

**Draft Resolutions for the Ordinary General Meeting
of Asseco South Eastern Europe S.A.
convened for 31 March 2016**

Warsaw, 4 March 2016

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 31 March 2016:

**RESOLUTION NO. 1
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 31st March 2016
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 2016
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 2015.*
- 5. Consideration of the Financial Statements of the Company and Capital Group of Asseco South Eastern Europe for financial year 2015.*
- 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 2015.*
- 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 2015, 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 2015 financial year and the opinion on Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe for the financial year 2015.*

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 2015 and approval of the Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe for the 2015 financial year.*
9. *Adoption of a resolution on the division of profits and distribution of dividend.*
10. *Adoption of the resolution on establishment of reserve capital.*
11. *Adoption of the resolutions on acknowledgement of the fulfillment of duties of Management Board's members in 2015 financial year.*
12. *Adoption of the resolutions on acknowledgement of the fulfillment of duties of the Supervisory Board's members in 2015 financial year.*
13. *Adoption of the resolution on appointment of the Member of Supervisory Board.*
14. *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 2016
on approval of Statement of the Management Board on operations of the
Company for the financial year 2015**

§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 2015.

§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 2016
on approval of the Financial Statement of the Company
for the financial year 2015**

§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 2015.

§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 2016
on approval of the financial statement of the Capital Group of Asseco South
Eastern Europe S.A. for the financial year 2015 and approval of the statement
of operations of the Capital Group of Asseco South Eastern Europe for the
financial year 2015

§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 2015 and the statement of operations of the Capital Group Asseco South Eastern Europe S.A. for the financial year 2015.

§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 2016
on the division of profit from the operations of Asseco South Eastern Europe S.A.
in the financial year 2015

§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 2015 in the amount of 55,298,295.23 PLN (in words: fifty five million two hundred ninety eight thousand two hundred ninety five and 23/100 PLN) and retained profit from the year 2013 in the amount of 2,825,183.42 (two million eight hundred twenty five thousand one hundred eighty three and 42/100 PLN) and retained profit from the year 2014 in the amount of 17,260,325.40 (seventeen million two hundred sixty thousand three hundred twenty five and 40/100 PLN) as follows:

a) the amount of **4,423,863.62 PLN** (in words: four million four hundred twenty three thousand eight hundred sixty three and 62/100 PLN) will be allocated from the profit for the financial year 2015, according to Article 396 § 1 of the Commercial Companies Code for the supplementary capital,

b) the amount **21.795.585,42 PLN** (in words: twenty one million seven hundred ninety five thousand five hundred eighty five and 42/100 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 **0.42 PLN** per one share of the Company,

c) The remaining part of the profit for the year 2015 amounting to **49.164.355,01 PLN** (in words: forty nine million one hundred sixty four thousand tree hundred fifty five and 01/100 PLN) will be allocated for the reserve capital established in the Company for dividend payment in following years and for financing of the Company's investments.

§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 2016 and sets the date of payment of dividend for 15th of July 2016.

§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 2016
on establishment of the reserve capital 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 § 15 section 3 of the Statute of the Company decides to establish the reserve capital for the purpose of the payment of dividend in next years and of financing the Company's investments. The establishment of the reserve capital will be made from the Company's profit in 2015 in the amount of 49.164.355,01 PLN (in words: forty nine million one hundred sixty four thousand tree hundred fifty five and 01/100 PLN).

§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 2016
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 2015.

§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 2016
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 2015.

§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 2016
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 2015.

§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 2016
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 2015.

§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 2016
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 2015.

§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 2016.
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 2015.

§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 2016.
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 2015.

§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 2016.
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 2015.

§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 2016.
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 2015.

§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 2016.
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 2015.

§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 2016
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 2015.

§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 Rzeszow,
dated 31 March 2016
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 § 13 sect. 2 and 3 point 3) of the Articles of Association of Asseco South Eastern Europe S.A., hereby appoints to the position of Member of the Supervisory Board of the Company.

The Member of the Supervisory Board is appointed to Supervisory Board during the five-year joint term of office from 11 July 2012 to 11 July 2017.

§ 2

This Resolution shall become effective upon adoption.

Justifications of draft Resolutions

Justification of the draft Resolution No. 7:

Resolution No. 7 of the Ordinary General Meeting of the Company on establish a reserve capital of the Company is a consequence of proposed Resolution No. 6 of the Ordinary General Meeting of 31 March 2016 on the distribution of profit from operations in 2015. Pursuant to art. 348 Commercial Companies Code and § 15 para. 3 of the Company's Statute, the Company may establish reserves for specific purposes, including the payment of dividends. The resources in the established reserve capital remain in the Company for the purpose of payment of dividends in subsequent financial years and to finance the Company's investments.

Justification of the draft Resolution No. 19:

The proposal to adopt a resolution on the appointment of a Member of the Supervisory Board for a current term of office is a consequence of the resignation effective on the end of February 2016 by one of the members of the Supervisory Board and of the need to supplement the composition of the Supervisory Board.