

Draft Resolutions
of the Ordinary General Meeting of Shareholders

Referring to item 1 of the Meeting Agenda

RESOLUTION No. 1
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on election of Chairman of the General Meeting

The Ordinary General Meeting of Shareholders hereby elects Mr./Mrs.
as Chairman of the General Meeting.

Referring to item 2 of the Meeting Agenda

RESOLUTION No. 2
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on election of the Returning Committee

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

- – Member of the Returning Committee,
- – Member of the Returning Committee,
- – Member of the Returning Committee.

Referring to item 3 of the Meeting Agenda

RESOLUTION No. 3
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on adopting 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. 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 period from 1 January 2009 to 30 November 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 period from 1 January 2009 to 30 November 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 reports on business operations of ABG SA and the ABG Group as well as of the financial statements of ABG SA and the ABG Group for the financial year 2009.
26. Getting familiar with the Supervisory Board's assessment of the Management Board reports on business operations of ABG SA and the ABG Group, and of the financial statements of ABG SA and the ABG Group for the financial year 2009.
27. Adopting resolutions on approval of the Management Board reports on business operations of ABG SA and the ABG Group in the financial year 2009 as well as on approval of the financial statements of ABG SA and the ABG Group 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.

Referring to item 8 of the Meeting Agenda**RESOLUTION No. 4****of the Ordinary General Meeting of Shareholders****of the company Asseco Poland SA**

on approving the report of the Management Board of Asseco Poland SA on the Company's business operations in the financial year 2009

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 1) of the Company's Articles of Association, after due consideration hereby approves the report of the Management Board of Asseco Poland SA on the Company's business operations in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 5**of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA**

on approving the separate financial statements of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 1) of the Company's Articles of Association, after due consideration hereby approves the separate financial statements of Asseco Poland SA, 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 2009.
2. This Resolution shall come into effect from the day when passed.

Referring to item 11 of the Meeting Agenda**RESOLUTION No. 6****of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA**

on approving the consolidated financial statements of the Asseco Poland Group for the financial year 2009 as well as on approving the report on business operations of the Asseco Poland Group in the financial year 2009

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 2009 as well as the report on business operations of the Asseco Poland Group in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

Referring to item 12 of the Meeting Agenda**RESOLUTION No. 7****of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA**

on acknowledging the fulfilment of duties by Member of the Management Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 SA, namely Adam Góral, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 8
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Management Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 SA, namely Zbigniew Pomianek, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 9
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Management Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 SA, namely Przemysław Borzestowski, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 10
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Management Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 SA, namely Piotr Jeleński, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 11

**of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA**

on acknowledging the fulfilment of duties by Member of the Management Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 SA, namely Marek Panek, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

**RESOLUTION No. 12
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA**

on acknowledging the fulfilment of duties by Member of the Management Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 SA, namely Adam Rusinek, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

**RESOLUTION No. 13
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA**

on acknowledging the fulfilment of duties by Member of the Management Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 SA, namely Przemysław Sęczkowski, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

**RESOLUTION No. 14
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA**

on acknowledging the fulfilment of duties by Member of the Management Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 SA, namely Robert Smułkowski, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 15
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Management Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 SA, namely Włodzimierz Serwiński, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 16
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Management Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 SA, namely Krzysztof Kardaś, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 17
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Management Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 SA, namely Tadeusz Dyrka, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 18
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Management Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 SA, namely Renata Bojdo, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 19
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Management Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 SA, namely Paweł Piwowar, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

Referring to item 13 of the Meeting Agenda

RESOLUTION No. 20
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Supervisory Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 SA, namely Jacek Duch, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 21
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Supervisory Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 Deputy Chairman of the Supervisory Board of Asseco Poland SA, namely Adam Noga, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 22
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Supervisory Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 SA, namely Jarosław Adamski, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 23
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Supervisory Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 SA, namely Andrzej Szukalski, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 24
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Supervisory Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 SA, namely Bo Denysyk, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 25
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Supervisory Board of Asseco Poland SA

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 SA, namely Dariusz Brzeski, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

Referring to item 14 of the Meeting Agenda

RESOLUTION No. 26
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on distribution of the net profit for the year and payment of a dividend

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA 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 section 4 item 2) of the Company's Articles of Association, hereby resolves that the net profit for the year 2009 in the amount of **PLN 290,738,771.13** (two hundred and ninety million seven hundred and thirty-eight thousand seven hundred and seventy-one zlotys 13/100) shall be distributed as follows:

2/ a portion of the net profit shall be distributed to shareholders in the form of a dividend amounting to **PLN 1.47** (one zloty 47/100) per share, with reservation that 9,311,451 treasury shares held by the Company, as at the date of the Management Board's proposal concerning distribution of the net profit, shall be excluded from dividend payment.

Concurrently, the number of shares eligible for dividend payment shall increase following the resolution of the Management Board of 6 January 2010 on increasing the Company's share capital within authorized capital by the amount not higher than PLN 3,878,277.00 (three million eight hundred and seventy-eight thousand two hundred and seventy-seven zlotys) through the issuance of up to 3,878,277 (three million eight hundred and seventy-eight thousand two hundred and seventy-seven) ordinary bearer shares of series I with a par value of PLN 1 (one zloty) each (hereinafter "Series I Shares") accompanied by simultaneous retirement/cancellation of the same number of treasury shares, and due to the Management Board's decision that Series I Shares shall carry dividend rights as of 1 January 2009 provided Series I Shares are recorded in shareholders' securities accounts before the date of establishing the list of shareholders eligible to receive dividend for the financial year 2009 (this is before the dividend day). Hence, the amount of net profit to be distributed among shareholders will depend on the number of shares eligible for dividend, and it will be computed by multiplying the amount of PLN 1.47 (one zloty 47/100) by the number of shares eligible for dividend.

2/ the remaining portion of net profit corresponding to the difference between the total amount of net profit and the amount of net profit to be distributed to shareholders, computed according to the provisions of item 1 above, shall be allocated to the Company's reserve capital.

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2. The Company's General Meeting established that the dividend right shall be acquired on 25 June 2010 and that the dividend payment shall be made on 2 July 2010.

3. This Resolution shall come into effect from the day when passed.

Referring to item 17 of the Meeting Agenda

RESOLUTION No. 27 **of the Ordinary General Meeting of Shareholders** **of the company Asseco Poland SA**

on approving the report of the Management Board of Asseco Poland SA on business operations of Systemy Informacyjne Kapitał SA in the financial year 2009

1. Whereas on 2 February 2009 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 11A Trembeckiego Str., 35-959 Rzeszów, issued a

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<http://www.asseco.pl>, e-mail: info@asseco.pl, NIP: 522-000-37-82, REGON: 010334578
Sąd Rejonowy w Rzeszowie, XII Wydział Gospodarczy Krajowego Rejestru Sądowego, KRS: 0000033391
Kapitał zakładowy w wysokości 77.565.530,00PLN jest opłacony w całości

decision (file no. RZ.XII NS-REJ.KRS/000478/09/886) on registration of the merger between the companies of Asseco Poland SA and Systemy Informacyjne Kapitał SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of SI Kapitał SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of SI Kapitał SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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 1) of the Company's Articles of Association, after due consideration hereby approves the report of the Management Board of Asseco Poland SA on business operations of Systemy Informacyjne Kapitał SA in the period from 1 January 2009 to 1 February 2009.

2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 28

of the Ordinary General Meeting of Shareholders of the company Asseco Poland SA

on approving the financial statements of Systemy Informacyjne Kapitał SA

1. Whereas on 2 February 2009 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 11A Trembeckiego Str., 35-959 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/000478/09/886) on registration of the merger between the companies of Asseco Poland SA and Systemy Informacyjne Kapitał SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of SI Kapitał SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of SI Kapitał SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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 1) of the Company's Articles of Association, after due consideration hereby approves the financial statements of Systemy Informacyjne Kapitał SA, including the introduction, balance sheet, profit and loss account, statement of changes in equity, statement of cash flows, and supplementary information for the period from 1 January 2009 to 1 February 2009.

2. This Resolution shall come into effect from the day when passed.

Referring to item 18 of the Meeting Agenda

RESOLUTION No. 29

of the Ordinary General Meeting of Shareholders of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Management Board of Systemy Informacyjne Kapitał SA

1. Whereas on 2 February 2009 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 11A Trembeckiego Str., 35-959 Rzeszów, issued a

decision (file no. RZ.XII NS-REJ.KRS/000478/09/886) on registration of the merger between the companies of Asseco Poland SA and Systemy Informacyjne Kapitał SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of SI Kapitał SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of SI Kapitał SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by President of the Management Board of Systemy Informacyjne Kapitał SA, namely Piotr Krzysztofiak, in the period from 1 January 2009 to 1 February 2009.

2. This Resolution shall come into effect from the day when passed.

Referring to item 19 of the Meeting Agenda

RESOLUTION No. 30 of the Ordinary General Meeting of Shareholders of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Supervisory Board of Systemy Informacyjne Kapitał SA

1. Whereas on 2 February 2009 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 11A Trembeckiego Str., 35-959 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/000478/09/886) on registration of the merger between the companies of Asseco Poland SA and Systemy Informacyjne Kapitał SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of SI Kapitał SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of SI Kapitał SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by Chairman of the Supervisory Board of Systemy Informacyjne Kapitał SA, namely Andrzej Zwara, in the period from 1 January 2009 to 1 February 2009.

2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 31 of the Ordinary General Meeting of Shareholders of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Supervisory Board of Systemy Informacyjne Kapitał SA

1. Whereas on 2 February 2009 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 11A Trembeckiego Str., 35-959 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/000478/09/886) on registration of the merger between the companies of Asseco Poland SA and Systemy Informacyjne Kapitał SA executed under

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Sąd Rejonowy w Rzeszowie, XII Wydział Gospodarczy Krajowego Rejestru Sądowego, KRS: 0000033391
Kapitał zakładowy w wysokości 77.565.530,00PLN jest opłacony w całości

art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of SI Kapitał SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of SI Kapitał SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of Systemy Informacyjne Kapitał SA, namely Margi Rene, in the period from 1 January 2009 to 1 February 2009.

2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 32
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Supervisory Board of Systemy Informacyjne Kapitał SA

1. Whereas on 2 February 2009 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 11A Trembeckiego Str., 35-959 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/000478/09/886) on registration of the merger between the companies of Asseco Poland SA and Systemy Informacyjne Kapitał SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of SI Kapitał SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of SI Kapitał SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by Secretary of the Supervisory Board of Systemy Informacyjne Kapitał SA, namely Cezary Lewandowski, in the period from 1 January 2009 to 1 February 2009.

2. This Resolution shall come into effect from the day when passed.

Referring to item 22 of the Meeting Agenda

RESOLUTION No. 33
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on approving the report of the Management Board of Studio Komputerowe Galkom Sp. z o.o. on business operations in the financial year 2009

1. Whereas on 30 November 2009 the District Court of the Capital City of Warsaw, XII Commercial Department of the National Court Register, issued a decision (file no. WA. XII NS-REJ.KRS/033761/09/295) on registration of the merger between the companies of Studio Komputerowe Galkom Sp. z o.o. and ABG SA executed by transferring all the assets of

Studio Komputerowe Galkom Sp. z o.o. to ABG SA, and because as a result of that merger ABG SA assumed all the rights and obligations of Studio Komputerowe Galkom Sp. z o.o.; and whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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 1) of the Company's Articles of Association, after due consideration hereby approves the report of the Management Board on business operations of Studio Komputerowe Galkom Sp. z o.o. in the period from 1 January 2009 to 30 November 2009.

2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 34
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on approving the financial statements of Studio Komputerowe Galkom Sp. z o.o. for the financial year 2009

1. Whereas on 30 November 2009 the District Court of the Capital City of Warsaw, XII Commercial Department of the National Court Register, issued a decision (file no. WA. XII NS-REJ.KRS/033761/09/295) on registration of the merger between the companies of Studio Komputerowe Galkom Sp. z o.o. and ABG SA executed by transferring all the assets of Studio Komputerowe Galkom Sp. z o.o. to ABG SA, and because as a result of that merger ABG SA assumed all the rights and obligations of Studio Komputerowe Galkom Sp. z o.o.; and whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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 1) of the Company's Articles of Association, after due consideration hereby approves the financial statements of Studio Komputerowe Galkom Sp. z o.o., including the introduction, balance sheet, profit and loss account, statement of changes in equity, and supplementary information for the period from 1 January 2009 to 30 November 2009.

2. This Resolution shall come into effect from the day when passed.

Referring to item 23 of the Meeting Agenda

RESOLUTION No. 35
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Management Board of Studio Komputerowe Galkom Sp. o.o.

1. Whereas on 30 November 2009 the District Court of the Capital City of Warsaw, XII Commercial Department of the National Court Register, issued a decision (file no. WA. XII NS-REJ.KRS/033761/09/295) on registration of the merger between the companies of Studio Komputerowe Galkom Sp. z o.o. and ABG SA executed by transferring all the assets of Studio Komputerowe Galkom Sp. z o.o. to ABG SA, and because as a result of that merger ABG SA assumed all the rights and obligations of Studio Komputerowe Galkom Sp. z o.o.; and whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by President of the Management Board of Studio Komputerowe Galkom Sp. z o.o., namely Cezary Wierzchołek, in the financial year 2009.

2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 36
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Management Board of Studio Komputerowe Galkom Sp. o.o.

1. Whereas on 30 November 2009 the District Court of the Capital City of Warsaw, XII Commercial Department of the National Court Register, issued a decision (file no. WA. XII NS-REJ.KRS/033761/09/295) on registration of the merger between the companies of Studio Komputerowe Galkom Sp. z o.o. and ABG SA executed by transferring all the assets of Studio Komputerowe Galkom Sp. z o.o. to ABG SA, and because as a result of that merger ABG SA assumed all the rights and obligations of Studio Komputerowe Galkom Sp. z o.o.; and whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by Vice President of the Management Board of Studio Komputerowe Galkom Sp. z o.o., namely Magdalena Kaczmarek, in the financial year 2009.

2. This Resolution shall come into effect from the day when passed.

Referring to item 24 of the Meeting Agenda

RESOLUTION No. 37
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Supervisory Board of Studio Komputerowe Galkom Sp. o.o.

1. Whereas on 30 November 2009 the District Court of the Capital City of Warsaw, XII Commercial Department of the National Court Register, issued a decision (file no. WA. XII NS-REJ.KRS/033761/09/295) on registration of the merger between the companies of Studio

Komputerowe Galkom Sp. z o.o. and ABG SA executed by transferring all the assets of Studio Komputerowe Galkom Sp. z o.o. to ABG SA, and because as a result of that merger ABG SA assumed all the rights and obligations of Studio Komputerowe Galkom Sp. z o.o.; and whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by Chairman of the Supervisory Board of Studio Komputerowe Galkom Sp. z o.o., namely Marek Pawlak, in the financial year 2009.

2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 38
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Supervisory Board of Studio Komputerowe Galkom Sp. o.o.

1. Whereas on 30 November 2009 the District Court of the Capital City of Warsaw, XII Commercial Department of the National Court Register, issued a decision (file no. WA. XII NS-REJ.KRS/033761/09/295) on registration of the merger between the companies of Studio Komputerowe Galkom Sp. z o.o. and ABG SA executed by transferring all the assets of Studio Komputerowe Galkom Sp. z o.o. to ABG SA, and because as a result of that merger ABG SA assumed all the rights and obligations of Studio Komputerowe Galkom Sp. z o.o.; and whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by Chairman of the Supervisory Board of Studio Komputerowe Galkom Sp. z o.o., namely Tomasz Bendlewski, in the financial year 2009.

2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 39
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Supervisory Board of Studio Komputerowe Galkom Sp. o.o.

1. Whereas on 30 November 2009 the District Court of the Capital City of Warsaw, XII Commercial Department of the National Court Register, issued a decision (file no. WA. XII NS-REJ.KRS/033761/09/295) on registration of the merger between the companies of Studio Komputerowe Galkom Sp. z o.o. and ABG SA executed by transferring all the assets of Studio Komputerowe Galkom Sp. z o.o. to ABG SA, and because as a result of that merger ABG SA assumed all the rights and obligations of Studio Komputerowe Galkom Sp. z o.o.; and whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of Studio Komputerowe Galkom Sp. z o.o., namely Piotr Koba, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 40
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Supervisory Board of Studio Komputerowe Galkom Sp. o.o.

1. Whereas on 30 November 2009 the District Court of the Capital City of Warsaw, XII Commercial Department of the National Court Register, issued a decision (file no. WA. XII NS-REJ.KRS/033761/09/295) on registration of the merger between the companies of Studio Komputerowe Galkom Sp. z o.o. and ABG SA executed by transferring all the assets of Studio Komputerowe Galkom Sp. z o.o. to ABG SA, and because as a result of that merger ABG SA assumed all the rights and obligations of Studio Komputerowe Galkom Sp. z o.o.; and whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of Studio Komputerowe Galkom Sp. z o.o., namely Zbigniew Kukliński, in the financial year 2009.

2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 41
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Supervisory Board of Studio Komputerowe Galkom Sp. o.o.

1. Whereas on 30 November 2009 the District Court of the Capital City of Warsaw, XII Commercial Department of the National Court Register, issued a decision (file no. WA. XII NS-REJ.KRS/033761/09/295) on registration of the merger between the companies of Studio Komputerowe Galkom Sp. z o.o. and ABG SA executed by transferring all the assets of Studio Komputerowe Galkom Sp. z o.o. to ABG SA, and because as a result of that merger ABG SA assumed all the rights and obligations of Studio Komputerowe Galkom Sp. z o.o.; and whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of Studio Komputerowe Galkom Sp. z o.o., namely Paweł Piwowski, in the financial year 2009.

2. This Resolution shall come into effect from the day when passed.

Referring to item 27 of the Meeting Agenda

RESOLUTION No. 42
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on approving the reports of the Management Board of Asseco Poland SA on business operations of ABG SA and the ABG Group in the financial year 2009

1. Whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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 1) of the Company's Articles of Association,

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Sąd Rejonowy w Rzeszowie, XII Wydział Gospodarczy Krajowego Rejestru Sądowego, KRS: 0000033391
Kapitał zakładowy w wysokości 77.565.530,00PLN jest opłacony w całości

after due consideration hereby approves the reports of the Management Board of Asseco Poland SA on business operations of ABG SA and the ABG Group in the financial year 2009.

2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 43
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on approving the separate financial statements of ABG SA and the consolidated financial statements of the ABG Group

1. Whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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 1) of the Company's Articles of Association, after due consideration hereby approves the separate financial statements of ABG SA and the consolidated financial statements of the ABG Group, both 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 2009.

2. This Resolution shall come into effect from the day when passed.

Referring to item 28 of the Meeting Agenda

RESOLUTION No. 44
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Management Board of ABG SA

1. Whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by President of the Management Board of ABG SA, namely Dariusz Brzeski, in the financial year 2009.

2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 45
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Management Board of ABG SA

1. Whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by President of the Management Board of ABG SA, namely Adam Góral, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 46
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Management Board of ABG SA

1. Whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by Vice President of the Management Board of ABG SA, namely Karol Cieślak, in the financial year 2009.
2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 47**of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA**

on acknowledging the fulfilment of duties by Member of the Management Board of ABG SA

1. Whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by Vice President of the Management Board of ABG SA, namely Andrzej Jaskulski, in the financial year 2009.

2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 48**of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA**

on acknowledging the fulfilment of duties by Member of the Management Board of ABG SA

1. Whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by Vice President of the Management Board of ABG SA, namely Paweł Piwowar, in the financial year 2009.

2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 49**of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA**

on acknowledging the fulfilment of duties by Member of the Management Board of ABG SA

1. Whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798)

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Sąd Rejonowy w Rzeszowie, XII Wydział Gospodarczy Krajowego Rejestru Sądowego, KRS: 0000033391
Kapitał zakładowy w wysokości 77.565.530,00PLN jest opłacony w całości

on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by Vice President of the Management Board of ABG SA, namely Jadwiga Nowotnik, in the financial year 2009.

2. This Resolution shall come into effect from the day when passed.

Referring to item 29 of the Meeting Agenda

RESOLUTION No. 50 **of the Ordinary General Meeting of Shareholders** **of the company Asseco Poland SA**

on acknowledging the fulfilment of duties by Member of the Supervisory Board of ABG SA

1. Whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by Chairman of the Supervisory Board of ABG SA, namely Adam Góral, in the financial year 2009.

2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 51 **of the Ordinary General Meeting of Shareholders** **of the company Asseco Poland SA**

on acknowledging the fulfilment of duties by Member of the Supervisory Board of ABG SA

1. Whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by Chairman of the Supervisory Board of ABG SA, namely Adam Pawłowicz, in the financial year 2009.

2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 52
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Supervisory Board of ABG SA

1. Whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by Deputy Chairman of the Supervisory Board of ABG SA, namely Jan Myszk, in the financial year 2009.

2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 53
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on acknowledging the fulfilment of duties by Member of the Supervisory Board of ABG SA

1. Whereas on 4 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, issued a decision (file no. RZ. XII NS-REJ.KRS/013173/09/798) on registration of the merger between the companies of Asseco Poland SA and ABG SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of ABG SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of ABG SA; now, therefore, the Ordinary General Meeting of Shareholders of Asseco Poland SA 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, after due consideration hereby acknowledges the fulfilment of duties by Deputy Chairman of the Supervisory Board of ABG SA, namely Andrzej Musioł, in the financial year 2009.

2. This Resolution shall come into effect from the day when passed.

Referring to item 30 of the Meeting Agenda**RESOLUTION No. 54**
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SAon giving consent to the disposal of real estate

1. The Ordinary General Meeting of Shareholders of Asseco Poland SA seated in Rzeszów, acting on the basis of art. 393 item 4) of the Polish Commercial Companies Code, hereby gives consent (i) to dispose the property located in Kraków, at 73 Kasztanowa Str., entered in the land and mortgage register number KR1K/0026/4939/4 maintained by the District Court of Kraków-Podgórze, IV Land and Mortgage Department, which constitutes a standalone residential apartment no. 1A on the ground floor consisting of a living-room with a kitchenette, two bedrooms, halls no. 1 and no. 2, dressing room, and a hallway with a total floor surface of 131.74 m², inclusive of its share in ownership of the joint property; and (ii) to dispose the property located in Kraków, at 73 Kasztanowa Str., entered in the land and mortgage register number KS1K/0026/4938/7 maintained by the District Court of Kraków-Podgórze, IV Land and Mortgage Department, which constitutes a standalone residential apartment no. 1B on the ground floor consisting of a living-room with a kitchenette, five bedrooms, dressing room, bathroom, utility room, laundry room, WC, and halls no. 1 and no. 2 with a total floor surface of 154.14 m², inclusive of its share in ownership of the joint property; in each case for the price not lower than the market value determined by experts and not lower than the book value of the said properties.

2. This Resolution shall come into effect from the day when passed.

Referring to item 31 of the Meeting Agenda**RESOLUTION No. 55**
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SAon giving consent to the purchase of real estate

The Ordinary General Meeting of Shareholders of Asseco Poland SA seated in Rzeszów, acting on the basis of art. 393 item 4) of the Polish Commercial Companies Code, hereby gives consent (i) to purchase the rights of perpetual usufruct and ownership of the property located in Wrocław, at 1, 3, 5, and 7 Traugutta Str., entered in the land and mortgage register number WR1K/00117551/0 maintained by the District Court of Wrocław-Krzyki, IV Land and Mortgage Department, which constitutes the plot of land numbered 2/2 in the southern cadastral section, 0.2641 ha in area, built-up with a multi-storeyed office building with a floor surface of 4480.90 m² and a workshop with a floor surface of 66.6 m², which are both separate from land ownership; and (ii) to purchase the rights of perpetual usufruct and ownership of the property located in Wrocław, at 80 Podwale Str., entered in the land and mortgage register number WR1K/00093859/4 maintained by the District Court of Wrocław-Krzyki, IV Land and Mortgage Department, which constitutes the plot of land numbered 2/2

in the southern cadastral section, 0.0639 ha in area, built-up with a building designated as a service and retail establishment, with a floor surface of 368.1 m², which is separate from land ownership; in each case for the price not higher than the market value determined by experts.

2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 56
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on giving consent to the purchase of real estate

The Ordinary General Meeting of Shareholders of Asseco Poland SA seated in Rzeszów, acting on the basis of art. 393 item 4) of the Polish Commercial Companies Code, hereby gives consent (i) to purchase the right of perpetual usufruct of the undeveloped property located in Warsaw, at Przyczółkowa Str., Wilanów District, which constitutes the plot of land numbered 2/33 in the cadastral section 1-10-37, 1.3129 ha in area, entered in the land and mortgage register number WA2M/00458227/3 maintained by the District Court of Warszawa-Mokotów, VII Land and Mortgage Department; and (ii) to purchase the right of perpetual usufruct of the undeveloped property located in Warsaw, at Przyczółkowa Str., Wilanów District, which constitutes the plot of land numbered 7 in the cadastral section 1-10-37, 6,103 m² in area, entered in the land and mortgage register number WA2M/00475502/0 maintained by the District Court of Warszawa-Mokotów, VII Land and Mortgage Department; in each case for the price not higher than the market value determined by experts.

2. This Resolution shall come into effect from the day when passed.

RESOLUTION No. 57
of the Ordinary General Meeting of Shareholders
of the company Asseco Poland SA

on giving consent to the purchase of real estate

The Ordinary General Meeting of Shareholders of Asseco Poland SA seated in Rzeszów, acting on the basis of art. 393 item 4) of the Polish Commercial Companies Code, hereby gives consent to the purchase of:

1. the non-residential establishment, which constitutes a separate property, located in a building in Katowice, at 83A Korfantego Av., consisting of 12 rooms, sanitary rooms, corridors and other rooms, with a total floor surface of 497.50 m², entered in the land and mortgage register number KA1K/00031050/3 maintained by the District Court of Katowice-Wschód, XI Land and Mortgage Department, inclusive of its share in ownership of the joint property; and
2. the non-residential establishment no. 6, which constitutes a separate property, located on the fifth floor in a building in Katowice, at 83A Korfantego Av., consisting of

- 17 rooms, sanitary rooms and corridors, with a total floor surface of 487.30 m², entered in the land and mortgage register number KA1K/00031049/3 maintained by the District Court of Katowice-Wschód, XI Land and Mortgage Department, inclusive of its share in ownership of the joint property; and
3. the non-residential establishment no. 5, which constitutes a separate property, located in a building in Katowice, at 83A Korfantego Av., consisting of 23 rooms, sanitary rooms and corridors, with a total floor surface of 486.10 m², entered in the land and mortgage register number KA1K/00031048/6 maintained by the District Court of Katowice-Wschód, XI Land and Mortgage Department, inclusive of its share in ownership of the joint property; and
 4. the non-residential establishment no. 4, which constitutes a separate property, located in a building in Katowice, at 83A Korfantego Av., consisting of 12 rooms, sanitary rooms and corridors, with a total floor surface of 289.50 m², entered in the land and mortgage register number KA1K/00031047/9 maintained by the District Court of Katowice-Wschód, XI Land and Mortgage Department, inclusive of its share in ownership of the joint property; and
 5. the non-residential establishment no. 3, which constitutes a separate property, located on the fifth floor in a building in Katowice, at 83A Korfantego Av., consisting of 12 rooms with a total floor surface of 194.80 m², entered in the land and mortgage register number KA1K/00031046/2 maintained by the District Court of Katowice-Wschód, XI Land and Mortgage Department, inclusive of its share in ownership of the joint property; and
 6. the non-residential establishment no. 2, which constitutes a separate property, located on the second floor in a building in Katowice, at 83A Korfantego Av., consisting of 16 rooms, sanitary rooms and corridors, with a total floor surface of 477.60 m², entered in the land and mortgage register number KA1K/00031045/5 maintained by the District Court of Katowice-Wschód, XI Land and Mortgage Department, inclusive of its share in ownership of the joint property; and
 7. the non-residential establishment no. 1, which constitutes a separate property, located on the first floor in a building in Katowice, at 83A Korfantego Av., consisting of 16 rooms, sanitary rooms, corridors and other rooms, with a total floor surface of 402.20 m², entered in the land and mortgage register number KA1K/00031044/8 maintained by the District Court of Katowice-Wschód, XI Land and Mortgage Department, inclusive of its share in ownership of the joint property; and
 8. the property located in Katowice-Bogucice, at Grabowa Str. and 83A Korfantego Av., which constitutes the plot of land numbered 1/19 on the map page 23, designated as other build-up area, 0.1061 ha in area, entered in the land and mortgage register number KA1K/00031036/9 maintained by the District Court of Katowice-Wschód, XI Land and Mortgage Department;

in each case for the price not higher than the market value of a given property determined by experts.

2. This Resolution shall come into effect from the day when passed.

Justification of draft resolutions of the Ordinary General Meeting of Shareholders in accordance with rule II.1.4 of the Code of Best Practice for WSE Listed Companies:

The draft resolutions referred to in items 8, 11, 12, 13, 14, 17, 18, 19, 22, 23, 24, 25, 28 and 29 of the Meeting Agenda shall be adopted by the Ordinary General Meeting of Shareholders in performance of the obligations provided for in art. 395 §2 and §5 of the Polish Commercial Companies Code.

In item 30 of the Meeting Agenda, the Management Board proposed to pass a resolution on giving consent to the disposal of real estate, including residential apartments located in Cracow, which became the Company's property as a result of the merger with ABG SA on 4 January 2010. In the opinion of the Management Board the above-mentioned real estate is not related to the Company's current operations and therefore it is considered redundant, while its disposal will contribute to the optimization of the Company's operating costs.

In item 31 of the Meeting Agenda, the Management Board proposed to pass Resolution no. 55 on giving consent to the purchase of real estate situated in Wrocław, which is the location of a large department of the Company with 133 persons employed on site as well as the location of the Internet Services Centre, both of which are essential for the conduct and security of the Company's current business operations. Acquisition of the above-mentioned property will enable a significant reduction in the operating costs of our Wrocław branch.

In item 31 of the Meeting Agenda, the Management Board proposed to pass Resolution no. 57 on giving consent to the purchase of real estate situated in Katowice, which is the location of a large department of the Company with 167 persons employed on site. Acquisition of the above-mentioned property will enable a significant reduction in the operating costs of our Katowice branch.

In item 31 of the Meeting Agenda, the Management Board proposed to pass Resolution no. 56 on giving consent to the purchase of real estate situated in Wilanów, Warsaw. The objective of this acquisition is to take over the investment of building a new seat for the Warsaw Office of Asseco Poland, which is intended as a location for all our employees nowadays working at several different places. This location will additionally serve as a seat of all the Asseco Poland Group companies which have their headquarters or departments in Warsaw. Acquisition of the above-mentioned property will enable a very significant reduction in the operating costs of our Company and other Asseco companies making business in Warsaw.