

## **ANNOUNCEMENT AS REGARDS CONVENING ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

The Management Board of Asseco South Eastern Europe Spółka Akcyjna ("the Company") on the basis of Article 399 § of the Commercial Companies Code and on the basis of § 38 section 1 02 of the Regulation of the Minister of Finance dated February 19, 2009, concerning the current and periodic reports, published by the issuers of securities and the rules of equal treatment of the information required by the laws of non-member states (2009 Journal of Laws No. 33, item 259) convenes for 29<sup>th</sup> of April 2011 an Ordinary General Meeting of the Company ("General Meeting") which will be held on 10:00 in Warsaw, at Grójecka 127, 02-383 Warszawa.

### **II DETAILED AGENDA OF THE MEETING, PROPOSED AMENDMENTS IN THE COMPANY'S STATUE.**

1) The Agenda of the Ordinary General Meeting includes:

1. Opening of the meeting and election of the Chairman
2. Determination of the correct convocation of the General Meeting and its ability to adopt binding resolution.
3. Adoption of the Agenda
4. Consideration of the Statements of the Management Board of the Company and Capital Group of Asseco South Eastern Europe S.A. for financial year 2009.
5. Consideration of the Financial Statements of the Company and Capital Group of Asseco South Eastern Europe S.A. for financial year 2009.
6. Acquaintance with the auditor's opinion and reports from examination of Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe S.A. for the financial year 2009.
7. Acquaintance with the Statement of Supervisory Board of Asseco South Eastern Europe S.A. on the opinion on Management Board of the Company and Capital Group of Asseco South Eastern Europe S.A. operations for the 2009 financial year and the opinion on Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe S.A. for the financial year 2009.
8. Adoption of a resolution on approving the Statements of the Management Board of Asseco South Eastern Europe S.A. on the Company's operations and the Statements of Capital Group of Asseco South Eastern Europe S.A. for the year 2009 and approval of the Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe S.A. for the 2009 financial year.
9. Adoption of a resolution on the division of profits.
10. Adoption of a resolutions on granting discharge for Management Board's members in 2009 financial year.
10. Adoption of a resolutions on granting discharge for Supervisory Board's members in 2009 financial year.
12. Adoption of a resolution amending the Company's Statute.
13. Closing of the General Meeting.

2) The draft of the resolution on amendment of the Statute of the Company which changes procedure of appointing and dismissing members of the Supervisory Board results from the obligation of Asseco Poland S.A. ("Asseco") on the basis of the Shareholders Agreement signed on 17 August 2009 by European Bank for Reconstruction and Development ("EBOR"), Company and Asseco ("Agreement").

On the basis of Section 3.03 (c) (i) of Agreement, Asseco is obliged to use its best efforts to cause the General Meeting of Shareholders to adopt a resolution (and to have such resolution registered by the relevant registry court) to introduce to the Company's Charter EBRD's personal right to appoint, suspend and dismiss the member of Supervisory Board.

3) The Management Board notifies on the following amendments in the Statute of the Company:

a) The current wording of § 13 section 3 of the Statute reads as follows:

3. *The Supervisory Board shall be appointed as follows:*
- 1) *- in the case of the Supervisory Board composed of five members, shareholder ASSECO Poland S.A. shall appoint and dismiss three members of the Supervisory Board,*  
*- in the case of the Supervisory Board composed of six members, shareholder ASSECO Poland S.A. shall appoint and dismiss four members of the Supervisory Board,*  
*- in the case of the Supervisory Board composed of seven members, shareholder ASSECO Poland S.A. shall appoint and dismiss four members of the Supervisory Board,*
  - 2) *the remaining members of the Supervisory Board shall be appointed and dismissed by the Shareholders Meeting.*

And it is replaced by the new wording:

3. *The Supervisory Board shall be appointed as follows:*
- 1) *- in the case of the Supervisory Board composed of five members, shareholder ASSECO Poland S.A. shall appoint and dismiss three members of the Supervisory Board,*  
*- in the case of the Supervisory Board composed of six members, shareholder ASSECO Poland S.A. shall appoint and dismiss four members of the Supervisory Board,*  
*- in the case of the Supervisory Board composed of seven members, shareholder ASSECO Poland S.A. shall appoint and dismiss four members of the Supervisory Board,*
  - 2) *European Bank for Reconstruction and Development shall appoint and dismiss one member of the Supervisory Board*
  - 3) *the remaining members of the Supervisory Board shall be appointed and dismissed by the Shareholders Meeting.*

### **III PERSONS AUTHORIZED TO PARTICIPATE IN THE GENERAL MEETING**

The Management Board of the Company informs that according to Article 406<sup>1</sup> of the Commercial Companies Code in the General Meeting may participate only the persons who were the shareholders of the Company sixteen days prior to the date of the General Meeting, that is on 13<sup>th</sup> of April 2011 (date of registration for the General Meeting, hereinafter "**Registration Date**") provided that they present to the entity maintaining their securities account a request to issue a name certificate confirming their right to participate in the General Meeting. Such request may be made no earlier than after announcement of the convocation of the General Meeting (that is, no earlier than on 2<sup>nd</sup> of April 2011) and no later than on the first business day after the registration date (that is, no later than on 14<sup>th</sup> of April 2011).

The list of shareholders authorized to participate in the General Meeting shall be drafted based on the statement provided by the entity maintaining a securities deposit (National Depository of Securities - Krajowy Depozyt Papierów Wartościowych S.A.) and made available for inspection at the registered office of the Company at Olchowa 14 Str, 35-322 Rzeszów, from 8:00 to 16:00 for 3 business days before holding the General Meeting, that is on 26<sup>th</sup>, 27<sup>th</sup>, and 28<sup>th</sup>, of April 2011. The shareholder may request sending a list of shareholders free of charge by e-mail, stating the address to which the list should be sent. The shareholder may make the above request by e-mail message send to the address: wza@asseco.pl.

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

According to the requirement of Article 402<sup>3</sup> of the Commercial Companies Code, the Company website, [www.asseco-see.com](http://www.asseco-see.com), under the tab Investor Relations / Legal Environment / General Meeting of Shareholders, starting from 1<sup>st</sup> of April 2011 (inclusive) until 29<sup>th</sup> of April 2011 (inclusive) will display the following documents:

- 1) Notice of convocation of the Ordinary General Meeting,
- 2) Information about overall number of shares in the Company and the number of votes associated with these shares on the date of notification,
- 3) Documentation which is to be presented to the Ordinary General Meeting, including:
  - a. Financial statements and statements on the operations of the Company and the Capital Group of Asseco South Eastern Europe S.A. from their operations in 2010, including the opinion and the report of the auditor.
  - b. Statement of Supervisory Board of Asseco South Eastern Europe S.A. on the opinion on Financial Statements and the Statements on Operations of the Company and the Capital Group of Asseco South Eastern Europe S.A. for the financial year 2010
- 4) draft resolutions including the reasoning made in accordance with the Good Practice of the Companies listed on the Warsaw Stock Exchange,
- 5) the forms for exercising a voting right through the proxy.

Furthermore, any other information concerning the Ordinary General Meeting will be posted on the Company's website as needed.

A person entitled to participate in the General Meeting may obtain a complete text of the documentation which is to be presented to the Ordinary General Meeting and drafts of the resolutions from the registered office of the Company under the address Olchowa 14, 35-322 Rzeszów, from 8:00 to 16:00.

## **V DESCRIPTION OF PARTICIPATION AND VOTING PROCEDURES**

### **V.1. General Information**

If according to any of the following procedures any notifications, proposals, requests or statements may be submitted to the Company or the Management Board of the Company by electronic means, it should be taken into consideration that:

- 1) such declarations should be send to the following e-mail address: [wza@asseco.pl](mailto:wza@asseco.pl).
- 2) such declarations should be submitted within the deadline provided for in the procedure and shall be deemed sufficiently served at the moment when a message is entered into means of electronic communication 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 to 16:00 hours.
- 3) The Company shall not be liable 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. The right to request inclusion of certain issues in the agenda of the meeting.**

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 next General Meeting. Such a request should include relevant justification or a draft resolution on the proposed item of the agenda. Any such request must be notified to the Management Board at least twenty-one days before the General Meeting is held. Furthermore, the request must be accompanied by documents 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 (e.g. certificate or deposit certificate). The request should indicate an address for correspondence with the petitioners. The request, its form and the manner of submission shall comply with the provisions of law and the requirements specified in this announcement.

Requests shall be sent in writing to the address of the office of the Company's Management Board, that is Olchowa 14, 35-322 Rzeszów. The Management Board points out that the aforementioned deadline for submitting the request is met, when the request is communicated to the Management Board on such day. Posting a request on or before such deadline is not sufficient. The request may also be submitted by e-mail, to the following e-mail address: [wza@asseco.pl](mailto:wza@asseco.pl).

If the request is submitted in compliance with the requirements specified above 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 requirements specified above, the Company, within three business days of receiving that request, shall inform the petitioners accordingly and indicate the deficiencies resulting in rejection of the request. A duly supplemented request may be resubmitted provided the submission deadline indicated above is met.

**V.3. The right to submit proposals of draft resolutions concerning the issues included in the agenda of the Meeting or the issues to be included in the agenda before the Meeting.**

Before the date of the General Meeting a shareholder or shareholders representing at least one-twentieth of the Company's share capital may submit to the Company, in writing or using means of electronic communication, proposed draft resolutions on the issues included in the meeting agenda or on the issues to be included in the meeting agenda. Such proposal should be submitted to the Company at the latest on the day preceding the date of the General Meeting.

Furthermore, the proposed draft resolutions must be accompanied by documents 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 (e.g. certificate or deposit certificate). The request should indicate an address for correspondence with the petitioners.

Proposals shall be sent in writing to the address of the office of the Company's Management Board, that is Olchowa 14, 35-322 Rzeszów. The Management Board points out that the aforementioned deadline for submitting the proposals is met, when the proposal is communicated to the Management Board on such day. Posting a proposal on or before such deadline is not sufficient. The proposal may also be submitted by e-mail, to the following e-mail address: [wza@asseco.pl](mailto:wza@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 requirements specified above, the draft resolutions shall be immediately announced on the Company's website. If the proposal containing draft resolutions fails to satisfy the requirements specified above, the Company, within three business days of receiving that proposal (however, not later than on the day preceding the date of the General Meeting), shall inform the petitioners accordingly and indicate the deficiencies resulting in rejection of the draft resolutions.

**V.4. The right of the shareholder to submit proposals of draft resolutions concerning the issues included in the agenda during the General Meeting.**

Each participant may, during the course of the General Meeting, propose draft resolutions concerning the issues included in the meeting agenda. Participants are required to inform the Chairman about their intention of proposing draft resolutions and to submit such draft resolutions in writing to the Chairman, at the latest after the General Meeting passes a resolution on adopting the meeting agenda.

**V.5. Exercising a voting right through the proxy and notification of the company in the electronic form on appointment of the proxy and also on use of forms during voting through the proxy.**

According to Article 412-412<sup>2</sup> of the Commercial Companies Code the shareholder may participate in the General Meeting and exercise its voting rights in person or through the proxy. The proxy may exercise any and all rights of the shareholder at the General Meeting, unless the content of the power of proxy provides otherwise. The proxy may represent more than one shareholder and vote differently exercising the voting rights from the shares of each of the shareholders. The shareholder whose shares are registered at more than one securities account may establish separate shareholders to

exercise the right for the shares registered at each of these securities accounts. There is a special case when the proxy at the General Meeting is the member of the Management Board, member of the Supervisory Board, employee of the Company or member of the governing bodies or employee of the subsidiary company. In such case the following rules apply:

1. the power of proxy is valid for representation only at one General Meeting;
2. the proxy shall disclose to the shareholder the circumstances indicating the existing or potential conflicts of interests.
3. further powers of proxy may not be granted,
4. the proxy votes in accordance with the instructions given by the shareholder.

The power of proxy to participate and exercise voting rights at the General Meeting of the Company shall be made in writing or in electronic form. If the power of proxy is granted in the electronic form, the person granting the power of proxy should notify this to the Company. 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 two days preceding the date on which the General Meeting had been convened. The notification may be made in writing or in electronic form. A notification made in writing shall be sent to the address of the Company's Management (ul. Olchowa 14, 35-322 Rzeszów). The Management Board point out, that the aforementioned deadline for submitting the notification is met, when the notification is communicated to the Management Board on such day. Posting a notification on or before such deadline is not sufficient. The notification may also be submitted by e-mail, to the following e-mail address: [wza@assecopl.com](mailto:wza@assecopl.com).

Such notification shall include:

1. first name and surname or corporate name of the principal, and first names and surnames of the persons authorized to grant a power of proxy on the principal's behalf,
2. type and number of the identity document as well as the principal's personal identification number (PESEL) in case of natural persons, or company registration number (KRS) in case of legal persons entered in the register of entrepreneurs,
3. first name and surname of the proxy,
4. place of residence (corporate seat) of both the principal and the proxy,
5. phone number and e-mail address enabling continuing contact with the principal,
6. date of granting the power of proxy,
7. indication of the General Meeting the power of proxy is granted for,
8. scope of the power of proxy, and in particular any limitations of the power of proxy as well as indication whether the proxy may designate further proxies,
9. indication whether the power of proxy is revocable.

Such notification shall be submitted to the Company allowing the time for identification of the principal and his designated proxy and in any case not later than two days preceding the date on which the General Meeting had been convened.

If the notification complies with the above requirements, the Company shall immediately confirm the notification to the principal.

If the notification fails to comply with the above requirements, the Company shall immediately notify the notifying person on such failure specifying the shortcomings of the notification.

Failure to provide such notification or submitting a notification in violation of the requirements specified above will be taken into account when determining the existence of a legitimate authorization of the proxy to represent the principal at the General Meeting. As a result a given person may, in particular, be not allowed to participate or be precluded from participation in the General Meeting. Every participant, including the proxy, is required to sign in the list of attendance immediately after coming to the place 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, before signing in the list of attendance, are additionally obliged to submit in the record documents confirming undoubtedly their legitimate authorization to represent the person entitled to participate in the General Meeting. Furthermore, a proxy whose power of proxy has been granted in electronic form, before signing in the list of attendance, is additionally obliged to submit in the record a print-out of their letter of proxy or to send such letter of proxy by e-mail to the address: [wza@asseco.pl](mailto:wza@asseco.pl).

The forms which may be used by the shareholders for exercising their voting rights by a proxy are made available by the Company on the Company's website ([www.asseco-see.com](http://www.asseco-see.com)) under the tab Investor Relations / Legal Environment / General Meetings.

However the shareholders are not obliged to use these forms.

The above rules apply accordingly also to further power of proxies and for withdrawing the power of proxy.

**V.6. It is not possible to participate in the General Meeting using means of electronic communication.**

**V.7. It is not possible to exercise the voting right by mail or in form of electronic communication.**

**V.8. Registration of attendance at the General Meeting**

The persons entitled to participate in the General Meeting are requested to register and collect the voting card directly before the meeting room, half an hour before commencement of the General Meeting.

### ***Miscellaneous***

Information concerning General Meeting will be made available at the Company's website: [www.asseco-see.com](http://www.asseco-see.com).

Also the Board of Directors of the Company informs that the provisions of the Commercial Companies Code, Statute of the Company and By-laws of the General Meeting are applicable to all matters not covered in this notice; therefore the Shareholders of the Company are kindly requested to familiarize themselves with the abovementioned regulations.

In case of questions or doubts as to the participation in the General Meeting, please contact with Mr. Dariusz Piotrowski by e-mail at: [dariusz.piotrowski@asseco.pl](mailto:dariusz.piotrowski@asseco.pl).

