

Rzeszów, 27 March 2015

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

**I DATE, TIME AND PLACE OF THE GENERAL MEETING**

The Management Board of Asseco Poland S.A. (the "**Company**"), acting on the basis of art. 399 § 1 and art. 402<sup>1</sup> of the Commercial Companies Code and with regard to § 38 items 1-2 of the Regulation of the Minister of Finance of 19 February 2009 regarding current and periodic information to be published by issuers of securities and conditions for recognizing as equivalent the information required by laws of non-EU member states (Journal of Laws of 2009, No. 33, item 259), hereby convenes the Company's **Ordinary General Meeting of Shareholders** (the "**General Meeting**") to be held on **29 April 2015** 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 report on operations of Asseco Poland S.A. in the financial year 2014.
5. Consideration of the separate financial statements of Asseco Poland S.A. for the financial year 2014.
6. Getting familiar with the certified auditor's opinion and report from their audit of the separate financial statements of Asseco Poland S.A. for the financial year 2014.
7. Getting familiar with the report of the Supervisory Board of Asseco Poland S.A. on the Supervisory Board's activities in the financial year 2014, report from the assessment of the Company's standing, as well as with the report of the Supervisory Board containing their assessment of the reports on operations of Asseco Poland S.A. and Asseco Group in the financial year 2014, the financial statements of Asseco Poland S.A. and Asseco Group for the financial year 2014, the Management Board's proposal for distribution of the net profit for the financial year 2014, as well as their assessment of the Statement of the Management Board of Asseco Poland S.A. on operations conducted by Przedsiębiorstwo Innowacyjno-Wdrożeniowe "POSTINFO" Sp. z o.o. in the period from 1 January to 2 January 2014.
8. Adoption of resolutions on approval of the report on operations of Asseco Poland S.A. and on approval of the separate financial statements of Asseco Poland S.A. for the financial year 2014.

9. Consideration of the report on operations of Asseco Group as well as of the consolidated financial statements of Asseco Group for the financial year 2014.
10. Getting familiar with the certified auditor's opinion and report from their audit of the consolidated financial statements of Asseco Group for the financial year 2014.
11. Adoption of a resolution on approval of the consolidated financial statements of Asseco Group for the financial year 2014 as well as on approval of the report on operations of Asseco Group in the financial year 2014.
12. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Management Board of Asseco Poland S.A. during the financial year 2014.
13. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Supervisory Board of Asseco Poland S.A. during the financial year 2014.
14. Adoption of a resolution on distribution of the net profit generated by Asseco Poland S.A. for the financial year 2014 and payment of a dividend.
15. Adoption of a resolution on approval of the Statement of the Management Board of Asseco Poland S.A. on operations conducted by Przedsiębiorstwo Innowacyjno-Wdrożeniowe "POSTINFO" Sp. z o.o. in the period from 1 January to 2 January 2014.
16. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Management Board of Przedsiębiorstwo Innowacyjno-Wdrożeniowe "POSTINFO" Sp. z o.o. during the financial year 2014.
17. Adoption of resolutions on acknowledgement of the fulfilment of duties by Members of the Supervisory Board of Przedsiębiorstwo Innowacyjno-Wdrożeniowe "POSTINFO" Sp. z o.o. during the financial year 2014.
18. Adoption of a resolution on giving consent to the disposal of real estate.
19. Closure of the General Meeting.

### **III PERSONS ELIGIBLE TO PARTICIPATE IN THE ORDINARY GENERAL MEETING**

The Management Board informs that, pursuant to art. 406<sup>1</sup> of the 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 **13 April 2015** (the date of registration of participation in the General Meeting, hereinafter the "**Record Date**"), on condition they request the entities that keep their securities accounts to issue registered certifications conforming their right to participate in the General Meeting. Such a request may only be submitted after the announcement of convening of the Ordinary General Meeting (i.e. not earlier than on 28 March 2015) and not later than on the first business day following the Record Date (i.e. not later than on 14 April 2015).

The list of shareholders entitled to participate in the Ordinary General Meeting will be prepared on the basis of a record provided by the entity keeping the depository for securities (the National Depository for Securities) and displayed at the Company's seat, address: 14 Olchowa St., 35-322 Rzeszów, from 8:00 a.m. till 4:00 p.m. during three business days before the Ordinary General Meeting is held, i.e. on the days of 24, 27 and 28 April 2015. 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](mailto:wz@asseco.pl).

#### **IV DOCUMENTS AND INFORMATION CONCERNING THE ORDINARY GENERAL MEETING**

Pursuant to the requirement set forth in art. 402<sup>3</sup> of the Commercial Companies Code, as of 27 March 2015 (inclusive) till 29 April 2015 (inclusive) the following documents will be made available on the Company's corporate website [www.asseco.pl](http://www.asseco.pl), in the section Investor Relations / Legal Environment / General Meeting of Shareholders:

- 1) Announcement of 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) Draft resolutions along with appendixes;
- 4) Documents to be presented to the Ordinary General Meeting of Shareholders including:
  - a. Separate and consolidated financial statements and reports on operations of Asseco Poland S.A. and Asseco Group for the year 2014, accompanied by opinions and reports of certified auditors;
  - a. Report of the Supervisory Board on activities of the Supervisory Board of Asseco Poland S.A. in the financial year 2014 as well as on the assessment of the Company's standing;
  - b. Report of the Supervisory Board containing their assessment of the reports on operations of Asseco Poland S.A. and Asseco Group in the financial year 2014, assessment of the financial statements of Asseco Poland S.A. and Asseco Group for the financial year 2014, the Management Board's proposal for distribution of the net profit for the financial year 2014, as well as their assessment of the Statement of the Management Board of Asseco Poland S.A. on operations conducted by Przedsiębiorstwo Innowacyjno-Wdrożeniowe "POSTINFO" Sp. z o.o. in the period from 1 January to 2 January 2014.
  - c. Statement of the Management Board of Asseco Poland S.A. on operations conducted by Przedsiębiorstwo Innowacyjno-Wdrożeniowe "POSTINFO" Sp. z o.o. in the period from 1 January to 2 January 2014.
- 5) Document forms enabling the exercise of voting rights by a proxy;
- 6) Bylaws of the Company's General Meeting of Shareholders.

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

Persons entitled to participate in the Ordinary General Meeting of Shareholders may receive the complete set of documents from the Management Office, at the Company's registered office at 14 Olchowa St., 35-322 Rzeszów, on business days from 27 March 2015 to 28 April 2015, from 8:00 a.m. till 4:00 p.m.

## **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 regarding the Ordinary General Meeting 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](mailto: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 8:00 a.m. till 4:00 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 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 nearest General Meeting ("**Request**"). 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 due certification or a certificate of deposit) 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 the address for correspondence with the petitioners. The Request, its form and manner of submission shall comply with the provisions of law and the requirements specified in this announcement.

Any 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 effectively delivered to the Management Board within the deadline. Hence, it is not sufficient if eligible shareholders just send their Request within the deadline. Such Request may be also sent by e-mail to the address: [wz@asseco.pl](mailto: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 or any applicable legal requirements, the Company, within three business days of receiving that Request, shall inform the petitioners accordingly and indicate the deficiencies resulting in rejection of their Request. A duly supplemented Request may be resubmitted provided the above-mentioned submission deadline is met.

### **V.3. Right to submit draft resolutions on issues already included in the General Meeting agenda or on issues to be included in such 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 by means of electronic communication, their proposed draft resolutions on issues already included in the agenda or on issues to be included in the agenda of the General Meeting ("**Proposal**"). Such a Proposal should be submitted to the Company at the latest on the day preceding the date of the General Meeting, i.e. till 28 April 2015.

Furthermore, the Proposal of draft resolutions must be accompanied by documents (e.g. a due certification or a certificate of deposit) 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 the address for correspondence with the petitioners.

Any 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 a Proposal, such Proposal must be effectively delivered to the Management Board within the deadline. Hence, it is not sufficient if eligible shareholders just send their Proposal within the deadline. Such Proposal may be also sent by e-mail to the address: [wz@asseco.pl](mailto: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, i.e. till 28 April 2015), shall inform the petitioners accordingly and indicate the deficiencies resulting in rejection of their draft resolutions. A duly supplemented Proposal may be resubmitted provided the above-mentioned submission deadline is met.

### **V.4. Shareholder's right to submit draft resolutions on issues included in the meeting agenda during the course of the General Meeting**

Each shareholder may, during the course of the General Meeting, propose draft resolutions concerning 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 until 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. 412-412<sup>2</sup> of the Commercial Companies Code, shareholders may participate in the General Meeting and exercise their voting rights in person or by a proxy. A proxy shall execute all the shareholder's rights at the General Meeting, unless their power of proxy states otherwise. A proxy may also grant a further power of proxy if doing so is allowed by their power 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 a 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, then the following principles shall apply:

1. The power 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 instructions given by the shareholder.

A power 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 power 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.

Such 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 effectively delivered to the Management Board within the deadline. Hence, it is not sufficient just to send the notification within the deadline. A notification made in electronic form may be sent to the Company by e-mail to the following address: [wz@asseco.pl](mailto: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 National Court Register – Register of Entrepreneurs;
3. First name and surname of the proxy, as well as the proxy's personal identification number (PESEL) and identity card number;
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 of whether the proxy may designate further proxies;
9. Indication of 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 whether a proxy is legally authorized 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 the venue of 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 into the record documents confirming undoubtedly their legal 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 a print-out of his/her power of proxy into the record or to send such power of proxy to the Company by e-mail to the following address: [wz@asseco.pl](mailto: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](http://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](http://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 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](mailto:biuro.zarzadu@asseco.pl).