

Draft resolutions for the Ordinary General Meeting of the Company
convened for 29th of April 2011.

Warsaw 1st of April 2011

The Management Board of Asseco South Eastern Europe S.A. announces to the public the texts of draft resolutions which will be discussed and considered by the Ordinary General Meeting of the Company convened for 29th of April 2011 with reasoning:

**RESOLUTION NO. 1
OF THE ORDINARY GENERAL MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the REGISTERED OFFICE IN RZESZÓW
dated 29th of April 2011.
on election of the Chairman of the General Meeting**

§ 1

The Ordinary General Meeting of Asseco South Eastern Europe S.A. acting on the basis of Article 409 § 1 of the Commercial Companies Codes decides in a secret ballot to elect to the Chairman of the Ordinary General Meeting of the Company.

§ 2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 2
OF THE ORDINARY GENERAL MEETING OF
with the REGISTERED OFFICE IN RZESZÓW
dated 29th of April 2011.
on adoption of the Agenda of the Meeting**

§ 1

The Ordinary General Meeting of Asseco South Eastern Europe S.A. decides to accept the following agenda of the meeting:

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 2010.
4. Consideration of the Financial Statements of the Company and Capital Group of Asseco South Eastern Europe S.A. for financial year 2010.
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 2010.

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 2010.
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 2010 and approval of the Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe S.A. for the 2010 financial year.
9. Adoption of a resolution on the division of profits.
10. Adoption of a resolutions on granting a discharge for Management Board's members in 2010 financial year.
10. Adoption of a resolutions on granting a discharge for Supervisory Board's members in 2010 financial year.
12. Adoption of a resolution amending the Company's Statute.
13. Closing of the General Meeting.

§ 2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 3
OF THE ORDINARY GENERAL MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the REGISTERED OFFICE IN RZESZÓW
dated 29th of April 2011.
on approval of Statement of the Management Board on operations of the
Company for the financial year 2010**

§1

The Ordinary General Meeting of the Company Asseco South Eastern Europe S.A. with the registered office in Rzeszów, acting on the basis of 395 § 2 point 1 of the Commercial Companies Code and on the basis of § 12 section 4 point 1 of the Company's Statute, after consideration, approves the statements of the Management Board of Asseco South Eastern Europe S.A. concerning the operation of the Company for the financial year 2010.

§2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 4
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A.
WITH THE REGISTERED SEAT IN RZESZÓW
dated 29th of April 2011
on approval of the Financial Statements of the Company
for the financial year 2010**

§1

The Ordinary General Meeting of the Company South Eastern Europe S.A. with the registered office in Rzeszów, acting on the basis of 395 § 2 point 1 of the Commercial Companies Code and on the basis of § 12 section 4 point 1 of the Company's Statute, after consideration, approves the financial statements of the Company Asseco South Eastern Europe S.A., including the balance sheet, profit and loss account, statement of changes in the Company's equity, cash flow statements and additional information for the financial year 2010.

§2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 5
OF THE ORDINARY GENERAL MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the REGISTERED OFFICE IN RZESZÓW,
dated 29th of April 2011.**

on approval of the financial statements of the Capital Group of Asseco South Eastern Europe S.A. for the financial year 2010 and approval of the statements of operations of the Capital Group of Asseco South Eastern Europe S.A. for the financial year 2010.

§1

The Ordinary General Meeting of the Company Asseco South Eastern Europe S.A. with the registered office in Rzeszów, acting on the basis of 395 § 5 point of the Commercial Companies Code after consideration, approves the financial statements of the Capital Group Asseco South Eastern Europe S.A. for the financial year 2010 and the statement of operations of the Capital Group Asseco South Eastern Europe S.A. for the financial year 2010.

§2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 6
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the REGISTERED OFFICE IN RZESZÓW,
dated 29th of April 2011.
on the division of profit from the operations of Asseco South Eastern Europe SA
in the financial year 2010.**

§1

The Ordinary General Meeting of the Company Asseco South Eastern Europe S.A. with the registered office in Rzeszów, acting on the basis of 395 § 2 point 2 of the Commercial Companies Code and on the basis of § 12 section 4 point 2 of the Company's Statute, resolves to distribute the profit for the financial year 2010 in the amount of **20.201.917,08** PLN (in words: twenty million two hundred one thousand nine hundred seventeen and 8/100 PLN) as follows:

- a) the amount of 1.616.154 PLN (in words: one million six hundred sixteen thousand one hundred fifty four and 0/100 PLN) will be allocated, according to Article 396 § 1 of the Commercial Companies Code for the reserve capital,
- b) the amount of 13.257.954,32 (in words: thirteen million two hundred fifty seven thousand nine hundred fifty four and 32/100 PLN) will be allocated for distribution between all the shareholders of the Company, in the amount of 0.26 PLN per one share of the Company;

§2

The Ordinary General Meeting of the Company Asseco South Eastern Europe S.A. with the registered office in Rzeszów, acting on the basis of 348 § 3 of the Commercial Companies Code and on the basis of § 12 section 4 point 2) of the Company's Statute sets the date for determining the right to dividend for 1st of July 2011 and sets the date of payment of dividend for 15th of July 2011.

§3

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 7
OF THE ORDINARY GENERAL MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the REGISTERED OFFICE IN RZESZÓW,
dated 29th of April 2011
on granting a discharge for the President of the Management Board
of Asseco South Eastern Europe S.A.**

§1

The Ordinary General Meeting of Shareholders of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 pt. 3) Commercial Companies Code and on the basis of § 12 section 4 point. 3) of the Statute of the Company, grants a discharge to the President of the Management Board of Asseco South Eastern Europe S.A. Piotr Jeleński for fulfillment of his duties in the financial year 2010.

§2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 8
OF THE ORDINARY GENERAL MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the REGISTERED OFFICE IN RZESZÓW,
dated 29th of April 2011.
on granting a discharge for the Vice President of the Management Board
of Asseco South Eastern Europe S.A.**

§1

The Ordinary General Meeting of Shareholders of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 pt. 3) Commercial Companies Code and on the basis of § 12 section 4 point. 3) of the Statute of the Company, grants a discharge to the Vice President of the Management Board of Asseco South Eastern Europe S.A. Rafał Kozłowski for fulfillment of his duties in the financial year 2010.

§2.

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 9
OF THE ORDINARY GENERAL MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the REGISTERED OFFICE IN RZESZÓW,
dated 29th of April 2011.
on granting a discharge for the Member of the Management Board
of Asseco South Eastern Europe S.A.**

§1

The Ordinary General Meeting of Shareholders of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 pt. 3) Commercial Companies Code and on the basis of § 12 section 4 point. 3) of the Statute of the

Company, grants discharge to the Member of the Management Board of Asseco South Eastern Europe S.A., Mr. Miljan Mališ for fulfillment of his duties in the financial year 2010.

§2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 10
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A.
with the REGISTERED OFFICE IN RZESZÓW,
dated 29th of April 2011.
on granting a discharge for the Member of the Management Board
of Asseco South Eastern Europe S.A.**

§1

The Ordinary General Meeting of Shareholders of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 pt. 3) Commercial Companies Code and on the basis of § 12 section 4 point. 3) of the Statute of the Company, grants discharge to the Member of the Management Board of Asseco South Eastern Europe S.A. Mr. Drazen Pehar for fulfillment of his duties in the financial year 2010.

§2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 11
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the REGISTERED OFFICE IN RZESZÓW,
dated 29th of April 2011.
on granting a discharge for the Member of Management Board
of Asseco South Eastern Europe S.A.**

§1

The Ordinary General Meeting of Shareholders of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 pt. 3) Commercial Companies Code and on the basis of § 12 section 4 point. 3) of the Statute of the Company, grants discharge to the Member of the Management Board of Asseco South Eastern Europe S.A. Mr. Calin Barseti for fulfillment of his duties in the financial year 2010.

§2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 12
OF THE ORDINARY GENERAL MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the REGISTERED OFFICE IN RZESZÓW,
dated 29th of April 2011.
on granting a discharge for the member of the Management Board
of Asseco South Eastern Europe S.A.**

§1

The Ordinary General Meeting of Shareholders of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 pt. 3) Commercial Companies Code and on the basis of § 12 section 4 point. 3) of the Statute of the Company, grants discharge to the Member of the Management Board of Asseco South Eastern Europe S.A. Mr. Miodrag Mircetic for fulfillment of his duties in the financial year 2010.

§2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 13
OF THE ORDINARY GENERAL MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the REGISTERED OFFICE IN RZESZÓW,
dated 29th of April 2011.
on granting a discharge for the member of the Management Board
of Asseco South Eastern Europe S.A.**

§1

The Ordinary General Meeting of Shareholders of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 pt. 3) Commercial Companies Code and on the basis of § 12 section 4 point. 3) of the Statute of the Company, grants discharge to the Member of the Management Board of Asseco South Eastern Europe S.A. Ms. Hatice Ayas for fulfillment of her duties in the financial year 2010.

§2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 14
OF THE ORDINARY GENERAL MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the REGISTERED OFFICE IN RZESZÓW,
dated 29th of April 2011.
on granting a discharge for the Chairman of the Supervisory Board
of Asseco South Eastern Europe S.A.**

§1

The Ordinary General Meeting of Shareholders of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 pt. 3) Commercial Companies Code and on the basis of § 12 section 4 point. 3) of the Statute of the Company, grants discharge to the Chairman of the Supervisory Board of Asseco South

Eastern Europe S.A. Mr. Adam Góral for fulfillment of his duties in the financial year 2010.

§2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 15
OF THE ORDINARY GENERAL MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the REGISTERED OFFICE IN RZESZÓW,
dated 29th of April 2011.
on granting a discharge for the Deputy Chairman of the Supervisory Board
of Asseco South Eastern Europe S.A.**

§1

The Ordinary General Meeting of Shareholders of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 pt. 3) Commercial Companies Code and on the basis of § 12 section 4 point. 3) of the Statute of the Company, grants discharge to the Deputy Chairman of the Supervisory Board of Asseco South Eastern Europe S.A. Mr. Jacek Duch for fulfillment of his duties in the financial year 2010.

§2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 16
OF THE ORDINARY GENERAL MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the REGISTERED OFFICE IN RZESZÓW,
dated 29th of April 2011.
on granting a discharge for the Member of the Supervisory Board
of Asseco South Eastern Europe S.A.**

§1

The Ordinary General Meeting of Shareholders of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 pt. 3) Commercial Companies Code and on the basis of § 12 section 4 point. 3) of the Statute of the Company, grants discharge to the Member of the Supervisory Board of Asseco South Eastern Europe S.A. Mr. Przemysław Sęczkowski for fulfillment of his duties in the financial year 2010.

§2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 17
OF THE ORDINARY GENERAL MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the REGISTERED OFFICE IN RZESZÓW,
dated 29th of April 2011.
on granting a discharge for the Member of the Supervisory Board
of Asseco South Eastern Europe S.A.**

§1

The Ordinary General Meeting of Shareholders of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 pt. 3) Commercial Companies Code and on the basis of § 12 section 4 point. 3) of the Statute of the Company, grants discharge to the Member of the Supervisory Board of Asseco South Eastern Europe S.A. Ms. Gabriela Żukowicz for fulfillment of her duties in the financial year 2010.

§2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 18
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the REGISTERED OFFICE IN RZESZÓW,
dated 29th of April 2011.
on granting a discharge for the Member of the Supervisory Board
of Asseco South Eastern Europe S.A.**

§1

The Ordinary General Meeting of Shareholders of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 pt. 3) Commercial Companies Code and on the basis of § 12 section 4 point. 3) of the Statute of the Company, grants discharge to the Member of the Supervisory Board of Asseco South Eastern Europe S.A. Mr. Mihail Petreski for fulfillment of his duties in the financial year 2010.

§2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 19
OF THE ORDINARY GENERAL MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the REGISTERED OFFICE IN RZESZÓW,
dated 29th of April 2011.
on granting a discharge for the Member of the Supervisory Board
of Asseco South Eastern Europe S.A.**

§1

The Ordinary General Meeting of Shareholders of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 pt. 3) Commercial Companies Code and on the basis of § 12 section 4 point. 3) of the Statute of the Company, grants discharge to the Member of the Supervisory Board of Asseco South

Eastern Europe S.A. Mr. Nicholas Jeffery for fulfillment of his duties in the financial year 2010.

§2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 20
OF THE ORDINARY GENERAL MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the REGISTERED OFFICE IN RZESZÓW,
dated 29th of April 2011.
on granting a discharge for the Member of the Supervisory Board
of Asseco South Eastern Europe S.A.**

§1

The Ordinary General Meeting of Shareholders of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 pt. 3) Commercial Companies Code and on the basis of § 12 section 4 point. 3) of the Statute of the Company, grants discharge to the Member of the Supervisory Board of Asseco South Eastern Europe S.A. Mr. Andrzej Mauberg for fulfillment of his duties in the financial year 2010.

§2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 21
OF THE ORDINARY GENERAL MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the REGISTERED OFFICE IN RZESZÓW,
dated 29th of April 2011.
on amendment of the Statute of the Company
Asseco South Eastern Europe S.A.**

§ 1

The Ordinary General Meeting of Shareholders of Asseco South Eastern Europe SA with the registered office in Rzeszow, acting pursuant to Article 430 § 1 of the Commercial Companies Code and on the basis of § 12 section 4 point. 8 of the Statute of the Company amends the Statute of the Company as follows:

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.*

§ 2

The Supervisory Board shall be entitled to prepare the consolidated text of the Statute of the Company, taking into account the amendments adopted by virtue of this resolution.

§ 3

This Resolution comes into force upon adoption, however the legal consequences of amendment of the Statute shall arise upon registration of amendments in the National Court Register.

REASONING:

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.