

**Resolutions passed by the Ordinary General Meeting of Shareholders
of Asseco Poland S.A. on 25 April 2012**

**RESOLUTION No. 1
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.**

on election of Chairman of the General Meeting

The Ordinary General Meeting of Shareholders hereby elects Mr. Andrzej Gerlach as Chairman of the General Meeting.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880*
- number of votes "against": 0*
- number of votes "withheld": 0*

**RESOLUTION No. 2
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.**

on election of the Returning Committee

The Ordinary General Meeting of Shareholders hereby elects the Returning Committee in the following composition:

- Ewelina Eljaszuk – Chairwoman of the Returning Committee,
- Justyna Sowińska – Member of the Returning Committee,
- Krzysztof Wnęk – Member of the Returning Committee.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880*
- number of votes "against": 0*
- number of votes "withheld": 0*

RESOLUTION No. 3
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on adoption of the agenda for the Ordinary General Meeting of Shareholders

The Ordinary General Meeting of Shareholders hereby adopts the following agenda:

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 activities of the Supervisory Board of Asseco Poland S.A. in the financial year 2011 and assessment of the Company's position, as well as with the Supervisory Board's Report on assessment of the Management Board reports on business operations of the Asseco Poland Company and Group in the financial year 2011, the financial statements of the Asseco Poland Company and Group 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. 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.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

<i>The total number of votes cast:</i>	<i>41,626,880 of which:</i>
<i>- number of votes "for":</i>	<i>41,626,880</i>
<i>- number of votes "against":</i>	<i>0</i>
<i>- number of votes "withheld":</i>	<i>0</i>

RESOLUTION No. 4
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on approval of the report of the Management Board of Asseco Poland S.A. on the Company's business operations in the financial year 2011

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 1) of the Polish Commercial Companies Code as well as pursuant to § 12 sect. 4 item 1) of the Company's Articles of Association, after due consideration hereby approves the report of the Management Board of Asseco Poland S.A. on the Company's business operations in the financial year 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 5
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on approval of the separate financial statements of Asseco Poland S.A. for the financial year 2011

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 1) of the Polish Commercial Companies Code as well as pursuant to § 12 sect. 4 item 1) of the Company's Articles of Association, after due consideration hereby approves the separate financial statements of Asseco Poland S.A., including the introduction, balance sheet, profit and loss account, statement of changes in equity, statement of cash flows, and supplementary information for the financial year 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 6
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

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 2011 to 3 January 2011

1. Whereas on 3 January 2011 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźstrowia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland S.A. and Asseco Systems S.A. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Asseco Systems S.A. to Asseco Poland S.A., and because as a result of that merger Asseco Poland S.A. assumed all the rights and obligations of Asseco Systems S.A.; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 1) of the Polish Commercial Companies Code as well as pursuant to § 12 sect. 4 item 1) of the Company's Articles of Association, after due consideration hereby accepts 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 2011 to 3 January 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 7
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

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 2011 to 3 January 2011

1. Whereas on 3 January 2011 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźstrowia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland S.A. and Alatus Sp. z o.o. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Alatus Sp. z o.o. to Asseco Poland S.A., and because as a result of that merger Asseco Poland S.A. assumed all the rights and obligations of Alatus Sp. z o.o.; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 1) of the Polish Commercial Companies Code as well as pursuant to § 12 sect. 4 item 1) of the Company's Articles of Association, after due consideration hereby accepts 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 2011 to 3 January 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 8
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

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

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 5 and art. 395 § 2 item 1) of the Polish Commercial Companies Code, after due consideration hereby approves the consolidated financial statements of the Asseco Poland Group for the financial year 2011 as well as the report on business operations of the Asseco Poland Group in the financial year 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 9
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 3) of the Polish Commercial Companies Code as well as 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., namely Adam Góral, in the financial year 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 33,543,880 shares representing 43.24% of the Company's share capital.

The total number of votes cast: 33,543,880 of which:

- number of votes "for": 33,543,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 10
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 3) of the Polish Commercial Companies Code as well as 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., namely Zbigniew Pomianek, in the financial year 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 11
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.
of 28 April 2011

on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 3) of the Polish Commercial Companies Code as well as 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., namely Przemysław Borzestowski, in the financial year 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

<i>The total number of votes cast:</i>	<i>41,626,880 of which:</i>
<i>- number of votes "for":</i>	<i>41,626,880</i>
<i>- number of votes "against":</i>	<i>0</i>
<i>- number of votes "withheld":</i>	<i>0</i>

RESOLUTION No. 12
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 3) of the Polish Commercial Companies Code as well as 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., namely Marek Panek, in the financial year 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

<i>The total number of votes cast:</i>	<i>41,626,880 of which:</i>
<i>- number of votes "for":</i>	<i>41,626,880</i>
<i>- number of votes "against":</i>	<i>0</i>
<i>- number of votes "withheld":</i>	<i>0</i>

RESOLUTION No. 13
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 3) of the Polish Commercial Companies Code as well as 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., namely Przemysław Sęczkowski, in the financial year 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 14
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 3) of the Polish Commercial Companies Code as well as 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., namely Robert Smułkowski, in the financial year 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 15
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 3) of the Polish Commercial Companies Code as well as 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., namely Włodzimierz Serwiński, in the financial year 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 16
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 3) of the Polish Commercial Companies Code as well as 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., namely Tadeusz Dyrka, in the financial year 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 17
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 3) of the Polish Commercial Companies Code as well as 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., namely Renata Bojdo, in the financial year 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 18
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 3) of the Polish Commercial Companies Code as well as 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., namely Paweł Piwowar, in the financial year 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 19
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 3) of the Polish Commercial Companies Code as well as 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., namely Wojciech Woźniak, in the financial year 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 20
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

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

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 3) of the Polish Commercial Companies Code as well as 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., namely Jacek Duch, in the financial year 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 21
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

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

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 3) of the Polish Commercial Companies Code as well as pursuant to § 12 section 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Vice Chairman of the Supervisory Board of Asseco Poland S.A., namely Adam Noga, in the financial year 2011.
2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

<i>- number of votes "for":</i>	<i>41,626,880</i>
<i>- number of votes "against":</i>	<i>0</i>
<i>- number of votes "withheld":</i>	<i>0</i>

RESOLUTION No. 22
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

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

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 3) of the Polish Commercial Companies Code as well as 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., namely Antoni Magdoń, in the financial year 2011.
2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

<i>- number of votes "for":</i>	<i>41,626,880</i>
<i>- number of votes "against":</i>	<i>0</i>
<i>- number of votes "withheld":</i>	<i>0</i>

RESOLUTION No. 23
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

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

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 3) of the Polish Commercial Companies Code as well as 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., namely Andrzej Szukalski, in the financial year 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 24
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

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

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 3) of the Polish Commercial Companies Code as well as 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., namely Dariusz Brzeski, in the financial year 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 25
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

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

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 3) of the Polish Commercial Companies Code as well as 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., namely Artur Kucharski, in the financial year 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 26
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Systems S.A.

1. Whereas on 3 January 2011 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźnia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland S.A. and Asseco Systems S.A. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Asseco Systems S.A. to Asseco Poland S.A., and because as a result of that merger Asseco Poland S.A. assumed all the rights and obligations of Asseco Systems S.A.; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 1) of the Polish Commercial Companies Code as well as 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 Systems S.A., namely Andrzej Jaskulski, in the period from 1 January 2011 to 3 January 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 27
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Systems S.A.

1. Whereas on 3 January 2011 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźnia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland S.A. and Asseco Systems S.A. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Asseco Systems S.A. to Asseco Poland S.A., and because as a result of that merger Asseco Poland S.A. assumed all the rights and obligations of Asseco Systems S.A.; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 1) of the Polish Commercial Companies Code as well as 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 Systems S.A., namely Witold Wiliński, in the period from 1 January 2011 to 3 January 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 28
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Systems S.A.

1. Whereas on 3 January 2011 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźnia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland S.A. and Asseco Systems S.A. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Asseco Systems S.A. to Asseco Poland S.A., and because as a result of that merger Asseco Poland S.A. assumed all the rights and obligations of Asseco Systems S.A.; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 1) of the Polish Commercial Companies Code as well as 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 Systems S.A., namely Tadeusz Kij, in the period from 1 January 2011 to 3 January 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 29
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Systems S.A.

1. Whereas on 3 January 2011 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźnia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland S.A. and Asseco Systems S.A. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Asseco Systems S.A. to Asseco Poland S.A., and because as a result of that merger Asseco Poland S.A. assumed all the rights and obligations of Asseco Systems S.A.; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 1) of the Polish Commercial Companies Code as well as 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 Systems S.A., namely Maciej Gawlikowski, in the period from 1 January 2011 to 3 January 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 30
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Asseco Systems S.A.

1. Whereas on 3 January 2011 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźnia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland S.A. and Asseco Systems S.A. executed under

art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Asseco Systems S.A. to Asseco Poland S.A., and because as a result of that merger Asseco Poland S.A. assumed all the rights and obligations of Asseco Systems S.A.; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 1) of the Polish Commercial Companies Code as well as 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 Systems S.A., namely Adam Góral, in the period from 1 January 2011 to 3 January 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 33,543,880 shares representing 43.24% of the Company's share capital.

The total number of votes cast: 33,543,880 of which:

- number of votes "for": 33,543,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 31
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Asseco Systems S.A.

1. Whereas on 3 January 2011 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźnia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland S.A. and Asseco Systems S.A. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Asseco Systems S.A. to Asseco Poland S.A., and because as a result of that merger Asseco Poland S.A. assumed all the rights and obligations of Asseco Systems S.A.; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 1) of the Polish Commercial Companies Code as well as 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 Systems S.A., namely Renata Bojdo, in the period from 1 January 2011 to 3 January 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 32
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Asseco Systems S.A.

1. Whereas on 3 January 2011 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźstrowia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland S.A. and Asseco Systems S.A. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Asseco Systems S.A. to Asseco Poland S.A., and because as a result of that merger Asseco Poland S.A. assumed all the rights and obligations of Asseco Systems S.A.; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 1) of the Polish Commercial Companies Code as well as 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 Systems S.A., namely Andrzej Prandzioch, in the period from 1 January 2011 to 3 January 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 33
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Management Board of Alatus Sp. z o.o.

1. Whereas on 3 January 2011 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźstrowia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland S.A. and Alatus Sp. z o.o. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Alatus Sp. z o.o. to Asseco Poland S.A., and because as a result of that merger Asseco Poland S.A. assumed all the rights and obligations of Alatus Sp. z o.o.; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 1) of the Polish Commercial Companies Code as well as 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 Alatus Sp. z o.o., namely Artur Łukasiewicz, in the period from 1 January 2011 to 3 January 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 34
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Management Board of Alatus Sp. z o.o.

1. Whereas on 3 January 2011 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźnia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland S.A. and Alatus Sp. z o.o. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Alatus Sp. z o.o. to Asseco Poland S.A., and because as a result of that merger Asseco Poland S.A. assumed all the rights and obligations of Alatus Sp. z o.o.; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 1) of the Polish Commercial Companies Code as well as 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 Alatus Sp. z o.o., namely Jarosław Łukasiewicz, in the period from 1 January 2011 to 3 January 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 35
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Alatus Sp. z o.o.

1. Whereas on 3 January 2011 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźstrowia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland S.A. and Alatus Sp. z o.o. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Alatus Sp. z o.o. to Asseco Poland S.A., and because as a result of that merger Asseco Poland S.A. assumed all the rights and obligations of Alatus Sp. z o.o.; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 1) of the Polish Commercial Companies Code as well as 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 Alatus Sp. z o.o., namely Paweł Piwowar, in the period from 1 January 2011 to 3 January 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 36
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Alatus Sp. z o.o.

1. Whereas on 3 January 2011 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźstrowia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland S.A. and Alatus Sp. z o.o. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Alatus Sp. z o.o. to Asseco Poland S.A., and because as a result of that merger Asseco Poland S.A. assumed all the rights and obligations of Alatus Sp. z o.o.; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 1) of the Polish Commercial Companies Code as well as 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 Alatus Sp. z o.o., namely Tomasz Pych, in the period from 1 January 2011 to 3 January 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 37
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Alatus Sp. z o.o.

1. Whereas on 3 January 2011 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźstrowia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland S.A. and Alatus Sp. z o.o. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Alatus Sp. z o.o. to Asseco Poland S.A., and because as a result of that merger Asseco Poland S.A. assumed all the rights and obligations of Alatus Sp. z o.o.; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 1) of the Polish Commercial Companies Code as well as 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 Alatus Sp. z o.o., namely Andrzej Gerlach, in the period from 1 January 2011 to 3 January 2011.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

The total number of votes cast: 41,626,880 of which:

- number of votes "for": 41,626,880

- number of votes "against": 0

- number of votes "withheld": 0

RESOLUTION No. 38
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on distribution of the net profit generated by Asseco Poland S.A. for the financial year 2011 and payment of a dividend

§ 1

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 § 2 item 2) of the Polish Commercial Companies Code as well as according to § 12 sect. 4 item 2) of the Company's Articles of Association, hereby resolves that the net profit for the year 2011 in the amount of **PLN 315,339,353.43** (three hundred and fifteen million three hundred and thirty-nine thousand three hundred and fifty-three zlotys and 43/100) shall be distributed as follows:

1/ **PLN 169,868,510.70** (one hundred and sixty-nine million eight hundred and sixty-eight thousand five hundred and ten zlotys and 70/100) shall be distributed to the Company's Shareholders as payment of a dividend amounting to **PLN 2.19** (two zlotys and 19/100) per share;

2/ **PLN 145,470,842.73** (one hundred and forty-five million four hundred and seventy thousand eight hundred and forty-two zlotys and 73/100) shall be allocated to the Company's reserve capital.

§ 2

2. The Company's General Meeting established that the dividend right shall be acquired on 17 May 2012; whereas, the dividend payment shall be made on 1 June 2012.

3. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

<i>The total number of votes cast:</i>	<i>41,626,880 of which:</i>
<i>- number of votes "for":</i>	<i>32,126,880</i>
<i>- number of votes "against":</i>	<i>9,500,000</i>
<i>- number of votes "withheld":</i>	<i>0</i>

RESOLUTION No. 39
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

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

§ 1

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów (the "**Company**"), acting on the basis of art. 431 § 1 of the Polish Commercial Companies Code ("**PCCC**") as well as according to § 12 section 4 item 8) of the Company's Articles of Association, hereby resolves to increase the Company's share capital by the amount not lower than PLN 5,680,000 (five million six hundred and eighty thousand zlotys) and not higher than PLN 6,095,238 (six million and ninety-five thousand two hundred and thirty-eight zlotys), through the issuance of not less than 5,680,000 (five million six hundred and eighty thousand) and not more than 6,095,238 (six million and ninety-five thousand two hundred and thirty-eight) ordinary bearer shares of series K with a par value of PLN 1 (one zloty) each ("**Series K Shares**").
2. Series K Shares shall be issued through open subscription excluding pre-emptive rights of the Company's existing shareholders, under a public offering as defined in art. 3 sect. 3 of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organized trading, and on public companies. Series K Shares shall be offered to shareholders of Asseco Central Europe, a.s. with the seat at 56/A Trenčianska St., 821 09 Bratislava, Slovak Republic, registered by the District Court Bratislava I, section: Sa, entry: 2024/B (the "**Acquired Company**"), in accordance with the principles set forth in the Company's issuance prospectus (the "**Issuance Prospectus**") that was prepared in connection with the public offering of Series K Shares and subsequent applying for admission and introduction of Series K Shares as well as Series-K-Shares allotment certificates to public trading on the regulated market of the Warsaw Stock Exchange ("**WSE**").

§ 2

1. Series K Shares shall be fully paid-up by way of non-cash contributions of shares of the Acquired Company, with a par value of EUR 0.033194 each. The Acquired Company's shares are marketable securities, designated with the securities identifying number (ISIN) SK1120009230 and traded on the main market of the WSE. The non-cash contributions of shares shall be made following the principles set forth in the Issuance Prospectus and in compliance with the rules pertaining to shares of public companies quoted on the WSE. Due to the fact that Series K Shares will be subject to dematerialization in connection with applying for their admission and introduction to public trading on the regulated market, pursuant to art. 336 § 3 of the PCCC, Series K Shares shall be ordinary bearer shares.
2. It is hereby determined that the exchange ratio representing the number of the Acquired Company's shares required to acquire and pay for one Series K Share (the "**Exchange Ratio**") shall equal 2.1. This means that in order to acquire and pay for one Series K Share, shareholders of the Acquired Company will need to transfer 2.1 shares of the Acquired Company.
3. The Management Board shall measure the value of one share of the Acquired Company pursuant to art. 3121 § 1 item 1 of the PCCC, at the 6-month weighted average price of shares of the Acquired Company quoted on the main market of the

WSE. With regard to the above, in accordance with art. 3121 § 1 item 1 of the PCCC, the Management Board shall resign from an examination of the value of non-cash contributions to be made in exchange for Series K Shares. Assuming that such measurement was performed as at the date of preparing the report of the Management Board, attached as Appendix No. 1 to this Resolution, the value of one share of the Acquired Company determined at the above-mentioned average would equal PLN 19.95 (nineteen zlotys and 95/100).

4. It is hereby decided that the number of Series K Shares to be allotted to a shareholder of the Acquired Company, who submits a valid subscription for Series K Shares following the principles described in the Issuance Prospectus, shall correspond to the number of shares of the Acquired Company indicated in a properly made and valid subscription for Series K Shares, as submitted by such shareholder of the Acquired Company, divided by the Exchange Ratio. The number of Series K Shares calculated this way shall be subsequently rounded down to the nearest whole number.
5. It is furthermore decided that each shareholder of the Acquired Company, who submits a valid subscription for Series K Shares and is not allotted a fractional part of Series K Share as a result of rounding down specified in section 3 above, shall receive from the Company an additional payment corresponding to the fractional part by which the number of Series K Shares allotted to such shareholder of the Acquired Company has been reduced as a result of rounding down to the nearest whole number, multiplied by the arithmetic average of closing prices of one share of the Company, as quoted in the continuous trading system on the WSE during thirty consecutive days immediately prior to the date of allotment of Series K Shares. The additional payment, specified in this section 5, shall be made by the Company from its own funds, within the deadline and on conditions determined in the Issuance Prospectus.

§ 3

1. The share capital shall be increased within the limits specified in § 1 section 1 of this Resolution, by the amount corresponding to the number of Series K Shares acquired. The Management Board is hereby authorized to make a statement, in the form of a notary deed, on the amount of share capital acquired and on the revision of the amount of share capital stated in the Articles of Association, before the time the share capital increase is submitted for registration – according to art. 310 § 2 and 4 and in connection with art. 431 § 7 of the PCCC.
2. Series K Shares shall carry dividend rights as from 1 January 2012. If Series K Shares are recorded in shareholders' securities accounts at the latest on the date of compiling the list of shareholders eligible to receive dividend for the financial year 2011 (the dividend day), then Series K Shares shall participate in the dividend distribution as from 1 January 2011.
3. The Management Board shall be authorized to:
 - a) determine the issue price of Series K Shares;
 - b) determine detailed principles for the offering, distribution, and allotment of Series K Shares, in particular the dates of opening and closing the subscription of Series K Shares;
 - c) determine detailed principles for making non-cash contributions for Series K Shares, including the deadline for making such non-cash contributions;
 - d) determine detailed principles for making the additional payments as referred to in § 2 section 5 above, including the payment deadline;

- e) take a final decision on applying for admission and introduction of Series-K-Shares allotment certificates to public trading on the regulated market of the WSE, and on dematerialization of Series-K-Shares allotment certificates;
- f) apply for admission and introduction of Series K Shares and Series-K-Shares allotment certificates to public trading on the regulated market of the WSE;
- g) initiate dematerialization of Series K Shares and Series-K-Shares allotment certificates, and to conclude an agreement for registration of Series K Shares and Series-K-Share allotment certificates in the Polish National Depository for Securities, and to take any other actions necessary for dematerialization of Series K Shares; and
- h) take any other actions required for the issuance of Series K Shares as well as for their admission and introduction to public trading on the regulated market of the WSE.

§ 4

For the Company's best interest, its existing shareholders shall be entirely deprived of pre-emptive rights to Series K Shares. The Management Board's written opinion explaining the reasons for depriving the existing shareholders of their pre-emptive rights to Series K Shares is attached as Appendix No. 2 to this Resolution.

§ 5

In connection with the provisions of this Resolution, § 6 sections 1–3 of the Company's Articles of Association shall be amended as follows:

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 shall amount to from PLN 83,245,530 (eighty-three million two hundred and forty-five thousand five hundred and thirty zlotys) up to PLN 83,660,768 (eighty-three million six hundred and sixty thousand seven hundred and sixty-eight zlotys).*

2. The Company's share capital shall be divided into from 83,245,530 (eighty-three million two hundred and forty-five thousand five hundred and thirty) up to 83,660,768 (eighty-three million six hundred and sixty thousand seven hundred and sixty-eight) 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."

§ 6

1. The Company's Supervisory Board is hereby authorized to determine the consolidated text of the Company's Articles of Association, taking into account the amendments resulting from this Resolution.

2. This Resolution shall come into force upon its adoption.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

<i>The total number of votes cast:</i>	<i>41,626,880 of which:</i>
<i>- number of votes "for":</i>	<i>41,626,880</i>
<i>- number of votes "against":</i>	<i>0</i>
<i>- number of votes "withheld":</i>	<i>0</i>

RESOLUTION No. 40
of the Ordinary General Meeting of Shareholders
of Asseco Poland S.A.

on changing the principles for remuneration payable to Members of the Supervisory Board of Asseco Poland S.A.

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

§ 1

Each Member of the Supervisory Board is entitled to receive remuneration for the execution of their obligations inherent in the position of a Member of the Supervisory Board.

§ 2

The amounts of monthly remuneration payable to Members of the Supervisory Board of Asseco shall be as follows:

- (a) Chairman of the Supervisory Board – monthly gross remuneration of PLN 13,800 (thirteen thousand and eight hundred zlotys);
- (b) Vice Chairman of the Supervisory Board – monthly gross remuneration of PLN 8,800 (eight thousand and eight hundred zlotys);
- (c) other Members of the Supervisory Board – monthly gross remuneration of PLN 5,500 (five thousand five hundred zlotys).

§ 3

This Resolution shall come into force upon its adoption. The Resolution adopted hereby cancels and supersedes Resolution No. 13 passed by the Extraordinary General Meeting of Shareholders on 20 February 2008.

*

This resolution received valid votes from 41,626,880 shares representing 53.66% of the Company's share capital.

<i>The total number of votes cast:</i>	<i>41,626,880 of which:</i>
<i>- number of votes "for":</i>	<i>38,626,880</i>
<i>- number of votes "against":</i>	<i>0</i>
<i>- number of votes "withheld":</i>	<i>3,000,000</i>