

**Draft Resolutions for the Annual General Meeting of Shareholders
of Asseco Poland S.A. on April 25, 2017**

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

on: election of Chairman of the General Meeting

The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów hereby elects as the Chairman of the General Meeting.

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

on: election of the Returning Committee

The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów hereby elects the Returning Committee in the following composition:

-- Chairman of the Committee,
-- Member of the Committee,
-- Member of the Committee.

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

on: adoption of the agenda for the Annual General Meeting of Shareholders

The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów 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 adopt resolutions, and electing the Returning Committee.
3. Adoption of the agenda for the General Meeting.
4. Presentation of the financial results of Asseco Poland S.A. and Asseco Group in the financial year 2016.
5. Consideration of the report on the operations of Asseco Poland S.A. in the financial year 2016.
6. Consideration of the financial statement of Asseco Poland S.A. for the financial year 2016.
7. Getting familiar with the certified auditor's opinion and report from their audit of the financial statement of Asseco Poland S.A. for the financial year 2016.
8. Getting familiar with the report of the Supervisory Board of Asseco Poland S.A. on the activities of the Supervisory Board in the financial year 2016.
9. Adoption of resolutions on approval of the report on the operations of Asseco Poland S.A. and on approval of the financial statement of Asseco Poland S.A. for the financial year 2016.
10. Consideration of the report on the operations of Grupa Kapitałowa Asseco Poland S.A. as well as the financial statement of Grupa Kapitałowa Asseco Poland S.A. for the financial year 2016.
11. Getting familiar with the certified auditor's opinion and report from their audit of the financial statement of Grupa Kapitałowa Asseco Poland S.A. for the financial year 2016.
12. Adoption of a resolution on the approval of the report on operations of Grupa Kapitałowa Asseco Poland S.A. in the financial year 2016 as well as on approval of the financial statement of Grupa Kapitałowa Asseco Poland S.A. for the financial year 2016.
13. Adoption of resolutions on acknowledging the fulfilment of duties by Members of the Management Board of Asseco Poland S.A. during the financial year 2016.
14. Adoption of resolutions on acknowledging the fulfilment of duties by Members of the Supervisory Board of Asseco Poland S.A. during the financial year 2016.
15. Adoption of a resolution on distribution of the profit generated by Asseco Poland S.A. for the financial year 2016 and payment of a dividend.
16. Adoption of a resolution on the sales of a real estate property.

17. Closure of the General Meeting.

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

on: approval of the report on operations of Asseco Poland S.A. in the financial year 2016

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 1) of the 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 on operations of Asseco Poland S.A. in the financial year 2016.
2. This Resolution shall come into force from the date of its adoption.

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

on: approval of the financial statement of Asseco Poland S.A. for the financial year 2016

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 1) of the 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 financial statement of Asseco Poland S.A. including key financial data, a profit and loss statement, a statement of comprehensive income, a statement of financial position, a statement of changes in equity, a cash flow statement and additional explanations to the financial statement for the financial year 2016.
2. This Resolution shall come into force from the date of its adoption.

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

on: approval of the report on the operations of Grupa Kapitałowa Asseco Poland S.A. in the financial year 2016 as well as on approval of the financial statement of Grupa Kapitałowa Asseco Poland S.A. for the financial year 2016

1. The Annual 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 Commercial Companies Code, after due consideration, hereby approves the report on operations of Grupa Kapitałowa Asseco Poland S.A. in the financial year 2016 as well as the financial statement of Grupa Kapitałowa Asseco Poland S.A. for the financial year 2016.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 7

of the Annual General Meeting of Shareholders

of Asseco Poland S.A.

on: acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 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 2016.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 8

of the Annual General Meeting of Shareholders

of Asseco Poland S.A.

on: acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 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 2016.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 9

of the Annual General Meeting of Shareholders

of Asseco Poland S.A.

on: acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 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 2016.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 10

**of the Annual General Meeting of Shareholders
of Asseco Poland S.A.**

on: acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 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 2016.
2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 11
of the Annual General Meeting of Shareholders
of Asseco Poland S.A.**

on: acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 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 2016.
2. This Resolution shall come into force from the date of its adoption.

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

on: acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 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 2016.
2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 13
of the Annual General Meeting of Shareholders**

of Asseco Poland S.A.

on: acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 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 2016.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 14

of the Annual General Meeting of Shareholders

of Asseco Poland S.A.

on: acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 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 Dyrnga**, in the financial year 2016.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 15

of the Annual General Meeting of Shareholders

of Asseco Poland S.A.

on: acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 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 2016.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 16

of the Annual General Meeting of Shareholders

of Asseco Poland S.A.

on: acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 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 **Rafał Kozłowski**, in the financial year 2016.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 17

of the Annual General Meeting of Shareholders

of Asseco Poland S.A.

on: acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 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 **Andrzej Dopierała**, in the financial year 2016.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 18

of the Annual General Meeting of Shareholders

of Asseco Poland S.A.

on: acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 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 **Krzysztof Groyecki**, in the financial year 2016.
2. This Resolution shall come into force from the date of its adoption

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RESOLUTION No. 19

of the Annual General Meeting of Shareholders

of Asseco Poland S.A.

on: acknowledging the fulfilment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 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 2016.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 20

of the Annual General Meeting of Shareholders

of Asseco Poland S.A.

on: acknowledging the fulfilment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 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 2016.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 21

of the Annual General Meeting of Shareholders

of Asseco Poland S.A.

on: acknowledging the fulfilment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 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 2016.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 22

of the Annual General Meeting of Shareholders

of Asseco Poland S.A.

on: acknowledging the fulfilment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 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 2016.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 23

of the Annual General Meeting of Shareholders

of Asseco Poland S.A.

on: acknowledging the fulfilment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 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 Stolarczyk**, in the financial year 2016.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 24

of the Annual General Meeting of Shareholders

of Asseco Poland S.A.

on: acknowledging the fulfilment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the Commercial Companies Code as well as pursuant to §12 sect. 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 **Piotr Augustyniak**, in the financial year 2016.
2. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 25

of the Annual General Meeting of Shareholders

of Asseco Poland S.A.

on: distribution of the profit generated by Asseco Poland S.A. in the financial year 2016 and payment of a dividend

§1

1. The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 2) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 2) of the Company's Articles of Association, hereby resolves that the net profit for the financial year 2016, amounting to **PLN 352,073,738.82** (in words: three hundred and fifty two million seventy three thousand seven hundred and thirty eight zlotys and 82/100), shall be distributed as follows:

1/ **PLN 249,830,912.03** (in words: two hundred and forty nine million eight hundred and thirty thousand nine hundred and twelve zlotys and 03/100) shall be distributed to the Company's Shareholders through the payment of a dividend amounting to **PLN 3.01** (in words: three zlotys and 01/100) per share.

2/ **PLN 102,242,826.79** (in words: one hundred and two million two hundred and forty two thousand eight hundred and twenty six zlotys and 79/100) shall be allocated to the Company's reserve capital.

2. The Company's General Meeting resolves that the dividend right shall be acquired on **May 16, 2017** and that the dividend shall be paid out on **June 1, 2017**.

3. This Resolution shall come into force from the date of its adoption.

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RESOLUTION No. 26

of the Annual General Meeting of Shareholders

of Asseco Poland S.A.

on: granting consent for the sale of real estate

§1

The Annual General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 393, item 4) of the Commercial Companies Code, hereby decides to grant consent for the sale of:

1. ownership of land located at plot no. 106/1, in the area no. 495 in Bydgoszcz, with an area of 0.1085ha, registered in the land and mortgage register of the District Court in Bydgoszcz under the number BY1B/00097961/7;
2. right of perpetual usufruct of land with an office and service building located on plots 107/12, 107/13, 107/14, in the area no. 495 in Bydgoszcz, with the total area of 0.0760ha and the right of separate ownership of the building together with the premises located at 33-35 Lenartowicza St in Bydgoszcz, registered in the land and mortgage register of the District Court in Bydgoszcz under the number BY1B/00088321/3.

The sale price of the property will be determined on the basis of the appraiser's valuation, taking into account its market value, but not lower than the book value.

§2

This Resolution shall come into force from the date of its adoption.

Justification

The building requires a major renovation, which involves a substantial investment, and since the building does not meet the Company's standards, incurring such costs is unjustified. Ultimately, the company is planning to lease the office space in this location.