

**Draft Resolutions for the Extraordinary General Meeting  
of Asseco South Eastern Europe S.A.  
convened for 13 June 2017**

Warsaw, 16 May 2017

The Management Board of Asseco South Eastern Europe S.A. publishes the draft resolutions that will be on the agenda of the Extraordinary General Meeting of the Company held on 13 June 2017:

**RESOLUTION NO. 1  
OF THE EXTRAORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow  
Dated 13 June 2017  
on election of the Chairman of the General Meeting**

§1

*The Extraordinary 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 Extraordinary General Meeting of the Company.*

§2

*The Resolution shall become effective upon adoption.*

**RESOLUTION NO. 2  
OF THE EXTRAORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow  
Dated 13 June 2017  
on adoption of the Agenda of the Meeting**

§1

*The Extraordinary 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 resolutions.*
- 3. Adoption of the Agenda.*
- 4. Adoption of the resolution on amendment of the Company's Statue.*
- 5. Adoption of the resolution on determining of the remuneration for members of the Supervisory Board.*
- 6. Closing of the General Meeting.*

§2

*The Resolution shall become effective upon adoption.*

**RESOLUTION NO. 3  
OF THE EXTRAORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow  
Dated 13 June 2017  
on amendment of the Company's Statue**

§1

The Extraordinary General Meeting of Asseco South Eastern Europe S.A. with its registered office in Rzeszow, acting on the basis of the Article 430 § 1 the Commercial Companies Code and on the basis of § 12 section 4 point 8) of the Company's Statute, hereby decides to amend the Company's Statutes in the following manner:

- 1) it deletes the content of the provision of §13 section 3 point 2) with the following wording: "2) European Bank for Reconstruction and Development shall appoint and dismiss one member of the Supervisory Board,"
- 2) it changes the existing numbering of the provision §13 section 3 point 3) with the following wording: "the remaining members of the Supervisory Board shall be appointed and dismissed by the Shareholders Meeting" and it gives the following number: §13 section 3 point 2) to the said provision.

§2

Following to the wording of the above §1, the Company's Extraordinary General Meeting, based on the provision of §13 section 12 point 8) of the Company's Statute, hereby obliges the Supervisory Board to adopt the consolidated text of the Company's Statute.

§3

The Resolution shall become effective as of the date hereof.

**RESOLUTION NO. 4  
OF THE EXTRAORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow  
Dated 13 June 2017  
on determining rules for the remuneration of Members of the Supervisory Board  
of Asseco South Eastern Europe S.A.**

§1

The Extraordinary General Meeting of Shareholders of Asseco South Eastern Europe S.A. with its registered seat in Rzeszów ("the Company"), acting on the basis of art. 392§1 of the Commercial Companies Code and the provision of § 12 sect. 4 point 10) of the Statute of the Company, hereby decides as follows:

1. Each Member of the Supervisory Board is entitled to remuneration for performing her/his duties as the Member of the Supervisory Board.
2. The monthly remuneration for Members of the Supervisory Board, is determined in the following amounts:
  - (a) for the Chairman of the Supervisory Board – PLN 3 000 (in words: three thousand) monthly, gross remuneration,
  - (b) for the remaining members of the Supervisory Board – PLN 2 500 (in words: two thousand, five hundred) monthly, gross remuneration.
3. The additional monthly remuneration for a Member of the Supervisory Board performing function in the Audit Committee is determined in the following amounts:
  - (a) for the Chairman of the Audit Committee – PLN 5 000 (in words: five thousand) monthly, gross remuneration,
  - (b) the remaining members of the Audit Committee – PLN 2 500 (in words: two thousand, five hundred) monthly, gross remuneration.
4. The Resolution shall become effective as of the date hereof. In connection with adoption of this Resolution, the Resolution no 3 of the Extraordinary General Meeting of the Company dated 9 June 2016 is expired.
5. A Member of the Supervisory Board is entitled to its remuneration commencing the day following the day in which she/he is appointed to perform a given function.

§2

*The Resolution shall become effective as of the date hereof.*

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### **Justifications of draft Resolutions**

#### ***Justification of the draft Resolution No. 3***

The proposal to amend the Company's Statute is connected with the motion of a shareholder to delete its persona entitlement to appoint one member of the Supervisory Board.

#### ***Justification of the draft Resolution No. 4***

The proposal to adopt resolution on determining remuneration for members of the Supervisory Board is connected with planned increase of the liability of members of supervisory boards and changes in the scope of competencies of members of the Audit Committee.