



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

I DATE, TIME AND PLACE OF THE GENERAL MEETING

The Management Board of Asseco Poland SA ("**Company**"), acting on the basis of art. 399 § 1 and art. 402¹ of the Polish Commercial Companies Code and with regard to § 38 items 1 and 2 of the Regulation of the Minister of Finance of 19 February 2009 regarding current and periodic information to be submitted by issuers of securities and conditions for recognizing as equivalent information required by laws of a non-member state (Journal of Laws of 2009 No. 33, item 259), hereby convenes the Ordinary General Meeting of Shareholders ("**General Meeting**") to be held on **28 April 2011 at 12:00** noon at the Marriott Hotel in Warsaw, 65/79 Jerozolimskie Av.

II DETAILED AGENDA FOR THE GENERAL MEETING

The agenda of the Ordinary General Meeting of Shareholders includes:

1. Opening of the General Meeting and election of the Chairman.
2. Determining whether the General Meeting was properly convened and whether it is able to pass resolutions, and election of the Returning Committee.
3. Adoption of the agenda for the General Meeting.
4. Consideration of the Management's report on business operations of Asseco Poland SA in the financial year 2010.
5. Consideration of the separate financial statements of Asseco Poland SA for the financial year 2010.
6. Getting familiar with the certified auditor's opinion and report from their audit of the separate financial statements of Asseco Poland SA for the financial year 2010.
7. Consideration of the Statement of the Management Board of Asseco Poland SA on business operations conducted by ABG SA in the period from 1 January to 4 January 2010.
8. Getting familiar with the Supervisory Board's assessment of the Management's report on the Company's business operations and of the Company's separate financial statements for the financial year 2010.
9. Adoption of resolutions on approval of the report of the Management Board of Asseco Poland SA on the Company's business operations and on approval of the Company's separate financial statements for the financial year 2010.
10. Adoption of a resolution on approval of the Statement of the Management Board of Asseco Poland SA on business operations of ABG SA in the period from 1 January to 4 January 2010.
11. Consideration of the Management's report on business operations of the Asseco Poland Group as well as of the consolidated financial statements of the Asseco Poland Group for the financial year 2010.

12. Getting familiar with the certified auditor's opinion and report from their audit of the consolidated financial statements of the Asseco Poland Group for the financial year 2010.
13. Adoption of a resolution on approval of the consolidated financial statements of the Asseco Poland Group for the financial year 2010 as well as on approval of the report on business operations of the Asseco Poland Group in the financial year 2010.
14. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Management Board of Asseco Poland SA during the financial year 2010.
15. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Supervisory Board of Asseco Poland SA during the financial year 2010.
16. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Management Board of ABG SA in the period from 1 January to 4 January 2010.
17. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Supervisory Board of ABG SA in the period from 1 January to 4 January 2010.
18. Adoption of a resolution on distribution of the net profit generated by Asseco Poland SA for the financial year 2010 and payment of a dividend.
19. Consideration of the Management's report on business operations of Asseco Systems SA as well as of the financial statements of Asseco Systems SA for the financial year 2010.
20. Getting familiar with the certified auditor's opinion and report from their audit of the financial statements of Asseco Systems SA for the financial year 2010.
21. Getting familiar with the Supervisory Board's assessment of the Management's report on business operations of Asseco Systems SA in the financial year 2010 and of the financial statements of Asseco Systems SA for the financial year 2010.
22. Adoption of resolutions on approval of the Management's report on business operations of Asseco Systems SA in the financial year 2010 and of the financial statements of Asseco Systems SA for the financial year 2010.
23. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Management Board of Asseco Systems SA during the financial year 2010.
24. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Supervisory Board of Asseco Systems SA during the financial year 2010.
25. Consideration of the Management's report on business operations of Alatus Sp. z o.o. as well as of the financial statements of Alatus Sp. z o.o. for the financial year 2010.
26. Getting familiar with the certified auditor's opinion and report from their audit of the financial statements of Alatus Sp. z o.o. for the financial year 2010.
27. Getting familiar with the Supervisory Board's assessment of the Management's report on business operations of Alatus Sp. z o.o. in the financial year 2010 and of the financial statements of Alatus Sp. z o.o. for the financial year 2010.

28. Adoption of resolutions on approval of the Management's report on business operations of Alatus Sp. z o.o. and of the financial statements of Alatus Sp. z o.o. for the financial year 2010.
29. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Management Board of Alatus Sp. z o.o. during the financial year 2010.
30. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Supervisory Board of Alatus Sp. z o.o. during the financial year 2010.
31. Adoption of a resolution on amendment of the Company's Articles of Association.
32. Adoption of a resolution on giving consent to the purchase of real estate.
33. Adoption of a resolution on giving consent to the disposal of real estate.
34. Closure of the General Meeting.

The Management Board informs that the draft resolution on amendment of the Company's Articles of Association provides for deletion of the provisions empowering the Management Board to increase the Company's share capital and to issue new shares from the authorized capital. The Management Board's power to increase the Company's share capital was conditional upon simultaneous cancellation of treasury shares that the Company acquired by universal succession as a result of the merger with Prokom Software SA on 1 April 2008. Due to the fact that all of the Company's treasury shares have been already cancelled, the provisions of the Articles of Association granting the above-mentioned power to the Management Board have become pointless. The proposed amendments of the Articles of Association are hereby disclosed in public.

1. The Articles of Association of Asseco shall be amended by deleting the entire § 7a contained therein, with the existing reading presented below:
 - "1. *The Management Board shall be empowered to increase the Company's share capital through the issuance of new shares with the aggregate par value not exceeding PLN 11,611,450 (eleven million six hundred and eleven thousand four hundred and fifty zlotys) by implementing one or several increases of share capital within the limit specified above (the authorized capital). The power to increase the Company's share capital and to issue new shares from the authorized capital as granted to the Management Board shall expire after three (3) years from the date the authorized capital is entered in the Register of Entrepreneurs.*
 2. *The Management Board may increase the share capital within the limit of authorized capital provided that in the preceding financial year the Company cancelled any shares from among 11,611,450 treasury shares that had been acquired by the Company on 1 April 2008 by universal succession as a result of the merger with Prokom Software SA ("Treasury Shares"); the number of shares so cancelled shall correspond to the number of shares issued under one or several increases of the Company's share capital within the limit of authorized capital during such financial year. This restriction shall not apply during the first financial year when the Management Board's power to increase the share capital, as specified in section 1 above, becomes effective nor in the event when the Company's share capital was not increased within the authorized capital during the preceding financial year.*

3. *An application for registration of the share capital increase under an issuance of authorized capital may only be submitted to the competent registry court simultaneously with an application for registration of the share capital reduction due to cancellation of the Company's Treasury Shares.*
4. *With reservation to section 5 and unless otherwise required by the provisions of the Commercial Companies Code, the Management Board shall decide on all the matters in connection with increasing the share capital under authorized capital, and in particular the Management Board shall be authorized to:*
 - 1) *conclude agreements for investment underwriting or service underwriting or other agreements with the objective to ensure successful conduct of the issuance of shares, as well as to conclude agreements under which depositary receipts for shares would be issued outside Poland,*
 - 2) *adopt resolutions or take other actions concerning dematerialization of the shares issued as well as to conclude agreements with the National Depository for Securities for registration of those shares,*
 - 3) *adopt resolutions or take other actions concerning issuance of shares through a public offering or to apply for admission of those shares to trading on the regulated market.*
5. *The resolutions adopted by the Management Board concerning determination of the issue price of shares issued from the authorized capital or assignment of such shares in return for non-cash contributions shall not require any approval from the Supervisory Board."*
2. The Articles of Association of Asseco shall be amended by deleting the entire § 9 sect. 6 and sect. 7 contained therein, with the existing reading presented below:
 6. *Treasury Shares referred to in § 7a section 2 of these Articles of Association shall be cancelled automatically ("Automatic Cancellation"). Subject to art. 360 § 4 of the Commercial Companies Code, the cancellation of Treasury Shares shall be effected automatically when the Management Board adopts a resolution on increasing the Company's share capital within the authorized capital as referred to in § 7a of these Articles of Association. The number of Treasury Shares cancelled shall each time correspond to the number of shares issued under the related issuance of authorized capital. Automatic Cancellation of Treasury Shares shall be carried out without payment of any consideration. The Company agrees that the above-mentioned Treasury Shares shall be subject to Automatic Cancellation.*
 7. *In the event the Management Board adopts a resolution resulting in Automatic Cancellation, the Company's Management Board shall immediately undertake actions aimed at reducing the share capital, and it shall in particular adopt a resolution on reducing the Company's share capital pursuant of art. 359 § 7 of the Commercial Companies Code."*

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 **12 April 2011** (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 a request may only be submitted after the announcement of convening of the General Meeting (i.e. not earlier than on 2 April 2011) and not later than on the first business day following the Registration Day (i.e. not later than on 13 April 2011).

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 St., 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 22, 26 and 27 April 2011. 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, as of 1 April 2011 (inclusive) till 26 April 2011 (inclusive) the following documents will be made available on the Company's corporate website www.asseco.pl, in the section Investor Relations / Legal Environment / General Meeting of Shareholders:

- 1) Announcement of the convening of the Ordinary General Meeting of Shareholders;
- 2) Information on the total number of shares in the Company as well as on the number of votes carried by those shares on the announcement date;
- 3) Documents to be presented to the Ordinary General Meeting of Shareholders including:
 - a. separate and consolidated financial statements and the Management's reports on business operations of Asseco Poland SA and the Asseco Poland Group for the year 2010, accompanied by the opinions and reports of certified auditors;
 - b. statement of the Management Board of Asseco Poland SA on business operations conducted by ABG SA in the period from 1 January to 4 January 2010;
 - c. report of the Supervisory Board of Asseco Poland SA concerning its assessment of the Management's reports on business operations and separate and consolidated financial statements of Asseco Poland SA and the Asseco Poland Group for the financial year 2010, and of the Management's request for distribution of the net profit for the financial year 2010, and of the Management's statement on business operations conducted by ABG SA in the period from 1 January to 4 January 2010;

- d. financial statements and the Management's report on business operations of Alatus Sp. z o.o. for the year 2010, accompanied by the opinion and report of certified auditors;
 - e. report of the Supervisory Board of Asseco Poland SA concerning its assessment of the financial statements and the Management's report on business operations of Alatus Sp. z o.o. for the year 2010;
 - f. financial statements and the Management's report on business operations of Asseco Systems SA for the year 2010, accompanied by the opinion and report of certified auditors;
 - g. report of the Supervisory Board of Asseco Poland SA concerning its assessment of the financial statements and the Management's report on business operations of Asseco Systems SA for the year 2010;
- 4) Draft resolutions;
 - 5) Document forms enabling the exercise of voting rights by a proxy; and
 - 6) Bylaws of the Company's General Meeting of Shareholders.

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

Persons entitled to participate in the General Meeting may receive the complete set of documents at the Company's registered seat at 14 Olchowa St., 35-322 Rzeszów, from 8 a.m. till 4 p.m. 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 St., 35-322 Rzeszów, as of 13 April 2011 (inclusive) till 26 April 2011 (inclusive) from 8 a.m. till 4 p.m., shareholders will be able to receive copies of the following documents:

- a. separate and consolidated financial statements and the Management's reports on business operations of Asseco Poland SA and the Asseco Poland Group for the year 2010, accompanied by the opinions and reports of certified auditors;
- b. statement of the Management Board of Asseco Poland SA on business operations conducted by ABG SA in the period from 1 January to 4 January 2010;
- c. report of the Supervisory Board of Asseco Poland SA concerning its assessment of the Management's reports on business operations and separate and consolidated financial statements of Asseco Poland SA and the Asseco Poland Group for the financial year 2010, and of the Management's request for distribution of the net profit for the financial year 2010, and of the Management's statement on business operations conducted by ABG SA in the period from 1 January to 4 January 2010;
- d. financial statements and the Management's report on business operations of Alatus Sp. z o.o. for the year 2010, accompanied by the opinion and report of certified auditors;
- e. report of the Supervisory Board of Asseco Poland SA concerning its assessment of the financial statements and the Management's report on business operations of Alatus Sp. z o.o. for the year 2010;

- f. financial statements and the Management's report on business operations of Asseco Systems SA for the year 2010, accompanied by the opinion and report of certified auditors;
- g. report of the Supervisory Board of Asseco Poland SA concerning its assessment of the financial statements and the Management's report on business operations of Asseco Systems SA for the year 2010;
- h. statement of the Management Board of Asseco Poland SA on business operations conducted by ABG SA in the period from 1 January to 4 January 2010.

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 St., 35-322 Rzeszów. Please bear in mind that in order to meet the above-mentioned deadline for submitting a request, such request must be delivered to the Management Board within the deadline. Hence, it is not sufficient just to mail

the request within the deadline. Such request may be also sent by e-mail to the address wz@asseco.pl.

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 St., 35-322 Rzeszów. Please bear in mind that in order to meet the above-mentioned deadline for submitting proposed draft resolutions, such proposal must be delivered to the Management Board within the deadline. Hence, it is not sufficient just to mail the proposal within the deadline. Such proposal may be also sent by e-mail to the address wz@asseco.pl. 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 St., 35-322 Rzeszów. Please bear in mind that in order to meet the above-mentioned deadline for submitting a notification, such notification must be delivered to the Management Board within the deadline. Hence, it is not sufficient just to mail the notification within the deadline. A notification made in electronic form 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.