

**Justification of the draft resolutions concerning items 32 and 33 of the Agenda
for the Ordinary General Meeting of Shareholders of Asseco Poland SA
to be held on 28 April 2011**

In item 32 of the Meeting Agenda, the Management Board proposed to pass Resolution no. 53 on giving consent to the purchase of real estate located in Rzeszów.

The property to be acquired from Podkarpacki Fundusz Nieruchomości Sp. z o.o., a wholly owned subsidiary of Asseco Poland SA, consists of the land adjacent to the Asseco Poland's headquarters in Rzeszów. These plots of land are partially utilized as a parking lot with hard surface and lighting. The purpose of this investment is to increase the number of parking places because the parking lot situated at the premises of Asseco Poland SA is too small.

In item 33 of the Meeting Agenda, the Management Board proposed to pass Resolution no. 54 on giving consent to the disposal of real estate located in Gdynia. This property constitutes a residential apartment that is not used for the Company's current business operations, and therefore deemed to be redundant. Furthermore, the property requires financial outlays and supervision on the Company's part, which results in incurring additional expenses.