

**Financial Supervision Authority**

**Current report no. 08/2016**

Rzeszów, 25 March 2016

**Signing the plan of merger between Asseco Poland S.A. and Infovide-Matrix S.A. and the first notification about the intended merger**

The Management Board of Asseco Poland S.A., acting pursuant to art. 500 § 2<sup>1</sup> of the Commercial Companies Code, hereby announces that, on 24 March 2016, Asseco Poland S.A. has agreed on and signed the plan of merger with the company Infovide-Matrix S.A. seated in Warsaw (the “Merger Plan”).

The merging companies are:

- 1) Asseco Poland S.A. with registered office at 14 Olchowa St., 35-322 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, VAT No. 522-000-37-82, with the share capital of PLN 83,000,303 fully paid-up (hereinafter referred to as “Asseco” or the “Taking-over Company”);
- 2) Infovide-Matrix S.A. with registered office at 2 Gottlieb Daimler St., 02-460 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 0000122829, VAT No. 5260011003, with the share capital of PLN 1,247,670.50 fully paid-up (hereinafter referred to as “Infovide” or the “Acquired Company”).

The companies shall be merged pursuant to article 492 § 1 item 1 of the Commercial Companies Code (merger by takeover), this is by transferring all the assets of Infovide to Asseco (the “Merger”). As a result of the Merger, the company of Infovide shall be dissolved without going into liquidation.

Because the Taking-over Company holds all the shares in the Acquired Company, the merger shall be conducted according to article 515 § 1 and article 516 § 6 of the Commercial Companies Code, this is without increasing the share capital of the Taking-over Company as well as without an exchange of shares in Infovide being the Acquired Company for shares in Asseco Poland acting as the Taking-over Company.

The Articles of Association of the Acquired Company will not be subject to any amendment in connection with the merger. Along with this current report, the Company discloses in public the Merger Plan inclusive of its enclosures, which have been prepared in compliance with article 499 of the Commercial Companies Code. Pursuant to article 516 § 5 and 6 of the Commercial Companies Code, the merging companies are neither obliged to prepare any Management Reports to justify the merger, nor to have the Merger Plan audited by a certified auditor with regard to its accuracy and reliability. The objective of the planned merger of Asseco and Infovide is to benefit from synergy effects as well as to further develop Asseco’s competence in IT services provided for the sectors of banking, telecommunications and energy.

## FIRST NOTIFICATION TO SHAREHOLDERS ABOUT THE INTENDED MERGER

The Management Board Asseco Poland S.A. (hereinafter the "Company") acting on the basis of art. 504 of the Commercial Companies Code in conjunction with art. 516 § 6 of the Commercial Companies Code, hereby notifies the Company's Shareholders for the first time about its intended merger with Infovide-Matrix S.A. having its registered office at 2 Gottlieb Daimler St., 02-460 Warsaw, to be executed according to the terms and conditions set forth in the Merger Plan that was announced on the Company's website [www.asseco.pl](http://www.asseco.pl) on 25 March 2016 and made publically available till the end of the General Meeting convened to adopt a resolution on the merger. Concurrently, the Management Board of Asseco Poland S.A. informs that, acting on the basis of art. 505 § 31 of the Commercial Companies Code, starting no later than a month in advance of the General Meeting convened to adopt a resolution on the merger till the time that General Meeting is closed, the Company shall disclose in public and free of charge, on its website [www.asseco.pl](http://www.asseco.pl) in the section News / Corporate, the following documents as specified in art. 505 § 1 of the Commercial Companies Code:

- 1) Merger Plan;
- 2) Financial statements as well as the Management reports on operations of the merging Companies for the last three financial years, accompanied by the opinions and reports of certified auditors;
- 3) Draft resolutions on the merger of the Companies;
- 4) Determination of the value of assets of the Acquired Company as at 1 February 2016;
- 5) Statements containing information on the financial position of the Acquired Company prepared for the merger purposes as at 1 February 2016.

Legal basis:

*Pursuant to article 5 sect. 1 item 13 of the Regulation of the Minister of Finance of 19 February 2009 regarding current and periodic information to be published by issuers of securities and conditions for recognizing as equivalent the information required by laws of non-EU member states (Journal of Laws of 2009 No. 33, item 259)*