

**Draft Resolutions for the Ordinary General Meeting  
of Asseco South Eastern Europe S.A.  
convened for 30 March 2017**

Warsaw, 3 March 2017

The Management Board of Asseco South Eastern Europe S.A. publishes the draft resolutions that will be on the agenda of the Ordinary General Meeting of the Company held on 30 March 2017:

**RESOLUTION NO. 1  
OF THE ORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow  
Dated 30 March 2017  
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  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow  
dated 30 March 2017  
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 resolutions.*
- 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 for financial year 2016.*
- 5. Consideration of the Financial Statements of the Company and Capital Group of Asseco South Eastern Europe for financial year 2016.*
- 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 for the financial year 2016.*
- 7. Acquaintance with the Statement of the Supervisory Board of Asseco South Eastern Europe S.A. on activities of the Supervisory Board in the financial year 2016, on the assessment of the Company's standing and the company's compliance with the disclosure obligations, as well as with the Statement of the 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 operations for the 2016 financial year and the opinion on Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe for the financial year 2016.*

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 operations of Capital Group of Asseco South Eastern Europe for the year 2016 and approval of the Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe for the 2016 financial year.*
9. *Adoption of a resolution on the division of profits and distribution of dividend.*
10. *Adoption of the resolutions on acknowledgement of the fulfillment of duties of Management Board's members in 2016 financial year.*
11. *Adoption of the resolutions on acknowledgement of the fulfillment of duties of the Supervisory Board's members in 2016 financial year.*
12. *Adoption of the resolutions on appointment of a Member of the Supervisory Board for the consecutive five-year joint term of office.*
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 seat in Rzeszow  
dated 30 March 2017  
on approval of Statement of the Management Board on operations of the  
Company for the financial year 2016**

§1

*The Ordinary General Meeting of the Company Asseco South Eastern Europe S.A. with the registered office in Rzeszow, 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 2016.*

§2

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

**RESOLUTION NO. 4  
OF THE ORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered seat in Rzeszow  
Dated 30 March 2017  
on approval of the Financial Statement of the Company  
for the financial year 2016**

§1

*The Ordinary General Meeting of the Company South Eastern Europe S.A. with the registered office in Rzeszow, 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 statement 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 2016.*

§2

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

**RESOLUTION NO. 5**

**OF THE ORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow,  
dated 30 March 2017  
on approval of the financial statement of the Capital Group of Asseco South  
Eastern Europe S.A. for the financial year 2016 and approval of the statement  
of operations of the Capital Group of Asseco South Eastern Europe for the  
financial year 2016**

§1

The Ordinary General Meeting of the Company Asseco South Eastern Europe S.A. with the registered office in Rzeszow, 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 2016 and the statement of operations of the Capital Group Asseco South Eastern Europe S.A. for the financial year 2016.

§2

The Resolution shall become effective as of the date hereof.

**RESOLUTION NO. 6  
OF THE ORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszów,  
Dated 30 March 2017  
on the division of profit from the operations of Asseco South Eastern Europe S.A.  
in the financial year 2016 and allocating part of the means of the reserved capital  
for dividend's payment**

§1

The Ordinary General Meeting of the Company Asseco South Eastern Europe S.A. with the registered office in Rzeszow, acting on the basis of 395 § 2 point 2) of the Commercial Companies Code and on the basis of the provision of § 12 section 4 point 2) of the Company's Statute, resolves to distribute the profit for the financial year 2016 in the amount of **PLN 19,069.06** (in words: nineteen thousand sixty-nine and 6/100 PLN) and to allocate part of the reserved capital established upon the Resolution No. 7 of the Ordinary General Meeting of the Company dated 31 March 2016 as follows:

a) the amount of **PLN 1,525.52** (in words: one thousand five hundred twenty-five and 52/100 PLN) will be allocated from the profit for the financial year 2016, according to Article 396 § 1 of the Commercial Companies Code for the supplementary capital,

b) the amount of **PLN 17,543.54** (in words: seventeen thousand five hundred forty-three and 54/100 PLN) from the profit for the financial year 2016 and the amount of **PLN 24,891,696.94** (in words: twenty-four million eight hundred ninety-one thousand six hundred ninety-six and 94/100 PLN) being a part of the aforementioned reserved capital will be allocated for distribution between all the shareholders of the Company, i.e. it will be allocated for the payment of dividend in the amount of **PLN 0.48** 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 Rzeszow, 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 30 June 2017 and sets the date of payment of dividend for 14f July 2017.

§3

The Resolution shall become effective as of the date hereof.

**RESOLUTION NO. 7  
OF THE ORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow,  
dated 30 March 2017**

***on acknowledgement of the fulfillment of duties of the President  
of the Management Board of Asseco South Eastern Europe S.A.***

**§1**

*The Ordinary General Meeting of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 point 3) Commercial Companies Code and on the basis of § 12 section 4 point 3) of the Statute of the Company, acknowledges the fulfillment of duties of the President of the Management Board of Asseco South Eastern Europe S.A., Mr. Piotr Jeleński, in the financial year 2016.*

**§2**

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

***RESOLUTION NO. 8  
OF THE ORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow,  
dated 30 March 2017  
on acknowledgement of the fulfillment of duties of the Member  
of the Management Board of Asseco South Eastern Europe S.A.***

**§1**

*The Ordinary General Meeting of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 point 3) Commercial Companies Code and on the basis of § 12 section 4 point 3) of the Statute of the Company, acknowledges the fulfillment of duties of the Member of the Management Board of Asseco South Eastern Europe S.A., Mr. Miljan Mališ, in the financial year 2016.*

**§2**

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

***RESOLUTION NO. 9  
OF THE ORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow,  
Dated 30 March 2017  
on acknowledgement of the fulfillment of duties of the member  
of the Management Board of Asseco South Eastern Europe S.A.***

**§1**

*The Ordinary General Meeting of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 point 3) Commercial Companies Code and on the basis of § 12 section 4 point 3) of the Statute of the Company, acknowledges the fulfillment of duties of the Member of the Management Board of Asseco South Eastern Europe S.A., Mr. Miodrag Mircetic, in the financial year 2016.*

**§2**

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

***RESOLUTION NO. 10  
OF THE ORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow,  
dated 30 March 2017  
on acknowledgement of the fulfillment of duties of the member  
of the Management Board of Asseco South Eastern Europe S.A.***

**§1**

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

*duties of the Member of the Management Board of Asseco South Eastern Europe S.A. Mr. Marcin Rulnicki, in the financial year 2016.*

§2

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

**RESOLUTION NO. 11  
OF THE ORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow,  
dated 30 March 2017  
on acknowledgement of the fulfillment of duties of the Chairman  
of the Supervisory Board of Asseco South Eastern Europe S.A.**

§1

*The Ordinary General Meeting of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 point 3) Commercial Companies Code and on the basis of § 12 section 4 point 3) of the Statute of the Company, acknowledges the fulfillment of duties of the Chairman of the Supervisory Board of Asseco South Eastern Europe S.A., Mr. Adam Góral, in the financial year 2016.*

§2

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

**RESOLUTION NO. 12  
OF THE ORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow,  
dated 30 March 2017.  
on acknowledgement of the fulfillment of duties of the Vice-Chairman  
of the Supervisory Board of Asseco South Eastern Europe S.A.**

§1

*The Ordinary General Meeting of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 point 3) Commercial Companies Code and on the basis of § 12 section 4 point 3) of the Statute of the Company, acknowledges the fulfillment of duties of the Vice-Chairman of the Supervisory Board of Asseco South Eastern Europe S.A., Mr. Mihail Petreski, in the financial year 2016.*

§2

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

**RESOLUTION NO. 13  
OF THE ORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow,  
dated 30 March 201.  
on acknowledgement of the fulfillment of duties of the Member  
of the Supervisory Board of Asseco South Eastern Europe S.A.**

§1

*The Ordinary General Meeting of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 point 3) Commercial Companies Code and on the basis of § 12 section 4 point 3) of the Statute of the Company, acknowledges the fulfillment of duties of the Member of the Supervisory Board of Asseco South Eastern Europe S.A., Mr. Przemysław Sęczkowski, in the financial year 2016.*

§2

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

**RESOLUTION NO. 14  
OF THE ORDINARY GENERAL MEETING OF**

**Asseco South Eastern Europe S.A. with the registered office in Rzeszow,  
dated 30 March 2017.  
on acknowledgement of the fulfillment of duties of the Member  
of the Supervisory Board of Asseco South Eastern Europe S.A.**

**§1**

The Ordinary General Meeting of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 point 3) Commercial Companies Code and on the basis of § 12 section 4 point 3) of the Statute of the Company, acknowledges the fulfillment of duties of the Member of the Supervisory Board of Asseco South Eastern Europe S.A., Ms. Gabriela Żukowicz, in the financial year 2016.

**§2**

The Resolution shall become effective as of the date hereof.

**RESOLUTION NO. 15  
OF THE ORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow,  
dated 30 March 2017.  
on acknowledgement of the fulfillment of duties of the Member  
of the Supervisory Board of Asseco South Eastern Europe S.A.**

**§1**

The Ordinary General Meeting of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 point 3) Commercial Companies Code and on the basis of § 12 section 4 point 3) of the Statute of the Company, acknowledges the fulfillment of duties of the Member of the Supervisory Board of Asseco South Eastern Europe S.A., Mr. Jacek Duch, in the financial year 2016.

**§2**

The Resolution shall become effective as of the date hereof.

**RESOLUTION NO. 16  
OF THE ORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow,  
dated 30 March 2017.  
on acknowledgement of the fulfillment of duties of the Member  
of the Supervisory Board of Asseco South Eastern Europe S.A.**

**§1**

The Ordinary General Meeting of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 point 3) Commercial Companies Code and on the basis of § 12 section 4 point 3) of the Statute of the Company, acknowledges the fulfillment of duties of the Member of the Supervisory Board of Asseco South Eastern Europe S.A., Mr. Jan Victor Dauman, in the financial year 2016.

**§2**

The Resolution shall become effective as of the date hereof.

**RESOLUTION NO. 17  
OF THE ORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow,  
dated 30 March 2017  
on acknowledgement of the fulfillment of duties of the Member  
of the Supervisory Board of Asseco South Eastern Europe S.A.**

**§1**

*The Ordinary General Meeting of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 point 3) Commercial Companies Code and on the basis of § 12 section 4 point 3) of the Statute of the Company, acknowledges the fulfillment of duties of the Member of the Supervisory Board of Asseco South Eastern Europe S.A., Mr. Andrzej Mauberg, in the financial year 2016.*

§2

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

**RESOLUTION NO. 18  
OF THE ORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow,  
dated 30 March 2017.  
on acknowledgement of the fulfillment of duties of the Member  
of the Supervisory Board of Asseco South Eastern Europe S.A.**

§1

*The Ordinary General Meeting of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to Article 395 § 2 point 3) Commercial Companies Code and on the basis of § 12 section 4 point 3) of the Statute of the Company, acknowledges the fulfillment of duties of the Member of the Supervisory Board of Asseco South Eastern Europe S.A., Mr Artur Kucharski, in the financial year 2016.*

§2

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

**RESOLUTION NO. 19  
OF THE ORDINARY GENERAL MEETING OF  
Asseco South Eastern Europe S.A. with the registered office in Rzeszow,  
dated 30 March 2017  
on appointment of the Member of the Supervisory Board  
of Asseco South Eastern Europe S.A.**

§1

*The Ordinary General Meeting of Shareholders Asseco South Eastern Europe S.A. seated in Rzeszów ("the Company"), acting on the basis of art. 385 §1 of the Polish Commercial Companies Code and with reference to art. 386§2, art. 369§4 of the Polish Commercial Companies Code and the provision of § 13 sect. 2 and sect. 3 point 3) of the Statute of the Company, hereby appoints – due to expiration of the mandates of the members the existing Supervisory Board with the date of holding this Ordinary General Meeting - ..... to the position of Member of the Supervisory Board of the Company.  
The Member of the Supervisory Board is appointed to Supervisory Board for consecutive, five-year joint term of office from 31 March 2017 to 31 March 2022.*

§ 2

*This Resolution shall become effective as of the day of 31 March 2017.*

**Justifications of draft Resolutions**

***Justification of the draft Resolution No. 19***

The proposal to adopt a resolutions on the appointment of a Member of the Supervisory Board for the new, consecutive, five-year joint term of office is a consequence of the expiration of mandates of Members of the existing Supervisory Board with the date of holding the Ordinary General Meeting approving the financial statement for last full financial year in which members served, i.e., with the day of approving the financial statement for 2016 (provision of §5 sect. 1 of the by-laws of the Supervisory Board of Asseco South Eastern Europe S.A. in reference with art. 386§2, art. 369§4 of the Polish Commercial Companies Code.

