

Draft resolutions for the Ordinary General Meeting of the Asseco South Eastern Europe S.A. convened for 31th of March 2015

Warsaw, 4th of March 2015

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 31st of March 2015:

**RESOLUTION NO. 1
OF THE ORDINARY GENERAL MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the registered office in Rzeszow
dated 31st March 2015
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 31 March 2015
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 2014.
5. Consideration of the Financial Statements of the Company and Capital Group of Asseco South Eastern Europe for financial year 2014.
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 2014.
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 2014 and on the assessment of the Company's standing, 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 2014 financial year and the opinion on Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe for the financial year 2014.

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 2014 and approval of the Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe for the 2014 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 2014 financial year.
11. Adoption of the resolutions on acknowledgement of the fulfillment of duties of the Supervisory Board's members in 2014 financial year.
12. 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 31 March 2015
on approval of Statement of the Management Board on operations of the
Company for the financial year 2014**

§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 2014.

§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 RZESZOW
dated 31 March 2015
on approval of the Financial Statement of the Company
for the financial year 2014**

§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 2014.

§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 RZESZOW,
dated 31 March 2015**

on approval of the financial statement of the Capital Group of Asseco South Eastern Europe S.A. for the financial year 2014 and approval of the statement of operations of the Capital Group of Asseco South Eastern Europe for the financial year 2014

§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 2014 and the statement of operations of the Capital Group Asseco South Eastern Europe S.A. for the financial year 2014.

§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 31 March 2015
on the division of profit from the operations
of Asseco South Eastern Europe S.A. in the financial year 2014**

§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 § 12 section 4 point 2 of the Company's Statute, resolves to distribute the profit for the financial year 2014 in the amount of 1.500.897,86 PLN (in words: one million five hundred thousand eight hundred ninety seven and 86/100 PLN) and retained profit from the year 2012 in the amount of 3 102 417,79 (three million one hundred and two thousand four hundred seventy and 79/100 PLN) and retained profit from the year 2013 in the amount of 17 655 282,61 (seventy million six hundred fifty five thousand two hundred eighty two and 61/100 PLN) as follows:

a) the amount of **1.500.897,86 PLN** (in words: one million five hundred thousand eight hundred ninety seven and 86/100 PLN) will be allocated from the profit for the financial year 2014, according to Article 396 § 1 of the Commercial Companies Code for the reserve capital,

b) the amount **20.757.700,40 PLN** (in words: twenty million seven hundred fifty seven thousand seven hundred and 40/100 PLN) 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 **0.40 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 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 30th of June 2015 and sets the date of payment of dividend for 15th of July 2015.

§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 Rzeszow,
dated 31 March 2015
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 2014.

§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 Rzeszow,
dated 31 March 2015
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 2014.

§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 RZESZOW,
dated 31 March 2015
on acknowledgement of the fulfillment of duties of the Member of 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. Calin Barseti, in the financial year 2014.

§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 Rzeszow,
dated 31 March 2015
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 2014.

§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 Rzeszow,
dated 31 March 2015
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 2014.

§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 Rzeszow,
dated 31 March 2015 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 2014.

§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 Rzeszow,
dated 31 March 2015.**

**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 2014.

§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 Rzeszow,
dated 31 March 2015.**

**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 2014.

§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 Rzeszow,
dated 31 March 2015.**

**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 2014.

§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 Rzeszow,
dated 31 March 2015.
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 2014.

§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 Rzeszow,
dated 31 March 2015.
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 2014.

§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 Rzeszow,
dated 31 March 2015
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 2014.

§2

The Resolution shall become effective upon adoption.