

**Draft resolutions for the Ordinary General Meeting of Shareholders  
of Asseco Poland S.A. on April 29, 2016**

**RESOLUTION No. 1**

**of the Ordinary General Meeting of Shareholders  
of Asseco Poland S.A.**

on election of Chairman of the General Meeting

The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów hereby elects Mr. .... as Chairman of the General Meeting.

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**RESOLUTION No. 2**

**of the Ordinary General Meeting of Shareholders  
of Asseco Poland S.A.**

on election of the Returning Committee

The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów hereby elects the Returning Committee in the following composition:

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

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**RESOLUTION No. 3**

**of the Ordinary General Meeting of Shareholders  
of Asseco Poland S.A.**

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

The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów 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 adopt resolutions, and election of the Returning Committee.
3. Adoption of the agenda for the General Meeting.
4. Presentation of the financial results of Asseco Poland S.A. and Asseco Group for the year 2015.
5. Consideration of the report on operations of Asseco Poland S.A. in the financial year 2015.
6. Consideration of the separate financial statements of Asseco Poland S.A. for the financial year 2015.
7. 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 2015.
8. Getting familiar with the report of the Supervisory Board on its activities in the year 2015.
9. 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 2015.
10. Consideration of the report on operations of Asseco Group as well as the consolidated financial statements of Asseco Group for the financial year 2015.
11. 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 2015.
12. Adoption of a resolution on approval of the report on operations of Asseco Group in the financial year 2015 as well as on approval of the consolidated financial statements of Asseco Group for the financial year 2015.
13. Adoption of resolutions on acknowledging the fulfilment of duties by Members of the Management Board of Asseco Poland S.A. during the financial year 2015.
14. Adoption of resolutions on acknowledging the fulfilment of duties by Members of the Supervisory Board of Asseco Poland S.A. during the financial year 2015.
15. Adoption of a resolution on distribution of the net profit generated by Asseco Poland S.A. for the financial year 2015 and payment of a dividend.
16. Adoption of resolutions on appointment of Members of the Supervisory Board for the new joint term of office running from 2017 to 2021.
17. Adoption of a resolution on changing the rules for remuneration payable to Members of the Supervisory Board.
18. Adoption of resolutions on giving consent to the contribution of organized parts of enterprise of the Company to subsidiary entities of Asseco Group.
19. Adoption of a resolution on the merger of Asseco Poland S.A. with Infovide-Matrix S.A.
20. Closure of the General Meeting.

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**RESOLUTION No. 4**  
**of the Ordinary General Meeting of Shareholders**

**of Asseco Poland S.A.**

on approval of the report on operations of Asseco Poland S.A. in the financial year 2015

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 1) of the 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 on operations of Asseco Poland S.A. in the financial year 2015.
2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 5**

**of the Ordinary General Meeting of Shareholders**

**of Asseco Poland S.A.**

on approval of the separate financial statements of Asseco Poland S.A. for the financial year 2015

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 1) of the 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 S.A. for the financial year 2015, including the financial highlights, income statement, statement of comprehensive income, statement of financial position, statement of changes in equity, statement of cash flows, as well as supplementary information to the financial statements.
2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 6**

**of the Ordinary General Meeting of Shareholders**

**of Asseco Poland S.A.**

on approval of the report on operations of Asseco Group in the financial year 2015 as well as on approval of the consolidated financial statements of Asseco Group for the financial year 2015

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §5 and art. 395 §2 item 1) of the Commercial Companies Code, after due consideration, hereby approves the report on operations of Asseco Group in the financial year 2015 as well as the consolidated financial statements of Asseco Group for the financial year 2015.
2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 7**

**of the Ordinary General Meeting of Shareholders**

**of Asseco Poland S.A.**

on acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the 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 Poland S.A., namely **Adam Góral**, in the financial year 2015.

2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 8**

**of the Ordinary General Meeting of Shareholders**

**of Asseco Poland S.A.**

on acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the 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 Poland S.A., namely **Zbigniew Pomianek**, in the financial year 2015.

2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 9**

**of the Ordinary General Meeting of Shareholders**

**of Asseco Poland S.A.**

on acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the 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 Poland S.A., namely **Przemysław Borzestowski**, in the financial year 2015.

2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 10**

**of the Ordinary General Meeting of Shareholders**

**of Asseco Poland S.A.**

on acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the 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 Poland S.A., namely **Marek Panek**, in the financial year 2015.

2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 11**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the 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 Poland S.A., namely **Przemysław Sęczkowski**, in the financial year 2015.

2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 12**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the 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 Poland S.A., namely **Robert Smułkowski**, in the financial year 2015.

2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 13**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the 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 Poland S.A., namely **Włodzimierz Serwiński**, in the financial year 2015.

2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 14**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the 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 Poland S.A., namely **Tadeusz Dyrğa**, in the financial year 2015.

2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 15**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the 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 Poland S.A., namely **Paweł Piwowar**, in the financial year 2015.

2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 16**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the 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 Poland S.A., namely **Rafał Kozłowski**, in the financial year 2015.

2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 17**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on acknowledging the fulfilment of duties by a Member of the Management Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the 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 Poland S.A., namely **Andrzej Dopierała**, in the financial year 2015.

2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 18**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on acknowledging the fulfilment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the 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 Poland S.A., namely **Jacek Duch**, in the financial year 2015.

2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 19**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on acknowledging the fulfilment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the 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 Asseco Poland S.A., namely **Adam Noga**, in the financial year 2015.

2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 20**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on acknowledging the fulfilment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the 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 Poland S.A., namely **Dariusz Brzeski**, in the financial year 2015.

2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 21**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on acknowledging the fulfilment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the 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 Poland S.A., namely **Artur Kucharski**, in the financial year 2015.

2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 22**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on acknowledging the fulfilment of duties by a Member of the Supervisory Board of Asseco Poland S.A.



1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the 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 Poland S.A., namely **Dariusz Stolarczyk**, in the financial year 2015.
2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 23**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on acknowledging the fulfilment of duties by a Member of the Supervisory Board of Asseco Poland S.A.

1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 3) of the 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 Poland S.A., namely **Piotr Augustyniak**, in the financial year 2015.
2. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 24**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on distribution of the net profit generated by Asseco Poland S.A. for the financial year 2015 and payment of a dividend

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1. The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, acting on the basis of art. 395 §2 item 2) of the Commercial Companies Code as well as pursuant to §12 sect. 4 item 2) of the Company's Articles of Association, hereby resolves that the net profit for the financial year 2015, amounting to PLN 257,107,228.33 (in words: two hundred and fifty-seven million one hundred and seven thousand two hundred and twenty-eight zlotys and 33/100), shall be distributed as follows:
  - 1/ PLN 249,830,912.03 (in words: two hundred and forty-nine million eight hundred and thirty thousand nine hundred and twelve zlotys and 03/100) shall be distributed to the Company's Shareholders through the payment of a dividend amounting to PLN 3.01 (in words: three zlotys and 01/100) per share.
  - 2/ PLN 7,276,316.30 (in words: seven million two hundred and seventy-six thousand three hundred and sixteen zlotys and 30/100) shall be allocated to the Company's reserve capital.

2. The Company's General Meeting resolves that the dividend right shall be acquired on **16 May 2016** and that the dividend shall be paid out on **2 June 2016**.
3. This Resolution shall come into force from the date of its adoption.

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**RESOLUTION No. 25**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on appointment of a Member of the Supervisory Board of Asseco Poland S.A. for the forthcoming new term of office running from 2017 to 2021

1. In connection with the approaching end of the present term of office of the Supervisory Board of Asseco Poland S.A. seated in Rzeszów ("Asseco Poland S.A."), the Extraordinary General Meeting of Shareholders, acting on the basis of art. 369 §1 in conjunction with art. 385 §1 of the Commercial Companies Code and § 13 sect. 2 and 3 of the Articles of Association of Asseco Poland S.A., hereby resolves as follows:

Mr./Mrs. .... is appointed to the position of a Member of the Supervisory Board of Asseco Poland S.A.

The above-mentioned Member of the Supervisory Board has been appointed to serve during the five-year joint term of office running from 2017 to 2021.

2. This Resolution shall come into force upon its adoption and take effect from 1 January 2017.

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**RESOLUTION No. 26**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on appointment of a Member of the Supervisory Board of Asseco Poland S.A. for the forthcoming new term of office running from 2017 to 2021

1. In connection with the approaching end of the present term of office of the Supervisory Board of Asseco Poland S.A. seated in Rzeszów ("Asseco Poland S.A."), the Extraordinary General Meeting of Shareholders, acting on the basis of art. 369 §1 in conjunction with art. 385 §1 of the Commercial Companies Code and § 13 sect. 2 and 3 of the Articles of Association of Asseco Poland S.A., hereby resolves as follows:

Mr./Mrs. .... is appointed to the position of a Member of the Supervisory Board of Asseco Poland S.A.

The above-mentioned Member of the Supervisory Board has been appointed to serve during the five-year joint term of office running from 2017 to 2021.

2. This Resolution shall come into force upon its adoption and take effect from 1 January 2017.

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**RESOLUTION No. 27**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on appointment of a Member of the Supervisory Board of Asseco Poland S.A. for the forthcoming new term of office running from 2017 to 2021

1. In connection with the approaching end of the present term of office of the Supervisory Board of Asseco Poland S.A. seated in Rzeszów (“Asseco Poland S.A.”), the Extraordinary General Meeting of Shareholders, acting on the basis of art. 369 §1 in conjunction with art. 385 §1 of the Commercial Companies Code and § 13 sect. 2 and 3 of the Articles of Association of Asseco Poland S.A., hereby resolves as follows:

Mr./Mrs. .... is appointed to the position of a Member of the Supervisory Board of Asseco Poland S.A.

The above-mentioned Member of the Supervisory Board has been appointed to serve during the five-year joint term of office running from 2017 to 2021.

2. This Resolution shall come into force upon its adoption and take effect from 1 January 2017.

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**RESOLUTION No. 28**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on appointment of a Member of the Supervisory Board of Asseco Poland S.A. for the forthcoming new term of office running from 2017 to 2021

1. In connection with the approaching end of the present term of office of the Supervisory Board of Asseco Poland S.A. seated in Rzeszów (“Asseco Poland S.A.”), the Extraordinary General Meeting of Shareholders, acting on the basis of art. 369 §1 in conjunction with art. 385 §1 of the Commercial Companies Code and § 13 sect. 2 and 3 of the Articles of Association of Asseco Poland S.A., hereby resolves as follows:

Mr./Mrs. .... is appointed to the position of a Member of the Supervisory Board of Asseco Poland S.A.

The above-mentioned Member of the Supervisory Board has been appointed to serve during the five-year joint term of office running from 2017 to 2021.

2. This Resolution shall come into force upon its adoption and take effect from 1 January 2017.

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**RESOLUTION No. 29**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on appointment of a Member of the Supervisory Board of Asseco Poland S.A. for the forthcoming new term of office running from 2017 to 2021

1. In connection with the approaching end of the present term of office of the Supervisory Board of Asseco Poland S.A. seated in Rzeszów (“Asseco Poland S.A.”), the Extraordinary General Meeting of Shareholders, acting on the basis of art. 369 §1 in conjunction with art. 385 §1 of the Commercial Companies Code and § 13 sect. 2 and 3 of the Articles of Association of Asseco Poland S.A., hereby resolves as follows:

Mr./Mrs. .... is appointed to the position of a Member of the Supervisory Board of Asseco Poland S.A.

The above-mentioned Member of the Supervisory Board has been appointed to serve during the five-year joint term of office running from 2017 to 2021.

2. This Resolution shall come into force upon its adoption and take effect from 1 January 2017.

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**RESOLUTION No. 30**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on appointment of a Member of the Supervisory Board of Asseco Poland S.A. for the forthcoming new term of office running from 2017 to 2021

1. In connection with the approaching end of the present term of office of the Supervisory Board of Asseco Poland S.A. seated in Rzeszów (“Asseco Poland S.A.”), the Extraordinary General Meeting of Shareholders, acting on the basis of art. 369 §1 in conjunction with art. 385 §1 of the Commercial Companies Code and § 13 sect. 2 and 3 of the Articles of Association of Asseco Poland S.A., hereby resolves as follows:

Mr./Mrs. .... is appointed to the position of a Member of the Supervisory Board of Asseco Poland S.A.

The above-mentioned Member of the Supervisory Board has been appointed to serve during the five-year joint term of office running from 2017 to 2021.

2. This Resolution shall come into force upon its adoption and take effect from 1 January 2017.

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**RESOLUTION No. 31**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on changing the rules for remuneration payable to Members of the Supervisory Board of Asseco Poland S.A.

The Ordinary General Meeting of Shareholders, acting on the basis of § 12 sect. 4 item 10) of the Articles of Association of Asseco Poland S.A. (“Asseco”), hereby resolves that:

1. Each Member of the Supervisory Board is entitled to receive remuneration for the execution of his obligations inherent in the position of a Member of the Supervisory Board.
2. The amounts of monthly remuneration payable to Members of the Supervisory Board of Asseco shall be as follows:
  - (a) Chairman of the Supervisory Board – remuneration in the gross amount of PLN 16,000 (sixteen thousand zlotys) per month;
  - (b) Vice Chairman of the Supervisory Board – remuneration in the gross amount of PLN 12,000 (twelve thousand zlotys) per month;
  - (c) other Members of the Supervisory Board – remuneration in the gross amount of PLN 9,000 (nine thousand zlotys) per month.
3. It is hereby resolved that each Member of the Supervisory Board of Asseco who also serves as a Member of the Audit Committee of the Supervisory Board of Asseco shall receive an additional remuneration in the gross amount of PLN 2,500 (two thousand and five hundred zlotys) per month.
4. This Resolution shall come into force from the date of its adoption. The hereby adopted Resolution cancels and supersedes Resolution No. 40 that was adopted by the Ordinary General Meeting on 25 April 2012, as well as Resolution No. 5 that was adopted by the Extraordinary General Meeting on 4 December 2013.

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*Justification: The draft resolution sees an increase in remuneration levels from the current values based on Resolution No. 40 of the Ordinary General Meeting of Shareholders dated April 25, 2012.*

*The increase is dictated by:*

- *broadening scope of professional tasks performed as a result of the Company’s and the Group’s expansion,*
- *passage of time since implementation of the current remuneration (over four years),*
- *significant changes to responsibilities of Supervisory Board members based on amended Transparency directive, introducing the board members’ personal responsibility before the Polish Financial Supervision Authority for breaches in regulations regarding obligatory disclosures of issuers of securities, and grounds for administrative fines.*

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**RESOLUTION No. 32**  
**of the Ordinary General Meeting of Shareholders**

**of Asseco Poland S.A.**

on giving consent to the contribution of an organized part of enterprise of the Company  
to a subsidiary entity of Asseco Group

1. Acting on the basis of art. 393 item 3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów (the “Company”), hereby gives consent to the Company to make a non-cash contribution of the group of assets described in Appendix No. 1 to this Resolution (the “**Infrastructure Division**”), which constitute an organized part of the Company’s enterprise with the total value not exceeding PLN 194,886,389.00 (in words: one hundred and ninety-four million eight hundred and eighty-six thousand three hundred and eighty-nine zlotys) (the “**Non-Cash Contribution 1**”) in favour of the company ASSECO Data Systems S.A. with registered office at 15 Żwirki i Wigury St., 81-387 Gdynia, entered in the register of entrepreneurs maintained by the District Court Gdańsk-Północ in Gdańsk, VIII Commercial Department of the National Court Register, under the number KRS 0000421310, VAT no. 5170359458, REGON 180853177 (“**ASSECO Data Systems**”), in exchange for ordinary registered shares with a par value of PLN 10.00 (in words: ten zlotys) each to be issued by that company by increasing its share capital.
2. The Company’s Management Board is hereby authorized to conclude with ASSECO Data Systems an agreement for the acquisition of the newly issued shares pursuant to art. 431 § 2 item 1 of the Commercial Companies Code, which shall be paid up by transferring the ownership of the Non-Cash Contribution 1 with effect from 1 July 2016.
3. This resolution shall come into force upon its adoption.

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*Justification: The draft resolution describes spin-off of an organized part of the company consisting of the Infrastructure Divisions and incorporation of the division into its subsidiary Asseco Data Systems structure. The move is a continuation in a reorganization of competences within the capital group. The goal is to build a strong, dedicated entity within the Asseco Poland capital group consolidating its Polish market IT infrastructure business competences. The process is aimed at strengthening Asseco Poland capital group’s market position on local and regional levels.*

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**RESOLUTION No. 33**

**of the Ordinary General Meeting of Shareholders  
of Asseco Poland S.A.**

on giving consent to the contribution of an organized part of enterprise of the Company  
to a subsidiary entity of Asseco Group

1. Acting on the basis of art. 393 item 3) of the Commercial Companies Code, subject to the provisions of § 2 of this Resolution, the Ordinary General Meeting of Shareholders hereby gives consent to the Company to make a non-cash contribution of the group of assets described in Appendix No. 1 to this Resolution (“**Enterprises Division**”), which constitute an organized part of the Company’s enterprise

with the total value not exceeding PLN 36,784,815.00 (in words: thirty-six million seven hundred and eighty-four thousand eight hundred and fifteen zlotys) (the “**Non-Cash Contribution 2**”) in favour of the company DahliaMatic Sp. z o.o. with registered office at 2 Gottlieb Daimler St., 02-460 Warsaw, entered in the register of entrepreneurs maintained by the District Court of the Capital City of Warsaw in Warsaw, XIII Commercial Department of the National Court Register, under the number KRS 0000172686, VAT no.: 5222707062, REGON: 015540756 (“**DahliaMatic**”), in exchange for new shares with a par value of PLN 500.00 (in words: five hundred zlotys) each to be issued by that company by increasing its share capital.

2. The Company’s Management Board is hereby authorized to submit a notarized statement on the acquisition of new shares in the increased share capital of DahliaMatic, which shall be paid up by transferring the ownership of the Non-Cash Contribution 2 with effect from 1 July 2016.

3. This resolution shall come into force upon its adoption.

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*Justification: The draft resolution describes spin-off of an organized part of the company consisting of the Enterprise Divisions and incorporation of the division into its subsidiary DahliaMatic structure. The reorganisation is aimed at developing professional competences by combining teams specialised in third party software previously dispersed among several companies of the Asseco Poland capital group, and ultimately strengthening market position in terms of sales, integration, and consulting in the segment of providers of international systems (including SAP, Oracle, and Microsoft).*

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**RESOLUTION No. 34**  
**of the Ordinary General Meeting of Shareholders**  
**of Asseco Poland S.A.**

on the merger of Asseco Poland S.A. with Infovide-Matrix S.A.

**§ 1**

The Ordinary General Meeting of Shareholders of Asseco Poland S.A. seated in Rzeszów, entered in the Register of Entrepreneurs maintained by the District Court in Rzeszów, XII Commercial Department of the National Court Register, under the number KRS 0000033391 (the Taking-over Company – as defined in the Merger Plan of 24 March 2016), acting on the basis of art. 506 of the Commercial Companies Code in conjunction with art. 492 § 1 item 1, art. 515 § 1 as well as art. 516 § 6 of the Commercial Companies Code, hereby resolves to:

1. approve the merger of Asseco Poland S.A. and Infovide-Matrix S.A. with registered office at 2 Gottlieb Daimler St., 02-460 Warsaw, entered in the Register of Entrepreneurs maintained by the District Court of the Capital City of Warsaw in Warsaw, XIII Commercial Department of the National Court Register, under the number KRS 0000122829, VAT No. 5260011003, with the share capital of PLN 1,247,670.50 which is divided into 12,476,705 bearer shares with a par value of PLN 0.10 each (the Acquired Company), to be carried out by transferring all the assets of the Acquired Company to the Taking-over Company without increasing the share capital of Asseco Poland S.A., this is pursuant to art. 492 § 1 item 1, art. 515 § 1, and art. 516 § 6 of the Commercial Companies Code. As a result of the merger, the Acquired Company shall be dissolved without going into liquidation in compliance with art. 493 § 1 of the Commercial Companies Code;

2. approve the Merger Plan of Asseco Poland S.A. and Infovide-Matrix S.A. that was agreed in writing between the merging companies on 24 March 2016, and subsequently announced on their corporate websites as required by art. 500 § 2<sup>1</sup> of the Commercial Companies Code, since 25 March 2016 (the “**Merger Plan**”), and in particular to give consent to conduct the merger:

- a) without increasing the share capital of the Taking-over Company,
- b) without amending the Articles of Association of the Taking-over Company.

**§ 2**

The Management Board is hereby authorized to take all the necessary actions in order to execute this Resolution.

**§ 3**

This Resolution shall come into force from the date of its adoption.

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*Justification: Both the resolution regarding merger of Asseco Poland S.A. and Infovide-Matrix S.A., as well as the transaction itself, were justified in the Merger Plan agreed in writing between the entities on March 24, 2016.*

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**Organized Part of Enterprise****“Infrastructure Division”****(Non-Cash Contribution 1)**

The group of assets that constitute an organized part of enterprise of Asseco Poland S.A. (“**Asseco**”), operating as the **Infrastructure Division**, to be transferred as a non-cash contribution in exchange for the newly issued shares of Asseco Data Systems S.A., shall include in particular:

- 1) Assets and liabilities: movable property, inclusive of tangible assets and other equipment, intangible assets, receivables, inventories and other assets, as well as liabilities that have been allocated to the Infrastructure Division.
- 2) Rights and obligations under commercial contracts (“**Commercial Contracts**”) that have been concluded Asseco Poland within the operations of the Infrastructure Division. In the event a direct assignment of the said rights and obligations is not possible, Asseco Data Systems S.A. will collectively enter into these Commercial Contracts in the capacity of a debtor from the date the enterprise is effectively transferred. From the moment of entering into debt, Asseco Data Systems S.A. will perform all the obligations of Asseco Poland under these Commercial Contracts and, concurrently, it will receive from Asseco Poland the entire remuneration as well as all other benefits obtained as a result of performing the obligations under these Commercial Contracts.
- 3) Rights under other agreements concluded within the operations of the Infrastructure Division.
- 4) Rights under employment agreements concluded with highly qualified specialists working at the following units the comprise the Infrastructure Division:

Infrastructure Division:

Division Support Office

Partner Cooperation Office

RKP – Maintenance

Implementation Department

Implementation Department – Design and Quality Office

Implementation Department – Technologies Section

Implementation Department – Maintenance Section

Implementation Department – Project Management Section

Sales Department

Sales Department – Business Development Section

Sales Department – Enterprises Section

Sales Department – Public Sector Section

Sales Department – Financial Sector Section

Sales Department – Technologies Distribution Section

- 5) Secret business information.
- 6) Documentation related to the conducted business operations.

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*Appendix No. 1 to Resolution No. 33  
of the Ordinary General Meeting of Shareholders  
Asseco Poland S.A. seated in Rzeszów*

### **Organized Part of Enterprise**

#### **“Enterprises Division”**

#### **(Non-Cash Contribution 2)**

The group of assets that constitute an organized part of enterprise of Asseco Poland S.A. (“**Asseco**”), operating as the **Enterprises Division**, to be transferred as a non-cash contribution in exchange for the newly issued shares of DahliaMatic Sp. z o.o., shall include in particular:

- 1) Assets and liabilities: movable property, inclusive of tangible assets and other equipment, intangible assets, receivables, inventories and other assets, as well as liabilities that have been allocated to the Enterprises Division.
- 2) Rights and obligations under commercial contracts (“**Commercial Contracts**”) that have been concluded Asseco Poland within the operations of the Enterprises Division. In the event a direct assignment of the said rights and obligations is not possible, DahliaMatic Sp. z o.o. will collectively enter into these Commercial Contracts in the capacity of a debtor from the date the enterprise is effectively transferred. From the moment of entering into debt, DahliaMatic Sp. z o.o. will perform all the obligations of Asseco Poland under these Commercial Contracts and, concurrently, it will receive from Asseco Poland the entire remuneration as well as all other benefits obtained as a result of performing the obligations under these Commercial Contracts.
- 3) Rights under other agreements concluded within the operations of the Enterprises Division.
- 4) Rights under employment agreements concluded with highly qualified specialists working at the following units the comprise the Enterprises Division:
  - SAP Consulting Department
    - SAP Technology Team
    - ABAP Technology Team
    - BASIS Technology Team
    - SAP Consulting Team
    - Project Management Team
  - Oracle Consulting Department

- Oracle Consulting Team
  - Oracle Implementation Team
  - MS Dynamics Consulting Department
    - MS Dynamics Development Team
    - MS Dynamics Implementation Team
    - MS Dynamics Maintenance Team
  - WF Consulting Department
  - Projects Office
  - SAP Distribution Office
  - Oracle Distribution Office
  - AX Distribution Office
- 4) Secret business information.
- 5) Documentation related to the conducted business operations.