

Rzeszów, April 28, 2022

**ANNOUNCEMENT BY THE MANAGEMENT BOARD OF ASSECO POLAND S.A.  
ON CONVENING GENERAL MEETING**

**I DATE, TIME AND PLACE OF THE GENERAL MEETING**

The Management Board of Asseco Poland S.A. (the "**Company**"), acting on the basis of art. 399 § 1 and art. 402<sup>1</sup> of the Polish Commercial Companies Code (the "CCC") and with regard to § 19 items 1-2 of the Regulation of the Minister of Finance of March 29, 2018 regarding current and periodic information to be submitted by issuers of securities and conditions for recognizing as equivalent information required by the laws of a non-member state (Journal of Laws of 2018, item 757), is hereby convening the **Annual General Meeting of the Company (the "General Meeting")** on **May 25, 2022**. It is to be held at **10.00 a.m.** at the **Company's Office in Warsaw, 13 Branickiego Street (02-972 Warsaw)**.

The Management Board of the Company announces the possibility of participation in the General Meeting and the exercise of voting rights through the use of electronic communication means under the conditions specified in Attachment No. 1 to the Announcement on convening the General Meeting on May 25, 2022.

**II DETAILED AGENDA**

The agenda of the Annual General Meeting includes:

1. Opening of the meeting and election of the Chairman of the General Meeting.
2. Confirmation of the correctness of convening the General Meeting and its ability to pass resolutions, decision on appointing the Returning Committee.
3. Adoption of the Agenda.
4. Consideration of the report on business operations of the Company and the Asseco Poland Group in the financial year 2021.
5. Consideration of the financial statements of the Company and the Asseco Poland Group for the financial year 2021.
6. Getting familiar with the certified auditor's reports on the audit of the financial statements of the Company and the Asseco Poland Group for the financial year 2021.
7. Reviewing the contents of the Supervisory Board's Report for 2021.
8. Adoption of resolutions on approval of the report on business operations of the Company and the Asseco Poland Group as well as on approval of the financial statements of the Company and the Asseco Poland Group for the financial year 2021.
9. Adoption of a resolution on distribution of the net profit generated by Asseco Poland S.A. for the financial year 2021 and payment of a dividend.
10. Adoption of resolutions on acknowledging the fulfilment of duties by the Members of the Management Board of Asseco Poland S.A. during the financial year 2021.

11. Adoption of resolutions on acknowledging the fulfilment of duties by the Members of the Supervisory Board of Asseco Poland S.A. during the financial year 2021.
12. Adoption of a resolution on amendments to the Company's Articles of Association.
13. Adoption of a resolution on the appointment of a Supervisory Board Member.
14. Adoption of a resolution on giving an opinion on the Remuneration Report paid to the Members of the Management Board and the Supervisory Board of Asseco Poland S.A. for the year 2021.
15. Adoption of a resolution on giving consent to the disposal of ownership title to real property and the right of perpetual usufruct of land.
16. Closing the Meeting.

The Management Board announces the proposed amendment to the Company's Articles of Association:

The Articles of Association of the Company are hereby amended as follows:

§13.2 which reads:

"2. The Supervisory Board shall consist of five (5) to eight (8) members."

Receives the following new wording:

"2 The Supervisory Board shall consist of five (5) to nine (9) members."

### **III PERSONS ENTITLED TO PARTICIPATE IN THE ANNUAL GENERAL MEETING**

The Management Board of the Company announces that, pursuant to Article 406<sup>1</sup> of the Commercial Companies Code, only those persons who were shareholders of the Company sixteen days before the date of the General Meeting, i.e. on **May 9, 2022** (the date of registration of participation in the General Meeting, hereinafter the "**Registration Date**"), have the right to participate in the General Meeting, provided that they present to the entity maintaining their securities account a request for the issuance of a registered certificate of the right to participate in the General Meeting. Such request may be submitted not earlier than after the announcement of convening the General Meeting (i.e. not earlier than on April 28, 2022) and not later than on the first weekday after the Registration Day (i.e. not later than on May 10, 2022).

The list of shareholders entitled to participate in the General Meeting of Shareholders will be prepared on the basis of the list made available by the entity maintaining the depository for securities (The National Depository for Securities, Krajowy Depozyt Papierów Wartościowych S.A.) and displayed at the registered office of the Company at 14 Olchowa St., 35-322 Rzeszów, from 8:00 a.m. to 4:00 p.m., for three business days before the General Meeting of Shareholders is held, i.e. on May 20, 23, 24, 2022. A shareholder of the Company may demand that the list of shareholders be sent to him free of charge by e-mail, stating the address to which the list should be sent. A shareholder may submit the above request by e-mail to the following address: [wz@asseco.pl](mailto:wz@asseco.pl).

#### **IV DOCUMENTS AND INFORMATION RELATING TO THE ANNUAL GENERAL MEETING**

As required by art. 402<sup>3</sup> of the Companies Act, the Company's website at: <https://inwestor.asseco.com/o-asseco/lad-korporacyjny>, AGM section, from April 28, 2022 (inclusive) until the conclusion of the Annual General Meeting, the following documents are posted:

- 1) Announcement about the convening of the Annual General Meeting,
- 2) Appendix No. 1 to the Announcement about the convening of the Annual General Meeting on May 25, 2022,
- 3) Draft resolutions with attachments and justification,
- 4) Documentation to be presented to the Annual Meeting, including:
  - a. financial statements of Asseco Poland and the Asseco Group and a report on the Company's and the Asseco Group's business operations for the financial year 2021, together with the auditor's reports,
  - b. report of the Supervisory Board of Asseco Poland S.A. for 2021,
- 5) Report on remuneration of the Members of the Management Board and the Supervisory Board of Asseco Poland S.A. inclusive of the auditor's report,
- 6) Bylaws of the General Meeting of Shareholders of Asseco Poland S.A. ,
- 7) Regulations setting forth detailed principles for participation in the General Meeting of Shareholders of Asseco Poland S.A. using means of electronic communication,
- 8) Specimen statement for a candidate for the Member of the Company's Supervisory Board,
- 9) Information clause for shareholders of Asseco Poland S.A. who are natural persons as well as for proxies for shareholders who are natural persons and natural persons acting as representatives of shareholders.

In addition, any other information regarding the Annual Meeting will be posted on the Company's website as necessary.

A person entitled to participate in the General Meeting of Shareholders may obtain the full text of the documentation on working days from April 28, 2022 to May 25, 2022 from 8:00 a.m. to 4:00 p.m. at the Company's registered office at 14 Olchowa St., 35-322 Rzeszów, in the Office of the Management Board.

## **V DESCRIPTION OF PARTICIPATION AND VOTING PROCEDURES**

### **V.1 General information**

If any of the following procedures provide for the electronic submission to the Company or the Company's Management Board of any notices, submissions, demands or representations in connection with the Annual Meeting, please be aware that:

- 1) these statements should be sent to the following email address: [wz@asseco.pl](mailto:wz@asseco.pl),
- 2) such declarations should be submitted within the time limit provided for in the procedure and the moment of submission shall be deemed as the moment when a declaration is entered into means of electronic communication in such a way as to enable a person acting on behalf of the Company to get familiar with it taking into account the working hours of the Management Board Office, i.e. on business days from 8:00 am to 4:00 pm,
- 3) the Company shall not be liable for the consequences caused by the impossibility to use electronic means to communicate with the Company or for non-delivery to the Company of the correspondence sent in electronic form if the above occurred for reasons beyond the Company's control,
- 4) any notices, proposals, requests or statements relating to the General Meeting should be accompanied by documents which prove beyond any doubt that at the date of submitting the request the petitioners are shareholders of the Company (e.g. certificate, certificate of deposit or extract from a brokerage account).

### **V.2. Right to request to put certain issues on the agenda of the meeting**

Pursuant to Art. 401 § 1 of the Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of the Company's share capital may request the inclusion of certain matters on the agenda of the next meeting (the "**Request**"). Such request should include a justification or a draft resolution concerning the proposed item of the agenda. The request should be submitted to the Management Board no later than twenty one days before the date of the meeting. The Request must be accompanied by documents confirming beyond any doubt that at the date of submitting the Request the petitioners are shareholders representing at least one-twentieth of the Company's share capital (e.g. certificate, certificate of deposit or statement of brokerage account). The request should indicate an address for correspondence with the petitioners. The request, its form and the manner of submission shall comply with the provisions of law and the requirements specified in this announcement.

Requests shall be sent in writing to the Company's Management Board Office, namely to 14 Olchowa St., 35-322 Rzeszów. The Management Board emphasizes that the abovementioned deadline for submitting the Request is deemed to have been observed if the Request is effectively notified to the Management Board within the deadline. Hence, it is not sufficient that the request is sent by authorized shareholders within this deadline. The request may be also sent via e-mail to the following address: [wz@asseco.pl](mailto:wz@asseco.pl).

If the Request complies with the above mentioned requirements, the Management Board shall announce the changes to the agenda made in accordance with the Request. The changes shall be announced no later than eighteen days before the scheduled date of the General Meeting. The announcement shall be made in the manner appropriate for convening the General Meeting.

If the Request fails to satisfy the above-mentioned requirements or the requirements of law, the Company, within 3 working days as of the date of receiving the Request, shall inform the person submitting the Request indicating the deficiencies which make it impossible to grant the Request. The completed Request may be resubmitted provided that the above mentioned deadline for its submission is met.

### **V.3. Right to submit draft resolutions on the issues included in the General Meeting agenda or on the issues to be included in the agenda before the date of the General Meeting**

In accordance with art. 401 § 4 of the Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of the share capital may, before the date of the General Meeting, submit to the Company, in writing or using means of electronic communication, proposed draft resolutions on the issues included in the agenda of the General Meeting or on the issues to be included in the agenda (the "**Notification**"). The Notification shall be submitted to the Company not later than on the day preceding the date of the General Meeting, i.e. on May 24, 2022.

The notification containing draft resolutions must be accompanied by documents confirming beyond any doubt that at the date of submitting the notification the petitioners are shareholders representing at least one-twentieth of the Company's share capital (e.g. certificate, deposit certificate or bank account statement). The notification should indicate an address for correspondence with the petitioners.

A written notification shall be submitted to the Company's Management Board Office, address: 14 Olchowa St., 35-322 Rzeszów. Please bear in mind that the aforementioned deadline for submitting the notification shall be deemed to have been met if the notification is received by the Management Board within the deadline. Hence, the mere fact of sending the notification by the abovementioned deadline is not sufficient. The proposal may also be sent by e-mail to [wz@asseco.pl](mailto:wz@asseco.pl). The notification, the accompanying documents and the manner of their filing with the Company as well as the form of proposed draft resolutions should comply with the provisions of law and the requirements specified in this announcement. If the notification containing draft resolutions is submitted in compliance with the aforementioned requirements, the draft resolutions shall be immediately announced on the Company's website. If the notification containing draft resolutions fails to satisfy the requirements specified above, the Company, within 3 business days of receiving that notification (however, not later than on the day preceding the date of the General Meeting i.e. May 24, 2022), shall inform the petitioners accordingly and indicate the deficiencies resulting in rejection of the draft resolutions. The supplemented notification may be resubmitted provided the aforementioned deadline for its submission is observed.

### **V.4. Shareholder's right to submit draft resolutions on the issues included in the agenda during the General Meeting**

According to art. 401 § 5 of the Commercial Companies Code, each shareholder may, during the General Meeting, propose draft resolutions concerning the issues included in the agenda. The participant should inform the chairman about their intention of proposing such drafts in writing, not later than by the time the voting on the matter which the proposed draft resolution concerns is ordered.

#### **V.5. Exercise of voting rights by a proxy and notification of appointment of a proxy to the Company by means of electronic communication, and use of forms during voting by a proxy**

Pursuant to Art. 412-412<sup>2</sup> of the Commercial Companies Code, a shareholder may participate in the General Meeting and exercise its voting rights personally or through a proxy. The proxy exercises all shareholder rights at the General Meeting, unless the power of attorney states otherwise. A proxy may also grant a further power of proxy if the power of proxy so stipulates. A proxy may represent more than one shareholder and vote differently with respect to shares held by each shareholder. A shareholder with shares registered in more than one securities account may appoint separate proxies to exercise the rights attached to the shares registered in each of the accounts. A special case is when the proxy at the General Meeting is a member of the Management Board, a member of the Supervisory Board, an employee of the Company or a member of the governing bodies or an employee of a subsidiary of the Company. In such case, the following rules apply:

1. A power of proxy may authorize representation at only one General Meeting.
2. The proxy is obliged to disclose to the shareholder the circumstances indicating the existence or possibility of a conflict of interest.
3. The granting of a further power of proxy is excluded.
4. The proxy shall vote in accordance with the instructions given by the shareholder.

A power of proxy to attend the Company's General Meeting and exercise voting rights must be granted in writing or in electronic form. If a power of proxy is granted in electronic form, the principal or the proxy shall notify the Company accordingly. The notification on appointing a proxy should be submitted to the Company in time allowing the Company to identify the principal and their proxy, but not later than on the day preceding the date on which the General Meeting is convened.

Such notification may be made in writing or in electronic form. A notification made in writing shall be sent to the Company's Management Board Office, address: 14 Olchowa St., 35-322 Rzeszów. Please bear in mind that the aforementioned deadline for submitting a notification shall be deemed to have been met if such notification is effectively communicated to the Management Board within the deadline. Hence, the mere fact of sending a notification within this deadline is not sufficient. A notification may be sent to the Company in electronic form by e-mail to the following address: [wz@asseco.pl](mailto:wz@asseco.pl).

The notice of appointment of a proxy should include:

1. first name and surname or business name of the principal and first names and surnames of the persons authorized to grant a power of attorney on the principal's behalf,
2. type and number of the identity document as well as the principal's PESEL number (in case of natural persons) or KRS number (in case of entities entered in the National Court Register - Register of Entrepreneurs),
3. the proxy's name and surname, as well as the proxy's PESEL number or series and number of identity card,
4. the residence address of the principal and the proxy,
5. a phone number or email address that allows for regular contact with the principal,
6. the date the power of proxy was granted,

7. indication of the General Meeting in connection with which the proxy is granted,
8. the scope of the power of proxy, including in particular any limitations on the power of proxy and whether the proxy may also appoint further proxies,
9. indication whether the power of proxy is revocable.

The notification shall be submitted to the Company in time allowing the Company to identify the principal and their proxy, but not later than on the day preceding the day for which the General Meeting is convened.

If the will to participate in the General Meeting is expressed by means of electronic remote communication, the notification should be submitted in the form and within the time limit specified in item V.6.

If the notification is given in accordance with the foregoing requirements, the Company shall promptly acknowledge to the principal that notice has been given.

If the notification does not comply with the above requirements, the Company shall immediately inform the principal indicating the deficiencies of the notification.

Failure to notify or a notification made in breach of the aforementioned requirements shall be taken into account when assessing whether the proxy is legally authorized to represent the principal at the General Meeting. In particular, it may constitute grounds for inadmissibility or exclusion of a given person from participation in the General Meeting. Each participant, including the proxy, is required to sign in the list of attendance immediately after coming to the General Meeting. Before signing in the list of attendance, participants are required to present a document proving their identity beyond any doubt. Whereas, persons acting as representatives (proxies), before signing in the list of attendance, are additionally obliged to submit into the record documents confirming beyond any doubt their legitimate authorization to represent the principal at the General Meeting. Furthermore, a proxy whose power of proxy has been granted in electronic form, before signing in the list of attendance, is additionally obliged to submit in the record a print-out of their letter of proxy or to send such letter of proxy to the Company by e-mail to the following address: [wz@asseco.pl](mailto:wz@asseco.pl).

The Company has made available on its website (<https://inwestor.asseco.com/o-asseco/lad-korporacyjny>, AGM section) forms that can be used by shareholders to vote via a proxy.

However, shareholders are not required to use these forms.

The above rules apply accordingly also to further powers of proxy and to revocation of a power of proxy.

#### **V.6. Rules of participation, speaking during the General Meeting and exercising voting rights at the General Meeting by means of electronic communication**

The detailed principles for participating in the General Meeting, speaking during the General Meeting, and exercising voting rights at the General Meeting by means of electronic communication are set out in Attachment No. 1 to this announcement, which constitutes an integral part hereof, as well as in the Regulations setting forth detailed principles for participation in the General Meeting of Asseco Poland S.A. by means of electronic communication, which are attached to this announcement.



#### **V. 7. possibility to exercise voting rights by mail**

The Bylaws of the General Meeting do not provide for the possibility of voting at the General Meeting by mail.

#### **V. 8. Shareholder's right to ask questions concerning issues put on the agenda of the General Meeting**

Please direct any questions concerning the matters on the agenda of the General Meeting of Shareholders to the following e-mail address: [wz@asseco.pl](mailto:wz@asseco.pl). Questions concerning matters on the agenda of the General Meeting of Shareholders asked during the General Meeting of Shareholders by shareholders participating in the General Meeting of Shareholders using electronic means of communication should be sent via text messenger provided together with the dedicated IT platform referred to in Appendix No. 1 to the Announcement about the convening of the Annual General Meeting.

Shareholders attending the General Meeting in person may ask questions about the issues on the agenda of the Annual General Meeting directly during the meeting.

#### **V. 9. Registration of attendance at the General Meeting**

Persons entitled to participate in the General Meeting are requested to register and collect a voting device directly in front of the meeting room half an hour before the commencement of the General Meeting.

#### **V. Information on processing of personal data**

Personal data of shareholders and proxies of the General Meeting of Shareholders of Asseco Poland S.A. will be processed with due respect for the rights and freedoms of persons, on the basis and in compliance with the applicable laws and in the nature, purpose and scope necessary for fulfilling the legal obligations of Asseco Poland S.A., which include in particular organizing and facilitating participation in the General Meeting of Shareholders.

Asseco Poland S.A. takes all the appropriate security measures in order to comply with the provisions of law as well as with generally accepted principles that protect confidentiality of information. Information, including personal data, shall be secured adequately to the level of risk they pose.

Detailed information on the processing of personal data is contained in the Information Clause for shareholders of Asseco Poland S.A. who are natural persons as well as for proxies for shareholders who are natural persons and natural persons acting as representatives of shareholders.

#### ***Other information***

Information regarding the Annual Meeting will be made available on the Company's website: <https://inwestor.asseco.com/o-asseco/lad-korporacyjny/>, AGM section.



At the same time, the Management Board informs that the provisions of the Commercial Companies Code, the Company's Articles of Association and the Bylaws of the General Meeting apply in matters concerning the convening of the General Meeting which are not covered by this announcement, and therefore asks the Company's shareholders to familiarize themselves with the above regulations (the Company's Articles of Association and the Bylaws of the General Meeting are available at <https://inwestor.asseco.com/o-asseco/lad-korporacyjny/>). In case of any questions or doubts concerning the participation in the General Meeting, please contact Justyna Sowińska at phone number +48 17 888 55 55 or e-mail address [wz@asseco.pl](mailto:wz@asseco.pl).