

**THE MANAGEMENT BOARD ANNOUNCEMENT OF THE CONVENING  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**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 and with regard to § 38 items 1 and 2 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), hereby convenes the Ordinary General Meeting of Shareholders (the "**General Meeting**") to be held on **25 April 2012** at 12:00 noon at the Marriott Hotel in Warsaw, 65/79 Jerozolimskie Av.

**II DETAILED AGENDA FOR THE GENERAL MEETING**

The agenda of the Ordinary General Meeting of Shareholders includes:

1. Opening of the General Meeting and election of the Chairman.
2. Determining whether the General Meeting was properly convened and whether it is able to pass resolutions, and election of the Returning Committee.
3. Adoption of the agenda for the General Meeting.
4. Consideration of the Management's report on business operations of Asseco Poland S.A. in the financial year 2011.
5. Consideration of the separate financial statements of Asseco Poland S.A. for the financial year 2011.
6. Getting familiar with the certified auditor's opinion and report from their audit of the separate financial statements of Asseco Poland S.A. for the financial year 2011.
7. Consideration of the Statement of the Management Board of Asseco Poland S.A. on business operations conducted by Asseco Systems S.A. in the period from 1 January to 3 January 2011.
8. Consideration of the Statement of the Management Board of Asseco Poland S.A. on business operations conducted by Alatus Sp. z o.o. in the period from 1 January to 3 January 2011.
9. Getting familiar with the Supervisory Board's report on the activities of the Supervisory Board of Asseco Poland S.A. in the financial year 2011 and assessment of the Company's standing, as well as with the Supervisory Board's assessments of: the Management Board reports on business operations of the Company and Group of Asseco Poland S.A. in the financial year 2011, the financial statements of the Company and Group of Asseco Poland S.A. for the financial year 2011, the Management Board proposal for the distribution of profit for the financial year 2011, the Statement of the Management Board of Asseco Poland S.A. on business operations of Asseco Systems S.A. in the period from 1 January to 3 January 2011,

- and the Statement of the Management Board of Asseco Poland S.A. on business operations of Alatus Sp. z o.o. in the period from 1 January to 3 January 2011.
10. Adoption of resolutions on approval of the report of the Management Board of Asseco Poland S.A. on the Company's business operations and on approval of the Company's separate financial statements for the financial year 2011.
  11. Adoption of a resolution on acceptance of the Statement of the Management Board of Asseco Poland S.A. on business operations of Asseco Systems S.A. in the period from 1 January to 3 January 2011.
  12. Adoption of a resolution on acceptance of the Statement of the Management Board of Asseco Poland S.A. on business operations of Alatus Sp. z o.o. in the period from 1 January to 3 January 2011.
  13. Consideration of the Management's report on business operations of the Asseco Poland Group as well as of the consolidated financial statements of the Asseco Poland Group for the financial year 2011.
  14. Getting familiar with the certified auditor's opinion and report from their audit of the consolidated financial statements of the Asseco Poland Group for the financial year 2011.
  15. Adoption of a resolution on approval of the consolidated financial statements of the Asseco Poland Group for the financial year 2011 as well as on approval of the report on business operations of the Asseco Poland Group in the financial year 2011.
  16. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Management Board of Asseco Poland S.A. during the financial year 2011.
  17. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Supervisory Board of Asseco Poland S.A. during the financial year 2011.
  18. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Management Board of Asseco Systems S.A. in the period from 1 January 2011 to 3 January 2011.
  19. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Supervisory Board of Asseco Systems S.A. in the period from 1 January 2011 to 3 January 2011.
  20. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Management Board of Alatus Sp. z o.o. in the period from 1 January 2011 to 3 January 2011.
  21. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Supervisory Board of Alatus Sp. z o.o. in the period from 1 January 2011 to 3 January 2011.
  22. Adoption of a resolution on distribution of the net profit generated by Asseco Poland S.A. for the financial year 2011 and payment of a dividend.
  23. Adoption of a resolution on increasing the Company's share capital through the issuance of series K shares, exclusion of pre-emptive rights, and amendment of the Company's Articles of Association.

24. Adoption of a resolution on changing the principles for remuneration payable to Members of the Supervisory Board of Asseco Poland S.A.
25. Closure of the General Meeting.

The Management Board discloses in public the proposed amendments of the Company's Articles of Association:

Existing reading of § 6 sections 1–3 of the Articles of Association:

*"1. The Company's share capital amounts to PLN 77,565,530 (seventy-seven million five hundred and sixty-five thousand five hundred and thirty zlotys).*

*2. The Company's share capital is divided into 77,565,530 (seventy-seven million five hundred and sixty-five thousand five hundred and thirty) shares with a par value of PLN 1 (one zloty) each.*

*3. The Company's shares are divided into series designated with consecutive alphabet letters as follows:*

- (1) 15,863,262 shares of series A,*
- (2) 3,210,000 shares of series B,*
- (3) 17,735,815 shares of series C,*
- (4) 30,276 shares of series R,*
- (5) 295,000 shares of series D,*
- (6) 4,644,580 shares of series E,*
- (7) 19,846,081 shares of series F,*
- (8) 356,515 shares of series G,*
- (9) 6,272,550 shares of series H,*
- (10) 3,878,277 shares of series I,*
- (11) 5,433,174 shares of series J."*

shall be replaced by the following:

*"1. The Company's share capital amounts to PLN 83,245,530 (eighty-three million two hundred and forty-five thousand five hundred and thirty zlotys).*

*2. The Company's share capital is divided into 83,245,530 (eighty-three million two hundred and forty-five thousand five hundred and thirty) shares with a par value of PLN 1 (one zloty) each.*

*3. The Company's shares are divided into series designated with consecutive alphabet letters as follows:*

- (1) 15,863,262 shares of series A,*
- (2) 3,210,000 shares of series B,*
- (3) 17,735,815 shares of series C,*
- (4) 30,276 shares of series R,*
- (5) 295,000 shares of series D,*
- (6) 4,644,580 shares of series E,*
- (7) 19,846,081 shares of series F,*
- (8) 356,515 shares of series G,*
- (9) 6,272,550 shares of series H,*
- (10) 3,878,277 shares of series I,*
- (11) 5,433,174 shares of series J,*
- (12) from 5,680,000 up to 6,095,238 shares of series K."*

### **III PERSONS ELIGIBLE TO PARTICIPATE IN THE ORDINARY GENERAL MEETING**

The Management Board informs that, pursuant to art. 406<sup>1</sup> of the Polish Commercial Companies Code, the only persons eligible to participate in the General Meeting will be holders of the Company's shares at 16 days before the General Meeting date, i.e. on 9 April 2012 (the date of registration of participation in the General Meeting, hereinafter the "Record Date"), on condition they request the entities that keep their securities accounts to issue depositary receipts conforming their right to participate in the General Meeting. Such a request may only be submitted after the announcement of the convening of the Ordinary General Meeting (i.e. not earlier than on 30 March 2012) and not later than on the first business day following the Record Date (i.e. not later than on 10 April 2012).

The list of shareholders entitled to participate in the Ordinary General Meeting will be prepared on the basis of a record provided by the entity running the depository for securities (the National Depository for Securities) and displayed at the Company's seat, address: 14 Olchowa St., 35-322 Rzeszów, from 8 a.m. till 4 p.m. during three business days before the Ordinary General Meeting is held, i.e. on the days of 20, 23 and 24 April 2012. Each shareholder may request the Company to send them such list of shareholders free of charge, by e-mail to the indicated address. Such a request may be submitted by sending an e-mail to the following address: [wz@asseco.pl](mailto:wz@asseco.pl).

### **IV DOCUMENTS AND INFORMATION CONCERNING THE ORDINARY GENERAL MEETING**

Pursuant to the requirement set forth in art. 402<sup>3</sup> of the Polish Commercial Companies Code, as of 29 March 2012 (inclusive) till 25 April 2012 (inclusive) the following documents will be made available on the Company's corporate website [www.asseco.pl](http://www.asseco.pl), in the section Investor Relations / Legal Environment / General Meeting of Shareholders:

- 1) Announcement of the convening of the Ordinary General Meeting of Shareholders;
- 2) Information on the total number of shares in the Company as well as on the number of votes carried by those shares on the announcement date;
- 3) Draft resolutions along with appendixes;
- 4) Documents to be presented to the Ordinary General Meeting of Shareholders including:
  - a. Separate and consolidated financial statements and the reports on business operations of Asseco Poland S.A. and the Asseco Poland Group for the year 2011, accompanied by opinions and reports of certified auditors;
  - b. Statement of the Management Board of Asseco Poland S.A. on business operations conducted by Asseco Systems S.A. in the period from 1 January to 3 January 2011;
  - c. Statement of the Management Board of Asseco Poland S.A. on business operations conducted by Alatus Sp. z o.o. in the period from 1 January to 3 January 2011;
  - d. Supervisory Board's Report on the activities of the Supervisory Board in the financial year 2011, as well as the Supervisory Board's Report on the assessment of the Management Board reports on business operations of the Company and

Group of Asseco Poland S.A. in the financial year 2011, the financial statements of the Company and Group of Asseco Poland S.A. for the financial year 2011, the Management Board's proposal for the distribution of profit for the financial year 2011, the Statement of the Management Board of Asseco Poland S.A. on business operations of Asseco Systems S.A. and Alatus Sp. z o.o. in the period from 1 January to 3 January 2011, prepared in order to be submitted to the General Meeting of Shareholders.

- 5) Document forms enabling the exercise of voting rights by a proxy; and
- 6) Bylaws of the Company's General Meeting of Shareholders.

Any other information as may be needed on the Ordinary General Meeting of Shareholders will be provided in the Company's website.

Persons entitled to participate in the Ordinary General Meeting may receive the complete set of documents from the Management Office, at the Company's registered seat at 14 Olchowa St., 35-322 Rzeszów, on business days as of 29 March 2012 till 25 April 2012, from 8 a.m. till 4 p.m.

## **V PROCEDURES FOR PARTICIPATION AND EXERCISE OF VOTING RIGHTS**

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

Should any of the below mentioned procedures require submitting any notifications, proposals, requests or statements regarding the Ordinary General Meeting by electronic means to the Company or to the Company's Management Board, it should be taken into account that:

- 1) such communications should be sent to the following e-mail address: [wz@asseco.pl](mailto:wz@asseco.pl);
- 2) such communications should be submitted within the deadlines determined in the relevant procedure; whereas, the time of submission shall be deemed as the moment of entering a message into electronic means in such a way as to enable a person acting on behalf of the Company to get familiar with the message within the working hours of the Management Office, i.e. on business days from 8 a.m. till 4 p.m.;
- 3) the Company shall have no responsibility for the effects of impossibility to use electronic means to communicate with the Company or for non-delivery of any correspondence sent to the Company in electronic form, if the above was caused by reasons beyond the Company's control.

### **V.2. Right to demand putting certain issues on the General Meeting agenda**

According to art. 401 § 1 of the Polish Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of the Company's share capital may request including certain issues in the agenda for the next General Meeting. Such a request should include relevant justification or a draft resolution on the proposed item of the agenda. Any such request must be notified to the Management Board at least twenty-one days before the General Meeting is held. Furthermore, the request must be accompanied by documents (e.g. a depositary receipt or certificate) 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. The request should indicate the address for

correspondence with the petitioners. The request, its form and manner of submission shall comply with the provisions of law and the requirements specified in this announcement.

A request made in writing shall be sent to the Company's Management Office, address: 14 Olchowa St., 35-322 Rzeszów. Please bear in mind that in order to meet the above-mentioned deadline for submitting a request, such request must be delivered to the Management Board within the deadline. Hence, it is not sufficient just to mail the request within the deadline. Such request may be also sent by e-mail to the address [wz@asseco.pl](mailto:wz@asseco.pl).

If the submitted request satisfies the above-mentioned requirements, the Management Board shall announce changes in the meeting agenda corresponding to that request. Such changes shall be announced not later than eighteen days before the established date of the General Meeting. The relevant announcement shall be made in the manner appropriate for the convening of the General Meeting.

If the submitted request fails to satisfy the above-mentioned requirements, the Company, within three business days of receiving that request, shall inform the petitioners accordingly and indicate the deficiencies resulting in rejection of the request. A duly supplemented request may be resubmitted provided the above-mentioned submission deadline 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 such agenda before the date of the General Meeting**

Before the date of the General Meeting a shareholder or shareholders representing at least one-twentieth of the Company's share capital may submit to the Company, in writing or using means of electronic communication, proposed draft resolutions on the issues included in the meeting agenda or on the issues to be included in the meeting agenda. Such proposal should be submitted to the Company at the latest on the day preceding the date of the General Meeting.

Furthermore, the proposed draft resolutions must be accompanied by documents (e.g. a depositary receipt or certificate) confirming beyond any doubt that at the date of submitting the proposal the petitioners are shareholders representing at least one-twentieth of the Company's share capital. The proposal should indicate the address for correspondence with the petitioners.

A proposal made in writing shall be sent to the Company's Management Office, address: 14 Olchowa St., 35-322 Rzeszów. Please bear in mind that in order to meet the above-mentioned deadline for submitting proposed draft resolutions, such proposal must be delivered to the Management Board within the deadline. Hence, it is not sufficient just to mail the proposal within the deadline. Such proposal may be also sent by e-mail to the address [wz@asseco.pl](mailto:wz@asseco.pl). The proposal, attached documents and the manner of their submission as well as the form of the proposed draft resolutions shall comply with the provisions of law and the requirements specified in this announcement. If the proposal containing draft resolutions is submitted in compliance with the above-mentioned requirements, the draft resolutions shall be immediately announced on the Company's website. If the proposal containing draft resolutions fails to satisfy the above-mentioned requirements, the Company, within three business days of receiving that proposal (however, not later than on the day preceding the date of the General Meeting), shall inform the petitioners accordingly and indicate the deficiencies resulting in rejection of the draft resolutions.



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

Each shareholder may, during the course of the General Meeting, propose draft resolutions concerning the issues included in the meeting agenda. Participants are required to inform the meeting Chairman about their intention of proposing draft resolutions and to submit such draft resolutions in writing to the Chairman, at the latest after the General Meeting passes a resolution on adopting the meeting agenda.

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

According to art. 412-412<sup>2</sup> of the Polish Commercial Companies Code, shareholders may participate in the General Meeting and exercise their voting rights personally or by a proxy. A proxy shall execute all the shareholder rights at the General Meeting, unless their power of proxy states otherwise. A proxy may also grant a further power of proxy if doing so is allowed by their power of proxy. A proxy may represent more than one shareholder and vote differently using shares of each of the represented shareholders. A shareholder who holds shares in multiple securities accounts may appoint separate proxies to exercise the rights from shares recorded in each of those accounts. In the specific event where the proxy at the General Meeting is a member of the Management Board, member of the Supervisory Board, or an employee of the Company, or a member of the governing bodies or an employee of the Company's subsidiary, the following principles shall apply:

1. the power of proxy may authorize to provide representation at one general meeting only;
2. the proxy is obliged to disclose to the shareholder any circumstances that cause or may cause a conflict of interests;
3. granting of a further power of proxy is precluded;
4. the proxy should vote in accordance with the instructions given by the shareholder.

A power of proxy to participate at the Company's General Meeting and to exercise voting rights should be made in writing or in electronic form. If a power of proxy is granted in electronic form, the principal shall notify the Company accordingly. Such notification shall be submitted to the Company allowing the time for identification of the principal and his designated proxy and in any case not later than on the day preceding the date of the General Meeting.

Such notification may be made in writing or in electronic form. A notification made in writing shall be sent to the Company's Management Office, address: 14 Olchowa St., 35-322 Rzeszów. Please bear in mind that in order to meet the above-mentioned deadline for submitting a notification, such notification must be delivered to the Management Board within the deadline. Hence, it is not sufficient just to mail the notification within the deadline. A notification made in electronic form may be sent to the Company by e-mail to the following address: [wz@asseco.pl](mailto:wz@asseco.pl).

Such notification shall include:

1. first name and surname or corporate name of the principal, and first names and surnames of the persons authorized to grant a power of proxy on the principal's behalf;
2. type and number of the identity document as well as the principal's personal identification number (PESEL) in case of natural persons, or company registration number (KRS) in case of legal persons entered in the register of entrepreneurs;
3. first name and surname of the proxy, as well as the proxy's personal identification number (PESEL) and identity card number;
4. place of residence (corporate seat) of both the principal and the proxy;
5. phone number and e-mail address enabling continuing contact with the principal;
6. date of granting the power of proxy;
7. indication of the General Meeting the power of proxy is granted for;
8. scope of the power of proxy, and in particular any limitations of the power of proxy as well as indication whether the proxy may designate further proxies;
9. indication whether the power of proxy is revocable.

Such notification shall be submitted to the Company allowing the time for identification of the principal and his designated proxy and in any case not later than on the day preceding the date of the General Meeting.

If the notification is submitted in compliance with the above-mentioned requirements, the Company shall immediately confirm to the principal the fact of being notified.

If the submitted notification fails to satisfy the above-mentioned requirements, the Company shall immediately inform the principal accordingly and indicate the deficiencies of such notification.

Failure to provide such notification or submitting a notification in violation of the above-mentioned requirements will be taken into account when determining whether a proxy is legally authorized to represent the principal at the General Meeting. As a result a given person may, in particular, be not allowed to participate or be precluded from participation in the General Meeting. Every participant, inclusive of a proxy, is required to sign in the list of attendance immediately after coming to the venue of the General Meeting. Before signing in the list of attendance, participants are obliged 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 undoubtedly their legal 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 into the record a print-out of his/her power of proxy or to send such power of proxy to the Company by e-mail to the following address: [wz@asseco.pl](mailto:wz@asseco.pl).

Document forms that may be used by shareholders to vote by a proxy have been made available on the Company's website [www.asseco.pl](http://www.asseco.pl) in the section Investor Relations / Legal Environment / General Meeting of Shareholders.

Nevertheless, the Company's shareholders are not required to use those forms.



The above principles are also applicable for granting a further power of proxy as well as for revoking a power of proxy.

**V.6. It is not admissible to participate in the General Meeting via means of electronic communication**

**V.7. It is not admissible to exercise voting rights via correspondence or means of electronic communication**

**V.8. Registration of the presence at the General Meeting**

Persons entitled to participate in the General Meeting are requested to register their presence and collect voting cards directly in front of the meeting hall, half an hour before the General Meeting is commenced.

***Other Information***

Information concerning the General Meeting will be made available on the Company's website [www.asseco.pl](http://www.asseco.pl).

Concurrently, the Management Board informs that all the matters not addressed in this announcement shall be governed by the provisions of the Polish Commercial Companies Code, the Company's Articles of Association as well as by the Bylaws of the General Meeting of Shareholders; hence, the Company's shareholders are requested to familiarize themselves with the above-mentioned regulations.

In case of any questions or doubt concerning the participation in the General Meeting, please contact Mrs. Gabriela Żukowicz at the phone number +48 17 888 54 18 or e-mail address [biuro.zarzadu@asseco.pl](mailto:biuro.zarzadu@asseco.pl).