

**Draft resolutions for the Annual General Meeting
of Asseco Poland S.A. convened on May 30, 2023**

**RESOLUTION No. 1
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023**

on: election of the Chairman of the General Meeting

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów (the „Company”), acting pursuant to art. 409§1 of the Commercial Companies Code (the “CCC”) and §2 section 2 of the Bylaws of the General Meeting decides to elect Mr./Ms. as the Chairman of the General Meeting.

§2

The resolution comes into force upon its adoption.

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 Annual General Meeting.

RESOLUTION No. 2
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023
on: election of the Returning Committee

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów (the „Company”), acting pursuant to §8 section 1 of the Bylaws of the General Meeting shall elect the Returning Committee composed of:

- - Committee Chair,
- - Committee Member,
- - Committee Member.

§2

The resolution comes into force upon its adoption.

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 General Meeting.

RESOLUTION NO. 3
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: adoption of the agenda of the General Meeting

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów (the „Company”), acting pursuant to §9 section 6 of the Bylaws of the General Meeting resolves to adopt the following agenda:

1. Opening of the meeting and election of the Chairman of the General Meeting.
2. Statement of the correctness of convening the General Meeting and its ability to adopt resolutions.
3. Decision on appointment of the Returning Committee.
4. Adoption of Agenda.
5. Consideration of the Management Board’s report on business operations of Asseco Poland S.A. and the Asseco Group in the year ended December 31, 2022.
6. Consideration of the financial statements of Asseco Poland S.A. and the consolidated financial statements of the Asseco Group for the year ended December 31, 2022.
7. Getting familiar with the certified auditor's reports on the audit of: financial statements of the Company and the consolidated financial statements of the Asseco Group for the 2022 fiscal year.
8. Reviewing the contents of the Supervisory Board’s Report for 2022.
9. Adoption of resolutions on approval of the Management Board’s report on business operations of Asseco Poland S.A. and the Asseco Group and approval of the financial statements of Asseco Poland S.A. and the consolidated financial statements of the Asseco Group for year ended December 31, 2022.
10. Adopting resolutions on acknowledging the fulfilment of duties by Members of the Management Board of Asseco Poland S.A. on the performance of their duties in the 2022 fiscal year.
11. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Supervisory Board of Asseco Poland S.A. on the performance of their duties in the 2022 fiscal year.
12. Adopting a resolution on distribution of the net profit generated by Asseco Poland S.A. in the 2022 fiscal year and the payment of a dividend.
13. Adoption of a resolution on issuing an opinion on the report on remuneration paid to the Members of the Management Board and the Supervisory Board of Asseco Poland S.A. for 2022.

14. Adoption of a resolution on adopting the amended remuneration policy for the Members of the Management Board and the Supervisory Board of Asseco Poland S.A..
15. Adoption of a resolution on amending the principles for remuneration to the Members of the Supervisory Board of Asseco Poland S.A.
16. Closing the Meeting.

§2

The resolution comes into force upon its 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 Annual General Meeting.

RESOLUTION NO. 4
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: approval of the Management Board's report on business operations of Asseco Poland S.A. and the Asseco Poland Group in the year ended December 31, 2022

§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 and 395 §5 of the Commercial Companies Code and pursuant to §12 section 4 item 1 of the Company's Articles of Association, after due consideration, approves the Management Board's report on business operations of Asseco Poland S.A. and the Asseco Group in the year ended December 31, 2022.

§2

The resolution comes into force upon its adoption.

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Justification of the draft resolution on approving the Management Board's report on business operations of Asseco Poland S.A. and the Asseco Group in year ended December 31, 2022

According to Art. 395 § 2 item 1 of the Commercial Companies Code in connection with §12 section 4 item 1, the subject matter of the annual general meeting should be the consideration and approval of the management report on the company's activities and the financial statements for the previous fiscal year.

However, according to Art. 55 section 2a of the Accounting Act, the report on business operations of the group may be prepared together with the report on business operations of the parent company as a single report. Having exercised this privilege, the Company prepared one report on the business operations of Asseco Poland S.A. and the Asseco Group for the year ended December 31, 2022.

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

RESOLUTION No. 5
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: approval of the financial statements of Asseco Poland S.A. for the year ended December 31, 2022

§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 and pursuant to §12 section 4 item 1 of the Company's Articles of Association, after due consideration hereby approves the financial statements of Asseco Poland S.A. for the year ended December 31, 2022, comprising the profit and loss statement, statement of other comprehensive income, balance sheet, statement of changes in equity, statement of cash flows and notes to the financial statements for the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

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Justification of the draft resolution on approval of the financial statements of Asseco Poland S.A. for the year ended December 31, 2022

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 1 of the Company's Articles of Association, a resolution of the General Meeting is required for approval of the Management Board's report on the Company's operations and the financial statements for the previous fiscal year.

Pursuant to Article 395 § 2 item 1 of the Commercial Companies Code and § 12 section 4 item 1 of the Company's Articles of Association, the subject of the annual general meeting should be consideration and approval of the Management Board's report on the company's business operations and the financial statements for the past fiscal year.

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

RESOLUTION No. 6
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: approval of the consolidated financial statements of the Asseco Group for the year ended December 31, 2022

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów (the „Company”), acting on the basis of art. 395 §5 of the Polish Commercial Companies Code, after due consideration, hereby approves the consolidated financial statements of the Asseco Group for the year ended December 31, 2022.

§2

The resolution comes into force upon its adoption.

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Justification of the draft resolution on approval of the consolidated financial statements of the Asseco Group for the year ended December 31, 2022

According to Art. 395 § 5 of the Commercial Companies Code, the subject matter of the General meeting may also include consideration and approval of the financial statements of the capital group, as defined in the accounting regulations, as well as other matters not listed in § 2 of the aforementioned article.

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

RESOLUTION NO. 7
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by President of the Management Board of Asseco Poland S.A. **Adam Góral** for performance of his duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

*

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A. (President of the Management Board)

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, among others, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's governing bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge is for the period from January 1, 2022 until December 31, 2022, during which time Mr. Adam Góral served as the President of the Company's Management Board.

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

RESOLUTION NO. 8
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Vice President of the Management Board of Asseco Poland S.A. **Grzegorz Bartler** for performance of his duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

*

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A. (Vice President of the Management Board)

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, among others, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's governing bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge is for the period from July 1, 2022 to December 31, 2022, during which Mr. Grzegorz Bartler served as the Vice President of the Management Board of the Company.

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

RESOLUTION No. 9
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Vice President of the Management Board of Asseco Poland S.A. **Andrzej Dopierała** for performance of his duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

*

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A. (Vice President of the Management Board)

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, among others, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's governing bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge is for the period from January 1, 2022 to December 31, 2022, during which time Mr. Andrzej Dopierała served as the Vice President of the Management Board of the Company.

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

RESOLUTION NO. 10
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association acknowledges the fulfilment of duties by Vice President of the Management Board of Asseco Poland S.A. **Krzysztof Groyecki** for performance of his duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

*

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A. (Vice President of the Management Board)

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, among others, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's governing bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge is for the period from January 1, 2022 until December 31, 2022, during which time Mr. Krzysztof Groyecki served as the Vice President of the Management Board of the Company.

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

RESOLUTION No. 11
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association acknowledges the fulfilment of duties by Vice President of the Management Board of Asseco Poland S.A. **Marek Panek** for the performance of his duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

*

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A. (Vice President of the Management Board)

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, among others, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's governing bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge is for the period from January 1, 2022 until December 31, 2022, during which time Mr. Marek Panek served as the Vice President of the Company's Management Board.

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

RESOLUTION NO. 12
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association acknowledges the fulfilment of duties by Vice President of the Management Board of Asseco Poland S.A. **Paweł Piwowar** for the performance of his duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

*

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A. (Vice President of the Management Board)

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, among others, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's governing bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge is for the period from January 1, 2022 until December 31, 2022, during which time Mr. Paweł Piwowar served as the Vice President of the Company's Management Board.

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

RESOLUTION NO. 13
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association acknowledges the fulfilment of duties by Vice President of the Management Board of Asseco Poland S.A. **Zbigniew Pomianek** for the performance of his duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

*

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A. (Vice President of the Management Board)

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, among others, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's governing bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge is for the period from January 1, 2022 until December 31, 2022, during which time Mr. Zbigniew Pomianek served as the Vice President of the Management Board of the Company.

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

RESOLUTION NO. 14
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association acknowledges the fulfilment of duties by Vice President of the Management Board of Asseco Poland S.A. **Karolina Rzońca-Bajorek** for performance of her duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

*

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A. (Vice President of the Management Board)

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, among others, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's governing bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge is for the period from January 1, 2022 until December 31, 2022, during which time Ms. Karolina Rzońca-Bajorek served as the Vice President of the Management Board.

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

RESOLUTION NO. 15
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association acknowledges the fulfilment of duties by Vice President of the Management Board of Asseco Poland S.A. **Sławomir Szmytkowski** for performance of his duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

*

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A. (Vice President of the Management Board)

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, among others, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's governing bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge is for the period from January 1, 2022 until December 31, 2022, during which time Mr. Sławomir Szmytkowski served as the Vice President of the Management Board of the Company.

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

RESOLUTION NO. 16
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association acknowledges the fulfilment of duties by Vice President of the Management Board of Asseco Poland S.A. **Artur Wiza** for the performance of his duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

*

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A. (Vice President of the Management Board)

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, among others, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's governing bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge is for the period from January 1, 2022 until December 31, 2022, during which time Mr. Artur Wiza served as the Vice President of the Management Board of the Company.

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

RESOLUTION No. 17
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association acknowledges the fulfilment of duties by Vice President of the Management Board of Asseco Poland S.A. **Gabriela Żukowicz** on the performance of her duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

*

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A. (Vice President of the Management Board)

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, among others, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's governing bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge is for the period from January 1, 2022 until December 31, 2022, during which time Ms. Gabriela Żukowicz served as the Vice President of the Management Board of the Company.

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

RESOLUTION No. 18
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Chairman of the Supervisory Board of Asseco Poland S.A. **Jacek Duch** for the performance of his duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

*

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Asseco Poland S.A. (Chairman of the Supervisory Board)

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's bodies for the discharge of their duties.

The discharge is for the period from January 1, 2022 until December 31, 2022, during which time Mr. Jacek Duch served as the Chairman of the Company's Supervisory Board.

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

RESOLUTION No. 19
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association, acknowledges the fulfilment of duties by Vice Chairman of the Supervisory Board of Asseco Poland S.A. **Adam Noga** for the performance of his duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

*

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Asseco Poland S.A. (Vice Chairman of the Supervisory Board)

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's bodies for the discharge of their duties.

The discharge is for the period from January 1, 2022 until December 31, 2022, during which time Mr. Adam Noga served as the Vice Chairman of the Supervisory Board of the Company.

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

RESOLUTION NO. 20
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of Asseco Poland S.A. **Izabela Albrycht** for performance of her duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

*

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Asseco Poland S.A.

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's bodies for the discharge of their duties.

The discharge is for the period from January 1, 2022 to December 31, 2022, during which time Ms. Izabela Albrycht served as the Member of the Company's Supervisory Board.

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

RESOLUTION No. 21
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of Asseco Poland S.A. **Piotr Augustyniak** for performance of his duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Asseco Poland S.A.

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's bodies for the discharge of their duties.

The discharge is for the period from January 1, 2022 until December 31, 2022, during which time Mr. Piotr Augustyniak was the Member of the Supervisory Board.

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

RESOLUTION NO. 22
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of Asseco Poland S.A. **Dariusz Brzeski** for performance of his duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

*

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Asseco Poland S.A.

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's bodies for the discharge of their duties.

The discharge is for the period from January 1, 2022 until December 31, 2022, during which time Mr. Dariusz Brzeski was the Member of the Supervisory Board.

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

RESOLUTION NO. 23
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of Asseco Poland S.A. **Artur Gabor** for performance of his duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Asseco Poland S.A.

to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's bodies for the discharge of their duties.

The discharge is for the period from January 1, 2022 until December 31, 2022, during which time Mr. Artur Gabor served as the Member of the Company's Supervisory Board.

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

RESOLUTION No. 24
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of Asseco Poland S.A. **Piotr Maciąg** for performance of his duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Asseco Poland S.A.

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's bodies for the discharge of their duties.

The discharge is for the period from January 1, 2022 until December 31, 2022, during which time Mr. Piotr Maciąg served as the Member of the Company's Supervisory Board.

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

RESOLUTION No. 25
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of Asseco Poland S.A. **Tobias Solorz** for performance of his duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Asseco Poland S.A.

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's bodies for the discharge of their duties.

The discharge is for the period from October 5, 2022 until December 31, 2022, during which time Mr. Tobias Solorz served as the Member of the Company's Supervisory Board.

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

RESOLUTION No. 26
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: acknowledgement of the fulfilment of duties by 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 and pursuant to §12 section 4 item 3 of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of Asseco Poland S.A. **Piotr Żak** for performance of his duties in the 2022 fiscal year.

§2

The resolution comes into force upon its adoption.

Justification of the draft resolution on acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Asseco Poland S.A.

According to Art. 393 item 1 of the Commercial Companies Code in connection with §12 section 4 item 3 of the Company's Articles of Association, a resolution of the General Meeting is required to grant a vote of approval to members of the Company's bodies for the discharge of their duties.

According to Art. 395 § 2 item 3 of the Commercial Companies Code, the subject of the general meeting should be granting a vote of approval to members of the company's bodies for the discharge of their duties.

The discharge is for the period from January 1, 2022 until December 31, 2022, during which time Mr. Piotr Żak served as the Member of the Company's Supervisory Board.

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

RESOLUTION No. 27
of the General Meeting
of Asseco Poland S.A.
of May 30, 2023

on: distribution of the net profit generated by Asseco Poland S.A. in the 2022 fiscal year and the payment of a dividend

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów (hereinafter referred to as the "Company"), acting pursuant to the provisions of art. 395 §2 item 2, art. 348 §3, §4 and §5 of the Commercial Companies Code and pursuant to §12 section 4 item 2 of the Company's Articles of Association, resolves that:

1. The net profit earned in the 2022 fiscal year in the amount of **PLN 340 565 674.41** (in words: three hundred and forty million five hundred and sixty five thousand six hundred and seventy four zlotys 41/100) shall be distributed as follows:
 - a) to allocate a portion of the net profit for the 2022 fiscal year in the amount of **PLN 290 501 060.50** (in words: two hundred and ninety million five hundred and one thousand sixty zlotys 50/100) for distribution to the Shareholders, i.e. to pay out a dividend of **PLN 3.50** per share,
 - b) the remaining part of the net profit for the 2022 fiscal year in the amount of **PLN 50 064 613.91** (in words: fifty million sixty four thousand six hundred and thirteen zlotys 91/100) to be allocated to supplementary capital.
2. The record date is set for **June 19, 2023** and the dividend payment date for **June 28, 2023**.

§2

The resolution comes into force upon its adoption.

Justification of the draft resolution on distribution of the net profit generated by Asseco Poland S.A. in the 2022 fiscal year and the payment of a dividend

According to Art. 395 § 2 item 2 of the Commercial Companies Code in connection with §12 section 4 item 2, the subject matter of the General meeting should be the adoption of a resolution on profit distribution or loss coverage.

According to Art. 396 § 1 of the Commercial Companies Code to cover the loss, supplementary capital should be created, to which at least 8% of the profit for a given fiscal year is transferred, until this capital reaches at least one third of the share capital.

The proposed dividend payment of PLN 290 501 060.50 in total amounts to PLN 3.50 per share. The dividend payout ratio will be 85.30% of the Company's standalone net profit. The proposed dividend is consistent with the Company's Dividend Policy.

In proposing the dividend, the Management Board considered, among other things:

- financial results realized by the Company in 2022,*
- investment needs resulting from the Company's current and planned activities,*

- the Company's liquidity needs, which will depend on the current market conditions, the amount of liabilities arising from current operations and debt service as well as optimization of the Company's financing structure.

There are no circumstances indicated in Rule 4.14 of the Code of the Best Practices for WSE Listed Companies 2021

According to Art. 348 § 3 of the Commercial Companies Code, the record date in a public company and a company that is not a public company, whose shares are registered in a securities depository, is set by the General Meeting.

According to Art. 348 § 4 of the Commercial Companies Code, the General Meeting sets the record date as a date falling not earlier than five days and not later than three months from the date of adoption of the resolution on profit distribution. If a resolution of the General Meeting does not specify a record date, the record date shall be the day falling five days after the date of the resolution on profit distribution.

According to Art. 348 § 5 of the Commercial Companies Code, the dividend shall be paid on the date specified in the resolution of the general meeting, and if the resolution of the general meeting does not specify the date of payment, the dividend shall be paid on the date specified by the supervisory board. The dividend payment date is set within three months from the record date. If neither the general meeting nor the supervisory board determines a dividend payment date, the dividend payment shall be made immediately after the record date.

In addition, in accordance with § 121 section 2 of the Detailed Rules of Operation of the National Depository for Securities, the dividend payment date may fall, at the earliest, on the 3rd day from the date of determination of the rights thereto. In accordance with § 9 section 1 of the National Depository for Securities Regulations, the deadlines set out in days shall exclude days that are statutory holidays and Saturdays.

The record date and the dividend payment date have been indicated in compliance with the aforementioned principles.

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

RESOLUTION NO. 28
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: giving an opinion on the report on remuneration payable to the Members of the Management Board and the Supervisory Board of Asseco Poland S.A. for 2022

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting pursuant to art. 90g section 6 of the Act of July 29, 2005 on public offering, conditions governing the introduction of financial instruments to organized trading, and on public companies, hereby gives a positive opinion *on the Report on remuneration payable to the Members of the Management Board and the Supervisory Board of Asseco Poland S.A. for the year 2022* - as set forth in the Appendix to this Resolution.

§2

The resolution comes into force upon its adoption.

Justification of the draft resolution on issuing an opinion on the report on remuneration payable to Members of the Management Board and the Supervisory Board of Asseco Poland S.A. for 2022

According to Art. 395 § 2¹ of the Commercial Companies Code, in companies referred to in art. 90c section 1 of the Act of July 29, 2005 on public offering and the conditions for introducing financial instruments to the organized trading system and on public companies, the subject of the General Meeting should also be the adoption of the resolution referred to in art. 90g section 6 of this Act, or to conduct the discussion referred to in Art. 90g section 7 of that Act.

According to Art. 90g section 6 of the Act of July 29, 2005 on public offering and the conditions for introducing financial instruments to the organized trading system and on public companies, the general meeting adopts a resolution issuing an opinion on the remuneration report that the supervisory board is obliged to prepare. The resolution is advisory in nature.

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

RESOLUTION No. 29
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: adoption of the amended Remuneration Policy for the Members of the Management Board and the Supervisory Board of Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów (hereinafter "the Company"), acting on the basis of art. 393 of the Polish Commercial Companies Code and § 12 of the Company's Articles of Association as well as in conjunction with art. 90d section 1 of the Law of July 29, 2005 on public offering, conditions governing the introduction of financial instruments to organized trading, and on public companies, hereby resolves to adopt the amended Remuneration Policy for the Members of the Management Board and the Supervisory Board of Asseco Poland S.A. - in the wording specified in the Appendix to this Resolution.

(2) Resolution No. 27 of the General Meeting of May 27, 2020 on the adoption of the Remuneration Policy for the Members of the Management Board and the Supervisory Board shall cease to be effective.

§2

The resolution comes into force upon adoption, effective January 1, 2023.

*

Justification to the draft resolution on adopting the amended Policy on Remuneration of the Members of the Management Board and the Supervisory Board of Asseco Poland S.A.

Pursuant to Article 393 of the Commercial Companies Code and § 12 of the Company's Articles of Association, in conjunction with Article 90d section 1 and Article 90e section 4 of the Act of July 29, 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies (the Act), the General Meeting is required to adopt a remuneration policy, and a significant change in the remuneration policy requires a Resolution pursuant to Article 90e section 4 of the Act.

Due the fact that certain provisions of the Remuneration Policy for the Members of the Management Board and Supervisory Board adopted by Resolution No. 27 of the Annual General Meeting of May 27, 2020 have become outdated, the Management Board presents a draft of this resolution for consideration by the Annual General Meeting.

*

RESOLUTION No. 30
of the General Meeting
of Asseco Poland S.A.
dated May 30, 2023

on: amendment of the principles for remuneration of the Members of the Supervisory Board of
Asseco Poland S.A.

§1

The General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów (hereinafter "the Company"), acting on the basis of § 12 section 4 item 10 of the Articles of Association of Asseco Poland S.A. hereby resolves that:

(1) Each Member of the Supervisory Board of the Company shall be entitled to remuneration for the performance of his/her duties as a Member of the Supervisory Board.

(2) The following monthly amounts of remuneration for members of the Supervisory Board of the Company shall be established:

- (a) Chairman of the Supervisory Board - remuneration in the gross amount of PLN 19,000 (in words: nineteen thousand zlotys) per month;
- (b) Vice Chairman of the Supervisory Board - remuneration in the gross amount of PLN 14,500 (fourteen thousand five hundred zlotys) per month;
- (c) Other members of the Supervisory Board - remuneration in the gross amount of PLN 11,000 (in words: eleven thousand zlotys) per month.

3. An additional monthly gross remuneration of PLN 3,000 (in words: three thousand zlotys) shall be established for each Member of the Supervisory Board of Asseco serving as a Member of the Audit Committee of the Company's Supervisory Board.

(4) Resolution No. 28 of the Annual General Meeting of April 25, 2018 shall cease to be effective.

§2

The resolution takes effect on June 1, 2023.

*

Justification of the draft resolution on changing the principles for remuneration of the Members of the Supervisory Board of Asseco Poland S.A.

The Members of the Supervisory Board of Asseco Poland S.A. shall receive remuneration determined in accordance with art. 392 § 1 of the Commercial Companies Code in conjunction with § 12 section 4 item 10 of the Company's Articles of Association. In accordance with item 6.1 of the Best Practices of Listed Companies 2021 (DPSN), the remuneration of Supervisory Board Members should be sufficient to attract, retain and motivate persons with the competence necessary for proper supervision of the Supervisory Board. The amount of remuneration should be appropriate to the tasks and duties performed by the individuals and the related responsibility. In addition, in accordance with Section 6.4, the remuneration of members of the

Supervisory Board does not depend on the number of meetings held; moreover, the remuneration of audit committee members takes into account the additional workload associated with the committee's work.

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