

**Report of the Supervisory Board on the assessment of reports of the Board on the Company and Capital Group of Asseco South Eastern Europe S.A. operations in 2010 financial year and the assessment of financial statements of Company and the Capital Group of Asseco South Eastern Europe S.A. in the 2010 financial year, as well as the proposal of the Management Board on the distribution of profit in order to submit on the Annual General Meeting.**

**Evaluation and auditing by the Supervisory Board**

Supervisory Board of Asseco South Eastern Europe SA, acting on the basis of Article 382 § 3 of the Code of Commercial Companies of 15 September 2000 (OJ 2000r., No. 94, item 1037 as amended. Zm.) and § 13 section 12 points 1) -3) of the Company Statute assessed: financial statements of the Company, the consolidated financial statements of the Capital Group of ASEE, together with the opinion and audit report, as well as reports of the Board on the operations of the Company and the Capital Group for the year 2010.

The subject of the audit and assessment was the financial statement of Asseco South Eastern Europe S.A., with its registered seat in Rzeszow for the calendar year ended 31 December 2010, including in particular:

- balance sheet as of 31 December 2010, total assets and liabilities of the sum of **592 673 thousand PLN**,
- Profit and Loss Account for the period from 1 January 2010 to 31 December 2010 showing a net profit of **20 202 thousand PLN**,
- statement of changes in equity for the period 1 January 2010 to 31 December 2010 showing an increase in equity by the amount of **31 221 thousand PLN**,
- cash flow statement for the period from 1 January 2010 to 31 December 2010 showing an increase in net cash amount of **34 105 thousand PLN** and
- additional information and explanations.

The Supervisory Board also evaluated:

- report of the Board of Asseco South Eastern Europe S.A. operations in the period from 1 January 2010 to 31 December 2010,
- the request of the Board of Asseco South Eastern Europe S.A., on 29 March 2011 on the allocation of operating net profit in the period from 1 January 2010 to 31 December 2010 amounting to **20 201 917,08 PLN** (in words: twenty million two hundred and one thousand nine hundred seventeen polish zloty and eight groszy), as follows:
  - a) the amount of **1 616 154 PLN** (in words: one million six hundred sixteen thousand one hundred fifty four polish zloty) to be allocated in accordance with Article 396 § 1 of the Code of Commercial Companies (Journal of Laws of 2000, number. 94, item 1037, as amended) ("CCC") for the 2. supplementary capital,
  - b) the amount of **13 257 954,32 PLN** (in words: thirteen million two hundred fifty seven nine hundred fifty four polish zloty and thirty two groszy) to be used for the distribution to all shareholders of the Company in the amount of **0,26 PLN** per Company share;

For the purpose of evaluation, the Supervisory Board relied on, in particular, the auditor's opinion and the supplemental report to this opinion. The Supervisory Board has carried out additional steps to check the premises of the Company and inquiries about the Company's Board and the auditor.

Herein audit and opinion also included the consolidated financial statements of Asseco South Eastern Europe S.A. Capital Group, including in particular:

- consolidated balance sheet as of 31 December 2010, with total assets and liabilities of the sum of **728 634 thousand PLN**,

- consolidated profit and loss for the period from 1 January 2010 to 31 December 2010 with a net profit of **43 600 thousand PLN**,
- consolidated statement of changes in equity for the period of 1 January 2010 until December 31, 2010 a net increase in equity in the amount of **18 653 thousand PLN**,
- consolidated cash flow statement for the period from 1 January 2010 to 31 December 2010 showing an increase in net cash amount of **454 thousand PLN**; and
- additional information and explanations.

The Supervisory Board examined also the report of the board of Asseco South Eastern Europe S.A. of the operations of the Capital Group of Asseco South Eastern Europe SA for the period from 1 January 2010 to 31 December 2010.

After a careful analysis, the Supervisory Board states that the standalone financial statement and consolidated financial statements of the Capital Group of Asseco South Eastern Europe S.A., as well as the report of the Board on operations of the Company and the Capital Group for the 2010 financial year are complying with the Books and documents, as well as with the actual state of affairs. The Supervisory Board also welcomed the proposal of the Board on the division of operating profit of the year 2010,

The Supervisory Board recommends to the Annual General Meeting to grant a vote of acceptance to all the Board members: the President - Piotr Jeleński, Vice-President Rafał Kozłowski and Board Members Miljan Malis, Drazen Pechar, Calin Barseti, Miodrag Mircetic and Hatice Ayas for the discharge of their duties in 2010 year.

#### **Organizational matters of the Supervisory Board**

During the reporting period the Supervisory Board was in the following composition:

Adam Góral – Chairman of the Supervisory Board

Przemysław Sęczkowski – Member of the Supervisory Board

Gabriela Żukowicz – Member of the Supervisory Board

Jacek Duch – Member of the Supervisory Board (from 10 January 2010 till 27 April 2010)

Andrzej Mauberg – Member of the Supervisory Board (from 27 April 2010)

Nicholas Jeffery - Member of the Supervisory Board (till 30 August 2010)

On 12 February 2010 with effect from January 18, 2010, Mr. Jacek Duch made a resignation from the membership in the Supervisory Board.

On April 27, 2010 the Company received a Statement of Asseco Poland S.A. concerning the appointment of Mr Jacek Duch in accordance with § 13 sec 3, point 1) of the Statutes on member of the Supervisory Board.

On 28 April 2010 the Annual General Meeting of the Company appointed to the Supervisory Board Mr. Andrzej Mauberg.

On 30 August 2010, the Company received the resignation of Mr Nicholas Jeffery from the membership in the Supervisory Board.

As of 29 March 2011 the Supervisory Board has not changed and remained as follows:

Adam Góral - Chairman of the Supervisory Board

Przemysław Sęczkowski - Member of the Supervisory Board

Mihail Petreski - Member of the Supervisory Board

Gabriela Żukowicz - Member of the Supervisory Board

Jacek Duch - Member of the Supervisory Board

### **The Audit Committee of the Supervisory Board**

On 17 May 2010 the Supervisory Board of Asseco South Eastern Europe S.A. with the registered seat in Rzeszów, acting in the execution of the obligation referred to in Article 86 section 3 and section 7 of the Act of 7 May 2009 on auditors and their self-government, entities authorized to audit financial statements and public supervision (the "Act") appointed from among its members an Audit Committee composed of:

Andrzej Mauberg - Chairman of the Audit Committee

Przemyslaw Sęczkowski - Member of the Audit Committee

Gabriela Żukowicz - Member of the Audit Committee.

Member of the Audit Committee fulfilling the conditions of independence, qualified in accounting and auditing, as provided in the Act is Andrzej Mauberg.

The Audit Committee is authorized to carry out audit of the company, including in particular:

- Monitoring of the financial reporting process;
- Monitoring the effectiveness of internal control systems, internal audit and risk management;
- Monitoring performance of auditing activities;
- Monitoring the independence of the auditor and the entity authorized to audit financial statements.

Regulations of the Audit Committee was adopted on 24 August 2010.

In 2010 year, the Audit Committee held three Meetings.

### **Enforcement of statutory duties**

In 2010, the Supervisory Board have conducted surveillance of the ongoing activities of the Company, in connection with performance of its supervisory powers held 7 meetings of the Supervisory Board. Principal area of the Supervisory Board in 2010 was to assess the current performance of the Company, performance budget analysis by the Board and the Company's strategy in all directions of its activity, and in particular, the Company's acquisition processes. The Management Board regularly informed the Supervisory Board of the reality of achieving the planned strategic objectives of the Company, as well as financial results of the Company. Specific objectives and strategic intentions of the Company are reported and discussed in meetings with members of the Supervisory Board of the Company and have been approved by the Council. Advice was doing well as detailed information and explanations on the results of companies acquired and the company planned to acquire the holding company, the state and perspectives of cooperation with companies under the holding company and within the Capital Group.

In addition, the Supervisory Board finds that the situation of the Company in the year 2010 must be assessed by prism of the purpose for which the company was formed, which is building a holding structure, focusing information technology companies in the countries of Central and Eastern Europe. The intention is to make the main source of revenue for the Company the dividends paid by subsidiaries.

**The Supervisory Board confirms the continuation of the very good cooperation with the Management Board of Asseco South Eastern Europe S.A.**