLUTION No. 2

Extraordinary General Meeting of

Asseco Poland Spółka Akcyjna

dated June 15, 2023

regarding: election of the Returning Committee

§1

The Extraordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of § 8 section 1 of the Bylaws of the General Meeting of Shareholders of Asseco Poland S.A., hereby elects the Returning Committee in the following composition:

- - Committee Chairman,
- - Committee Member,
- - Committee Member.

§2

The resolution comes into force upon adoption.

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Justification to the draft resolution on electing the Returning Committee

Pursuant to §8 section 1 of the Bylaws of the General Meeting of Shareholders of Asseco Poland S.A., the Chairman of the General Meeting may order election of a three-person Returning Committee whose task shall be to supervise the proper conduct of voting and to inform the Chairman about the results thereof. The selection shall be made from among the candidates submitted by the participants. The Returning Committee shall elect from among its members a Chairman who directs its work.

In view of the foregoing, the Management Board submits this draft resolution for consideration by the Extraordinary General Meeting.

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RESOLUTION No. 3
Extraordinary General Meeting of
Asseco Poland Spółka Akcyjna
dated June 15, 2023
on: adoption of the agenda

§1

The Extraordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów (hereinafter "the Company"), acting on the basis of § 9 section 6 of the Bylaws of the General Meeting of Shareholders of Asseco Poland S.A., hereby resolves to adopt the following agenda:

1. Opening of the meeting and election of the Chairman of the Extraordinary General Meeting.
2. Determination of the correctness of the convening of the Extraordinary General Meeting and its capacity to adopt resolutions.
3. Election of the Returning Committee.
4. Adoption of the agenda.
5. Adoption of a resolution on the establishment of reserve capital.
6. Adoption of a resolution on authorizing the Company's Management Board to purchase the Company's own shares.
7. Closing the meeting.

§2

The resolution comes into force upon adoption.

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Justification of the draft resolution on adopting the agenda of the General Meeting of Shareholders

The General Meeting shall proceed in accordance with the adopted agenda. The agenda contained in the draft resolution was proposed by the Company's Management Board. According to Art. 404 § 1 of the Commercial Companies Code, no resolution may be passed on matters not included in the agenda, unless the entire share capital is represented at the General Meeting and none of those present has objected to the passing of the resolution.

Accordingly, the Management Board submits a draft of this resolution for consideration at the Extraordinary General Meeting.

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RESOLUTION No. 4
Extraordinary General Meeting of
Asseco Poland Spółka Akcyjna
dated June 15, 2023
on: creation of reserve capital

The Extraordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów (hereinafter "the Company"), acting on the basis of art. 396 § 4 and § 5 and art. 362 § 2 item 3) of the Polish Commercial Companies Code and pursuant to § 12 section 4 item 2) and § 15 section 2 item 3), § 15 section 3 and section 4 of the Company's Articles of Association, hereby resolves as follows:

§1

The Extraordinary General Meeting of Shareholders of the Company resolves to create reserve capital (reserve fund) of the Company in the amount of PLN 1 185 609 668.46 (one billion one hundred eighty-five million six hundred and nine thousand six hundred and sixty-eight zlotys 46/100), to be used for the payment of dividends in future years or to finance the acquisition of the Company's own shares, by transferring to this capital the amount of PLN 1 185 609 668.46 (one billion one hundred eighty-five million six hundred and nine thousand six hundred and sixty-eight zlotys 46/100) coming from the reserve capital created from the Company's profits from previous years, as well as from the Company's profit made in the 2022 fiscal year - the amount, in accordance with Art. 348 § 1 of the Commercial Companies Code, may be allocated for distribution to the Company's shareholders.

§2

The resolution comes into force upon adoption.

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Justification for the draft resolution on the creation of reserve capital

In view of the Company's intention to initiate the procedure for the acquisition of own shares resulting from draft Resolution No. 5, which provides for the acquisition of own shares based on the provision of Article 362 § 1 item 8) of the Commercial Companies Code, it is necessary to create a reserve capital in accordance with Article 362 § 2 item 3) of the Commercial Companies Code exclusively from the amount that, pursuant to Article 348 § 1 of the Commercial Companies Code, can be allocated for the acquisition of own shares, and to transfer to this reserve capital the funds accumulated in the Company's reserve capital from the Company's profits from previous years, as well as from the Company's profit made in the 2022 fiscal year.

In view of the above, the Management Board submits a draft of this resolution for consideration at the Extraordinary General Meeting.

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RESOLUTION No. 5
Extraordinary General Meeting of
Asseco Poland Spółka Akcyjna
dated June 15, 2023

Regarding: authorization of the Management Board of the Company to acquire own shares of the Company

The Extraordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów (hereinafter "the Company"), acting on the basis of art. 362 § 1 item 8) of the Polish Commercial Companies Code as well as pursuant to § 12 section 4 item (13) of the Company's Articles of Association, hereby resolves as follows:

§1

1. The Extraordinary General Meeting of the Company, hereby authorizes the Company's Management Board to purchase its own shares under the following conditions:

- 1) The Company's Management Board is authorized to initiate the process of acquiring the Company's own shares (hereinafter "Own Shares") on one or more occasions;
- 2) The Own Shares will be purchased from funds accumulated in the Company's reserve capital established, pursuant to Resolution No. 4 of the Extraordinary General Meeting of June 15, 2023 (the "Reserve Capital"), in the amount of PLN 1 185 609 668.46 (one billion one hundred eighty-five million six hundred and nine thousand six hundred and sixty-eight zlotys 46/100), derived from the reserve capital established from the Company's profits from previous years, as well as from the Company's profit made in the 2022 fiscal year (the "Buyback Budget");
- 3) The Management Board is authorized to purchase Own Shares during the period from July 1, 2023 to June 30, 2026, but no longer than until the funds covered by the Buyback Budget are fully exhausted;
- 4) The Company may acquire Own Shares in one or more transactions under the following procedures:
 - a) transactions carried out through a public invitation or invitations to tender for the sale of Own Shares by all shareholders of the Company ;
 - b) session transactions concluded on the regulated market of the Warsaw Stock Exchange ("WSE") preceded by an announcement of the intention to carry out a share buyback addressed to all shareholders.
- 5) The number of Own Shares to be acquired by the Company, their price or the manner of its determination, and other information necessary for the implementation of the process of acquisition of Own Shares shall be determined from time to time by the Management Board of the Company by resolution (hereinafter the "Initiating Resolution"), and then communicated to the public by means of a Regulatory Filing of the Company, subject to the provisions of this § 1, including in particular section 4 below this paragraph;

- 6) The total number of Own Shares purchased under this authorization may not exceed 16 600 000 (sixteen million six hundred thousand) Own Shares, with a total nominal value of no more than 16 600 000.00 PLN (sixteen million six hundred thousand PLN), which is 19.99993% of the value of the Company's share capital;
- 7) The purchase price of one Own Share shall be determined by the Company's Management Board in each Initiating Resolution separately, taking into account the market conditions current at the time of the Company's announcement of the manner of implementation of this authorization, as well as taking into account the applicable legal regulations, and the price so determined shall not be less than PLN 30.00 (thirty zlotys) and shall not be more than PLN 130.00 (one hundred and thirty zlotys);
- 8) The Company's Management Board will carry out transactions for the acquisition of Own Shares as the implementation of each Initiating Resolution, with equal access for the Company's shareholders to exercise their right to sell Own Shares;
- 9) Each Initiating Resolution will be announced no later than 3 business days prior to the date of commencement of the process of acquiring Own Shares;
- 10) Only fully paid-up Own Shares will be purchased.

(2) Notwithstanding the provisions of section 1, the buyback of Own Shares, carried out under the procedure referred to in section 1 item 4 letter a) shall be carried out subject to the following conditions:

- 1) The purchase price of Own Shares under the implementation of a single Initiating Resolution will be the same for all shareholders;
- 2) If the number of Own Shares offered by shareholders for acquisition by the Company in response to the Company's invitation is higher than the total number of Own Shares specified by the Company in the announced invitation, the Company's Management Board will proportionally reduce the shareholders' offers by rounding the fractional number of Own Shares down to the nearest whole number, so that the total number of Own Shares is equal to the maximum number specified by the Company in the announced invitation, observing the principle of equal treatment of all shareholders;
- 3) The Own Shares remaining after applying the rounding referred to in item 2) above (i.e., the Own Shares in the number representing the difference between the number of Own Shares specified by the Company in the announced invitation and the total number of Own Shares covered by the reduced and rounded sale bids) will be allocated to the sale bids submitted by shareholders one Own Share at a time, sequentially, starting from the largest share sale bids to the smallest, until the total allocation of Own Shares in the number equal to that in the announced invitation.

(3) The total purchase price of the Equity Shares, plus their acquisition costs, shall not exceed the Buyback Budget.

(4) The Company's Management Board may proceed with the implementation of any Initiating Resolution upon its prior approval by the Company's Supervisory Board. The approval (consent) of the Supervisory Board requires a resolution of the Supervisory Board.

§2

Own Shares may be purchased through an investment firm, with the Company's Management Board authorized to select such an entity and determine the terms of cooperation in this regard.

§3

(1) Own Shares may be purchased by the Company for the purpose of:

- 1) redemptions;
- 2) offering them to potential investors as part of transactions conducted with and in the interest of the Company or its capital group, including financing the price of transactions for the acquisition of other entities by the Company or its subsidiaries;
- 3) offering them by the Company under an employee incentive program that may be established by the Company pursuant to a separate resolution of the Company's General Meeting.

(2) The goal of the acquisition of Own Shares for the purposes of a given buyback of Own Shares shall be determined each time by the Management Board of the Company in the Initiating Resolution.

§4

Subject to the provisions of §1 above of this Resolution, the Extraordinary General Meeting of the Company authorizes the Management Board of the Company to take all factual or legal actions necessary for or related to the acquisition of Own Shares, in accordance with the contents of this Resolution, in particular to:

- 1) determine in the Initiating Resolutions, in accordance with the content of this Resolution, the purchase price of the Own Shares and the number of Own Shares to be purchased in implementation of each Initiating Resolution;
- 2) determine, prior to the commencement of the process of acquisition of Own Shares in the Initiating Resolutions, the terms, conditions and deadlines for holding a public invitation or invitations to tender for the sale of Own Shares, including in particular to determine:
 - a) conditions and deadlines for submission of offers for sale of Own Shares by shareholders,
 - b) the content of offers for the sale of Own Shares and the announcement of the samples of such offers, and
 - c) terms and conditions for accepting bids for the sale of Own Shares and settlement of transactions for the purchase of Own Shares;
- 3) conclude agreements with entities selected by the Company's Management Board (including, in particular, investment companies), concerning entrusting these entities with the performance of all necessary activities performed as part of the process of buying back Own Shares, as well as granting these entities the necessary powers of attorney and authorizations;
- 4) submit all settlement instructions and perform other legal or factual acts necessary for the settlement of the acquisition of the Own Shares;
- 5) make the following decisions, at the discretion of the Company's Management Board, guided by the best interests of the Company:

- a) to terminate at any time the procedure for the acquisition of Own Shares ;
 - b) to abandon the acquisition of Own Shares in whole or in part;
 - c) to withdraw at any time from the implementation of this Resolution;
- 6) take, during the period of the authorization to acquire Own Shares referred to in § 1 section 1 item 3), a decision to resume the acquisition of Own Shares on the terms and conditions provided for in this resolution, in the event that the Company's Management Board has previously exercised the authority referred to in item 5) above.

§5

The resolution comes into force upon its adoption.

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Justification for the draft resolution on authorization of the Company's Management Board to purchase the Company's own shares

The draft resolution concerns granting the Company's Management Board authorization to purchase the Company's own shares - such authorization is necessary to enable the Company to carry out a buyback of its own shares under Article 362 § 1 item 8 of the Commercial Companies Code. The draft resolution takes into account the potential adoption by the General Meeting of a resolution on the creation of reserve capital from funds currently accumulated in the Company's reserve capital, as well as the Company's Management Board's recommendation on how to distribute profit for the 2022 fiscal year.

In the opinion of the Company's Management Board, in view of the current market situation and the current level of the Company's share price, as well as taking into account the possibility of allocating the Company's retained profits from previous years (currently accumulated in the Company's reserve capital) for the buyback of its own shares, carrying out such a buyback will be beneficial to the Company's shareholders - it will allow the shareholders to participate in the Company's profit in an additional way (besides a potential dividend). Taking into account the level of the Company's equity and its liquidity situation, in the opinion of the Management Board, carrying out the buyback of the Company's own shares will not generate any risk related to the Company's financial situation.

The draft resolution provides for the possibility of purchasing shares for the purpose of (i) cancellation, (ii) financing the price of acquisition transactions of other entities by the Company or its subsidiaries, (iii) offering by the Company as part of an employee incentive program that may be established by the Company under a separate resolution of the Company's General Meeting. Adoption of such a resolution will provide the Company's Management Board with the flexibility to acquire Own Shares, depending on the Company's current needs.

If the buy-back of the Company's own shares is implemented through a public invitation or invitations to tender the Company's own shares by all shareholders of the Company, the price at which the Company will purchase the Company's own shares will be the same for all shareholders, which guarantees respect for the rights of all shareholders of the Company in accordance with the law and Rule No. 5.4 of the Best Practices for Companies Listed on the WSE 2021. If the buy-back of the Company's own shares is implemented through session transactions, the price at which the Company will purchase the Company's shares will take into account the interests of the Company and the current market price of the Company's shares.

Bearing in mind that payment of the purchase price of the Company's own shares will be financed from funds accumulated in the Company's reserve capital, which, in accordance with Article 348 § 1 of the Commercial Companies Code, may be allocated for distribution among shareholders, the possible cancellation of the acquired own shares and reduction of the Company's share capital will not require the procedure notifying the creditors of share capital reduction referred to in Article 456 of the Commercial Companies Code.