

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

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

1. Opening of the General Meeting and election of the Chairman.
2. Determining whether the General Meeting was properly convened and whether it is able to pass resolutions, and election of the Returning Committee.
3. Adoption of the agenda for the General Meeting.
4. Consideration of the Management's report on business operations of Asseco Poland 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.

**Referring to item 9 of the Meeting Agenda**

**RESOLUTION No. 4**  
**of the Ordinary General Meeting of Shareholders**  
**of the company Asseco Poland SA**

on approval of the report of the Management Board of Asseco Poland SA on the Company's business operations in the financial year 2010

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 sect. 4 item 1) of the Company's Articles of Association, after due consideration hereby approves the report of the Management Board of Asseco Poland SA on the Company's business operations in the financial year 2010.
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 approval of the separate financial statements of Asseco Poland SA for the financial year 2010

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 sect. 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 2010.

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

**Referring to item 10 of the Meeting Agenda**

**RESOLUTION No. 6**  
**of the Ordinary General Meeting of Shareholders**  
**of the company Asseco Poland SA**

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

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 sect. 4 item 1) of the Company's Articles of Association, after due consideration hereby approves 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.

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

**Referring to item 13 of the Meeting Agenda**

**RESOLUTION No. 7**  
**of the Ordinary General Meeting of Shareholders**  
**of the company Asseco Poland SA**

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

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 2010 as well as the report on business operations of the Asseco Poland Group in the financial year 2010.

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

**Referring to item 14 of the Meeting Agenda**

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

on acknowledgement of 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 2010.
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 acknowledgement of 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 2010.
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 acknowledgement of 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 2010.
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 acknowledgement of 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 2010.

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 acknowledgement of 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 2010.

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 acknowledgement of 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 2010.

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 acknowledgement of 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 2010.

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 acknowledgement of 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 2010.
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 acknowledgement of 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 2010.
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 acknowledgement of 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 2010.
2. This Resolution shall come into effect from the day when passed.

**Referring to item 15 of the Meeting Agenda**

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

on acknowledgement of 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 2010.

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 acknowledgement of 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 Vice Chairman of the Supervisory Board of Asseco Poland SA, namely Adam Noga, in the financial year 2010.

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

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

on acknowledgement of 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 2010.

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 acknowledgement of 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 2010.

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 acknowledgement of 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 2010.
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 acknowledgement of 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 Artur Kucharski, in the financial year 2010.
2. This Resolution shall come into effect from the day when passed.

**Referring to item 16 of the Meeting Agenda**

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

on acknowledgement of 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by President of the Management Board of ABG SA, namely Adam Góral, in the period from 1 January to 4 January 2010.
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 acknowledgement of 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Vice President of the Management Board of ABG SA, namely Andrzej Jaskulski, in the period from 1 January to 4 January 2010.
2. This Resolution shall come into effect from the day when passed.

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

on acknowledgement of 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Vice President of the Management Board of ABG SA, namely Paweł Piwowar, in the period from 1 January to 4 January 2010.
2. This Resolution shall come into effect from the day when passed.

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

on acknowledgement of 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Vice President of the Management Board of ABG SA, namely Jadwiga Nowotnik, in the period from 1 January to 4 January 2010.

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

### **Referring to item 17 of the Meeting Agenda**

#### **RESOLUTION No. 28 of the Ordinary General Meeting of Shareholders of the company Asseco Poland SA**

on acknowledgement of 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Chairman of the Supervisory Board of ABG SA, namely Adam Pawłowicz, in the period from 1 January to 4 January 2010.

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

#### **RESOLUTION No. 29 of the Ordinary General Meeting of Shareholders of the company Asseco Poland SA**

on acknowledgement of 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Vice Chairman of the Supervisory Board of ABG SA, namely Jan Myszk, in the period from 1 January to 4 January 2010.

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

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

on acknowledgement of 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of ABG SA, namely Andrzej Musioł, in the period from 1 January to 4 January 2010.
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 distribution of the net profit generated by Asseco Poland SA for the financial year 2010 and payment of a dividend

§ 1

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 sect. 4 item 2) of the Company's Articles of Association, hereby resolves that the net profit for the year 2010 in the amount of **PLN 422,453,746.51** (four hundred and twenty-two million four hundred and fifty-three thousand seven hundred and forty-six zlotys 51/100) shall be distributed as follows:

- 1/ **PLN 139,617,954** (one hundred and thirty-nine million six hundred and seventeen thousand nine hundred and fifty-four zlotys) shall be distributed to the Company's Shareholders as payment of a dividend in the amount of **PLN 1.80** (one zloty 80/100) per share;
- 2/ **PLN 282,835,792.51** (two hundred and eighty-two million eight hundred and thirty-five thousand seven hundred and ninety-two zlotys 51/100) shall be allocated to the Company's reserve capital.

§ 2

2. The Company's General Meeting established that the dividend right shall be acquired on 17 May 2011; whereas, the dividend payment shall be made on 1 June 2011.
3. This Resolution shall come into effect from the day when passed.

**Referring to item 22 of the Meeting Agenda**

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

on approval of the Management's report on business operations of Asseco Systems SA in the financial year 2010

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kustronia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Asseco Systems SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Asseco Systems SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Asseco Systems 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 sect. 4 item 1) of the Company's Articles of Association, after due consideration hereby approves the Management's report on business operations of Asseco Systems SA in the period from 1 January to 31 December 2010.

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

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

on approval of the financial statements of Asseco Systems SA

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kustronia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Asseco Systems SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Asseco Systems SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Asseco Systems 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 sect. 4 item 1) of the Company's Articles of Association, after due consideration hereby approves the financial statements of Asseco Systems 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 to 31 December 2010.

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

**Referring to item 23 of the Meeting Agenda**

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

on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Systems SA

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźstrowia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Asseco Systems SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Asseco Systems SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Asseco Systems 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by President of the Management Board of Asseco Systems SA, namely Andrzej Jaskulski, in the financial year 2010.
2. This Resolution shall come into effect from the day when passed.

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

on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Systems SA

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźstrowia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Asseco Systems SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Asseco Systems SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Asseco Systems 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Vice President of the Management Board of Asseco Systems SA, namely Witold Wiliński, in the financial year 2010.
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 acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Systems SA

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźstrowia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Asseco Systems SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Asseco Systems SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Asseco Systems 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Vice President of the Management Board of Asseco Systems SA, namely Tadeusz Kij, in the financial year 2010.

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

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

on acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Systems SA

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kustronia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Asseco Systems SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Asseco Systems SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Asseco Systems 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Vice President of the Management Board of Asseco Systems SA, namely Maciej Gawlikowski, in the financial year 2010.

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 acknowledgement of the fulfilment of duties by Member of the Management Board of Asseco Systems SA

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kustronia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Asseco Systems SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Asseco Systems SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Asseco Systems 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Vice President of the Management Board of Asseco Systems SA, namely Rafał Gutkowski, in the financial year 2010.

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

**Referring to item 24 of the Meeting Agenda**

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

on acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Asseco Systems SA

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźnia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Asseco Systems SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Asseco Systems SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Asseco Systems 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Chairman of the Supervisory Board of Asseco Systems SA, namely Adam Góral, in the financial year 2010.

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 acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Asseco Systems SA

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźnia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Asseco Systems SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Asseco Systems SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Asseco Systems 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of Asseco Systems SA, namely Renata Bojdo, in the financial year 2010.

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 acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Asseco Systems SA

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźstrowia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Asseco Systems SA executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Asseco Systems SA to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Asseco Systems 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of Asseco Systems SA, namely Andrzej Prandzioch, in the financial year 2010.

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

**Referring to item 28 of the Meeting Agenda**

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

on approval of the Management's report on business operations of Alatus Sp. z o.o. in the financial year 2010

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźstrowia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Alatus Sp. z o.o. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Alatus Sp. z o.o. to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Alatus Sp. z o.o.; 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 sect. 4 item 1) of the Company's Articles of Association, after due consideration hereby approves the Management's report on business operations of Alatus Sp. z o.o. in the period from 1 January to 31 December 2010.

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 approval of the financial statements of Alatus Sp. z o.o. for the financial year 2010

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźstrowia St., 35-303 Rzeszów, issued

a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Alatus Sp. z o.o. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Alatus Sp. z o.o. to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Alatus Sp. z o.o.; 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 sect. 4 item 1) of the Company's Articles of Association, after due consideration hereby approves the financial statements of Alatus Sp. z o.o., 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 to 31 December 2010.

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

### **Referring to item 29 of the Meeting Agenda**

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

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

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kustronia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Alatus Sp. z o.o. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Alatus Sp. z o.o. to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Alatus Sp. z o.o.; 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by President of the Management Board of Alatus Sp. z o.o., namely Artur Łukasiewicz, in the financial year 2010.

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

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kustronia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Alatus Sp. z o.o. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Alatus Sp. z o.o. to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Alatus Sp. z o.o.; 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Vice President of the Management Board of Alatus Sp. z o.o., namely Jarosław Łukasiewicz, in the financial year 2010.

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

## **Referring to item 30 of the Meeting Agenda**

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

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

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kustronia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Alatus Sp. z o.o. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Alatus Sp. z o.o. to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Alatus Sp. z o.o.; 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Chairman of the Supervisory Board of Alatus Sp. z o.o., namely Paweł Piwowar, in the financial year 2010.

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

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kustronia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Alatus Sp. z o.o. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Alatus Sp. z o.o. to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Alatus Sp. z o.o.; 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of Alatus Sp. z o.o., namely Tomasz Pych, in the financial year 2010.

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

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźstrowia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Alatus Sp. z o.o. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Alatus Sp. z o.o. to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Alatus Sp. z o.o.; 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of Alatus Sp. z o.o., namely Andrzej Gerlach, in the financial year 2010.

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

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźstrowia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Alatus Sp. z o.o. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Alatus Sp. z o.o. to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Alatus Sp. z o.o.; 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of Alatus Sp. z o.o., namely Tomasz Siedlecki, in the financial year 2010.

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

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

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

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźstrowia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Alatus Sp. z o.o. executed under

art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Alatus Sp. z o.o. to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Alatus Sp. z o.o.; 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of Alatus Sp. z o.o., namely Adam Dryja, in the financial year 2010.

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

1. Whereas on 3 January 2010 the District Court in Rzeszów, XII Commercial Department of the National Court Register, seated at 4 Gen. J. Kuźstonia St., 35-303 Rzeszów, issued a decision (file no. RZ.XII NS-REJ.KRS/014041/10/977) on registration of the merger between the companies of Asseco Poland SA and Alatus Sp. z o.o. executed under art. 492 § 1 item 1 of the Polish Commercial Companies Code, this is by transferring all the assets of Alatus Sp. z o.o. to Asseco Poland SA, and because as a result of that merger Asseco Poland SA assumed all the rights and obligations of Alatus Sp. z o.o.; 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 sect. 4 item 3) of the Company's Articles of Association, hereby acknowledges the fulfilment of duties by Member of the Supervisory Board of Alatus Sp. z o.o., namely Dariusz Brzeski, in the financial year 2010.

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

**Referring to item 31 of the Meeting Agenda**

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

on amendment of the Company's Articles of Association

The Ordinary General Meeting of Shareholders of Asseco Poland SA seated in Rzeszów ("Asseco") acting on the basis of art. 430 § 1 and § 5 of the Polish Commercial Companies Code as well as pursuant to § 12 sect. 4 item (8) of the Company's Articles of Association, hereby resolves as follows:

**§ 1**

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."*

## **§ 2**

Other provisions of the Articles of Association of Asseco shall remain unchanged.

## **§ 3**

1. The Company's Supervisory Board is hereby authorized to determine the consolidated text of the Company's Articles of Association, taking into account the amendments resulting from this Resolution.
2. This Resolution shall come into force on the day when passed, with legal effect from the date when registered in the Register of Entrepreneurs.

### **Referring to item 32 of the Meeting Agenda**

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

##### on giving consent to the purchase 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 to purchase the ownership rights to the land property located in Rzeszów at Olchowa St., which consists of two adjacent plots of land (plot no. 367 in the cadastral section no. 218 with the area of 0.4014 ha, and plot no. 362 in the cadastral section no. 218 with the area of 0.4697 ha) with the total area of 0.8711 ha, entered in the land and mortgage register no. RZ1Z/00015479/2 maintained by the District Court in Rzeszów, VII Land and Mortgage Department, partially utilized as a parking lot, for the total price not higher than its market value determined by an expert.

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

### **Referring to item 33 of the Meeting Agenda**

#### **RESOLUTION No. 54 of the Ordinary General Meeting of Shareholders of the company Asseco Poland SA**

##### on 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 to dispose the property constituting the residential apartment no. 5, located at 4 Bema St. in Gdynia, with a floor surface of 84.60 m<sup>2</sup> including a cellar of

7.90 m<sup>2</sup>, entered in the land and mortgage register no. GD1Y/00034749/7, inclusive of its share in ownership of the joint property entered in the land and mortgage register no. GD1Y/00033134/6 as maintained by the District Court in Gdynia, V Land and Mortgage Department. The property shall be sold for the price not lower than its market value determined by an expert and not lower than its book value.

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