

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

I DATE, TIME AND PLACE OF THE GENERAL MEETING

The Management Board of Asseco Poland SA (the "**Company**"), acting on the basis of art. 399 § 1 of the Commercial Companies Code and with regard to § 38 items 1-2 of the Regulation of the Minister of Finance regarding current and periodic information to be submitted by issuers of securities and conditions for recognising as equivalent information required by the laws of a non member state, dated 19 February 2009 (Journal of Laws of 2009 No. 33, item 259), hereby convenes the Ordinary General Meeting of Shareholders (the "**General Meeting**") to be held on **26 April 2010 at 11:00 a.m.** 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. Adopting the agenda for the General Meeting.
4. Consideration of the Management Board report on business operations of Asseco Poland SA in the financial year 2009.
5. Consideration of the separate financial statements of Asseco Poland SA for the financial year 2009.
6. Getting familiar with the certified auditor's opinion and report from the audit of separate financial statements of Asseco Poland SA for the financial year 2009.
7. Getting familiar with the Supervisory Board's assessment of the Management Board report on the Company's business operations in the financial year 2009, and of the Company's separate financial statements for the financial year 2009.
8. Adopting resolutions on approval of the report of the Management Board of Asseco Poland SA on the Company's business operations in the financial year 2009 as well as on approval of the Company's separate financial statements for the financial year 2009.
9. Consideration of the 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 2009.
10. Getting familiar with the certified auditor's opinion and report from the audit of consolidated financial statements of the Asseco Poland Group for the financial year 2009.
11. Adopting a resolution on approval of the consolidated financial statements of the Asseco Poland Group for the financial year 2009 as well as on approval of the report on business operations of the Asseco Poland Group in the financial year 2009.
12. Adopting resolutions on acknowledging the fulfilment of duties by Members of the Management Board of Asseco Poland SA during the financial year 2009.
13. Adopting resolutions on acknowledging the fulfilment of duties by Members of the Supervisory Board of Asseco Poland SA during the financial year 2009.

14. Adopting a resolution on distribution of the net profit generated by Asseco Poland SA for the financial year 2009 and payment of a dividend.
15. Consideration of the Management Board report on business operations as well as of the financial statements of Systemy Informacyjne KAPITAŁ SA for the financial year 2009.
16. Getting familiar with the Supervisory Board's assessment of the Management Board report on business operations of Systemy Informacyjne KAPITAŁ SA in the financial year 2009, and of the financial statements of Systemy Informacyjne KAPITAŁ SA for the financial year 2009.
17. Adopting resolutions on approval of the report of the Management Board of Asseco Poland SA on business operations of Systemy Informacyjne KAPITAŁ SA in the financial year 2009 as well as on approval of the financial statements of Systemy Informacyjne KAPITAŁ SA for the financial year 2009.
18. Adopting resolutions on acknowledging the fulfilment of duties by Members of the Management Board of Systemy Informacyjne KAPITAŁ SA during the financial year 2009.
19. Adopting resolutions on acknowledging the fulfilment of duties by Members of the Supervisory Board of Systemy Informacyjne KAPITAŁ SA during the financial year 2009.
20. Consideration of the Management Board report on business operations as well as of the financial statements of Studio Komputerowe GALKOM Sp. z o.o. for the financial year 2009.
21. Getting familiar with the Supervisory Board's assessment of the Management Board report on business operations, and of the financial statements of Studio Komputerowe GALKOM Sp. z o.o. for the financial year 2009.
22. Adopting resolutions on approval of the Management Board report on business operations as well as on approval of the financial statements of Studio Komputerowe GALKOM Sp. z o.o. for the financial year 2009.
23. Adopting resolutions on acknowledging the fulfilment of duties by Members of the Management Board of Studio Komputerowe GALKOM Sp. z o.o. during the financial year 2009.
24. Adopting resolutions on acknowledging the fulfilment of duties by Members of the Supervisory Board of Studio Komputerowe GALKOM Sp. z o.o. during the financial year 2009.
25. Consideration of the Management Board report on business operations of ABG SA as well as of the financial statements of ABG SA for the financial year 2009.
26. Getting familiar with the Supervisory Board's assessment of the Management Board report on business operations of ABG SA in the financial year 2009, and of the financial statements of ABG SA for the financial year 2009.
27. Adopting resolutions on approval of the Management Board report on business operations of ABG SA in the financial year 2009 as well as on approval of the financial statements of ABG SA for the financial year 2009.
28. Adopting resolutions on acknowledging the fulfilment of duties by Members of the Management Board of ABG SA during the financial year 2009.
29. Adopting resolutions on acknowledging the fulfilment of duties by Members of the Supervisory Board of ABG SA during the financial year 2009.
30. Passing a resolution on the disposal of real estate.
31. Passing resolutions on the purchase of real estate.
32. Closure of the General Meeting.

III PERSONS ELIGIBLE TO PARTICIPATE IN THE GENERAL MEETING

The Management Board informs that, pursuant to art. 406¹ 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 **10 April 2010** (the date of registration of participation in the General Meeting, hereinafter the "**Registration Day**"), 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 request may not be submitted before the announcement of convening of the General Meeting (i.e. not earlier than on 1 April 2010) nor after the first business day following the Registration Day (i.e. not later than on 12 April 2010).

The list of shareholders entitled to participate in the General Meeting will be prepared on the basis of a register provided by the entity running the depository for securities (the National Depository for Securities) and displayed at the Company's seat, address: 14 Olchowa Str., 35-322 Rzeszów, from 8 a.m. till 4 p.m. during three business days before the General Meeting is held, i.e. on the days of 21, 22 and 23 April 2010. 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.

IV DOCUMENTS AND INFORMATION CONCERNING THE GENERAL MEETING

Pursuant to the requirement set forth in art. 402³ of the Polish Commercial Companies Code, on the Company's corporate website www.asseco.pl, in the section *Investor Relations / Legal Environment / General Meeting of Shareholders*, as of 1 April 2010 (inclusive) till 26 April 2010 (inclusive), the following documents will be made available:

- 1) Announcement on 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) Documents to be presented to the Ordinary General Meeting of Shareholders including:
 - a. financial statements as well as the Management Board reports on business operations of Asseco Poland SA and the Asseco Poland Group for the year 2009, accompanied by the opinions and reports of certified auditors,
 - b. report of the Supervisory Board of Asseco Poland SA from its assessment of the financial statements as well as of the Management Board reports on business operations of Asseco Poland SA and the Asseco Poland Group for the year 2009,
 - c. financial statements as well as the Management Board report on business operations of Systemy Informacyjne KAPITAŁ SA for period from 1 January 2009 to 1 February 2009,
 - d. report of the Supervisory Board of Asseco Poland SA from its assessment of the financial statements as well as of the Management Board report on business operations of Systemy Informacyjne KAPITAŁ SA for period from 1 January 2009 to 1 February 2009,
 - e. financial statements as well as the Management Board report on business operations of Studio Komputerowe Galkom Sp. z o.o. for period from 1 January 2009 to 30 November 2009,
 - f. report of the Supervisory Board of Asseco Poland SA from its assessment of the financial statements as well as of the Management Board report on business operations of Studio Komputerowe Galkom Sp. z o.o. for the period from 1 January 2009 to 30 November 2009,

- g. financial statements as well as the Management Board report on business operations of ABG SA and the ABG Group for the year 2009, accompanied by the opinions and reports of certified auditors,
 - h. report of the Supervisory Board of Asseco Poland SA from its assessment of the financial statements as well as of the Management Board reports on business operations of ABG SA and the ABG Group for the year 2009;
- 4) draft resolutions including relevant justifications prepared in compliance with the Code of Best Practice for WSE Listed Companies;
 - 5) document forms enabling the exercise of voting rights by a proxy;
 - 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 General Meeting may receive the complete set of documents at the Company's registered seat: 14 Olchowa Str., 35-322 Rzeszów, from 8 a.m. till 4 p.m., one month before the General Meeting is held. Furthermore, pursuant to art. 395 § 4 of the Polish Commercial Companies Code, at the Company's Management Office located at the Company's registered seat: 14 Olchowa Str., 35-322 Rzeszów, as of 9 April 2010 (inclusive) till 26 April 2010 (inclusive) from 8 a.m. till 4 p.m., shareholders will be able to receive copies of the following documents:

- a. financial statements as well as the Management Board reports on business operations of Asseco Poland SA and the Asseco Poland Group for the year 2009, accompanied by the opinions and reports of certified auditors,
- b. report of the Supervisory Board of Asseco Poland SA from its assessment of the financial statements as well as of the Management Board reports on business operations of Asseco Poland SA and the Asseco Poland Group for the year 2009,
- c. financial statements as well as the Management Board report on business operations of Systemy Informacyjne KAPITAŁ SA for period from 1 January 2009 to 1 February 2009,
- d. report of the Supervisory Board of Asseco Poland SA from its assessment of the financial statements as well as of the Management Board report on business operations of Systemy Informacyjne KAPITAŁ SA for period from 1 January 2009 to 1 February 2009,
- e. financial statements as well as the Management Board report on business operations of Studio Komputerowe Galkom Sp. z o.o. for period from 1 January 2009 to 30 November 2009,
- f. report of the Supervisory Board of Asseco Poland SA from its assessment of the financial statements as well as of the Management Board report on business operations of Studio Komputerowe Galkom Sp. z o.o. for the period from 1 January 2009 to 30 November 2009,
- g. financial statements as well as the Management Board report on business operations of ABG SA and the ABG Group for the year 2009, accompanied by the opinions and reports of certified auditors,
- h. report of the Supervisory Board of Asseco Poland SA from its assessment of the financial statements as well as of the Management Board reports on business operations of ABG SA and the ABG Group for the year 2009.

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 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,
- 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 an address for correspondence with the petitioners. The request, its form and the 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 Str., 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.

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 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 meeting agenda or on the issues to be included in the meeting 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 an address for correspondence with the petitioners.

A proposal made in writing shall be sent to the Company's Management Office, address: 14 Olchowa Str., 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. 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.

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

Each entitled participant 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. 412-4122 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 letter of proxy states otherwise. A proxy may also grant a further power of proxy if doing so is allowed by their letter 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 letter 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 letter 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 letter 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.

The 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 Str., 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 shall be sent to the Company by e-mail to the following address: 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,
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 the existence of a legitimate authorization of the proxy 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 place 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 in the record documents confirming undoubtedly their legitimate 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 in the record a print-out of their letter of proxy or to send such letter of proxy to the Company by e-mail to the following address: 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 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.

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.