

The Resolution adopted by the Ordinary General Meeting of Shareholders
of Asseco South Eastern Europe S.A. on 11 May 2012

**RESOLUTION No. 23
of the ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF ASSECO SOUTH EASTERN EUROPE S.A.
on the merger of Asseco South Eastern Europe SA
with the company ITD Polska Sp. z o.o.**

The Ordinary General Meeting of Shareholders of Asseco Poland SA seated in Rzeszów entered in the Register of Entrepreneurs maintained by the District Court in Rzeszów, XII Commercial Department of the National Court Register, under the number KRS 0000284571 (hereinafter "Asseco SEE"), resolves as follows:

§ 1

1. Acting on the basis of art. 506 of the Polish Commercial Companies Code (hereinafter "PCCC") the Extraordinary General Meeting of Shareholders adopts the merger of Asseco Poland SA acting as the Acquiring Company with ITD Polska Sp. z o.o. (limited liability company) seated in Warsaw, entered in the Register of Entrepreneurs maintained by the District Court of the Capital City of Warsaw, XII Commercial Department of the National Court Register, under the number KRS 0000051297 (hereinafter "ITD Polska"), to be effected pursuant to art. 492 § 1 item 1 of the PCCC, this is by transferring all the assets of ITD Polska to Asseco SEE ("**Merger**").

2. According to art. 506 § 4 of the PCCC, the General Meeting approves the Plan of Merger of Asseco SEE with ITD Polska, as agreed in writing between the Companies and signed on 29th April 2012 ("**Merger Plan**") and announced according to art. 500 § 2¹ of the PCCC by publishing the Merger Plan on the website of Asseco SEE. The Merger Plan constitutes Appendix No. 1 to this Resolution.

§ 2

Because Asseco SEE is the sole shareholder in the company of ITD Polska, holding 76.245 shares with a value of PLN 125.651.760,00, representing 100% of the share capital of ITD Polska, the Merger shall be executed according to art. 515 § 1 and art. 516 § 6 of the PCCC, this is without increasing the share capital of Asseco SEE and without exchanging shares of ITD Polska, being the Acquired Company, for shares of Asseco SEE acting as the Acquiring Company.

§ 3

The Management Board of Asseco is hereby authorized to take all the necessary actions in order to execute this Resolution.

§4

This Resolution shall become effective upon adoption.