

**"RESOLUTION NO. 17  
OF THE ORDINARY GENERAL MEETING  
of Asseco South Eastern Europe S.A. with the registered office in Rzeszow  
dated 22<sup>nd</sup> of June 2023  
on amend the Articles of Association of the Company**

**§1**

The Ordinary General Meeting of Asseco South Eastern Europe S.A. with the registered seat in Rzeszow, acting pursuant to Article 430 § 1 Commercial Companies Code and on the basis of § 12 section 4 point 8) of the Statute of the Company, decides to amend the Articles of Association of the Company, so that:

- 1) The content of the provision of §7 section 4 is deleted,
- 2) In provision of §7, section 5 is added with the following wording:  
"The shares are not in the form of a document.",
- 3) The content of the provision of §10' is deleted,
- 4) The content of the existing provision of §13 section 3 is amended by making it read as follows:  
"The Supervisory Board is appointed and dismissed by the General Meeting of Shareholders.",
- 5) The content of the provision of §13 section 4 is deleted,
- 6) the content of the existing provision of §13 section 9 is amended by making it read as follows:  
„Resolutions of the Supervisory Board may be adopted if all its members have been notified in writing of the date and place of the meeting, at least one week before the meeting, and at least half of them are present at the meeting.”,
- 7) the content of the existing provision of §13 section 12 point 16 is amended by making it read as follows:  
„Approval for the Company's borrowing or lending of money or the assumption of other monetary obligations in excess of 5% (five percent) of the Company's share capital in one or a series of related transactions or the equivalent amount in other currencies, which has not been provided for in the Company's financial and business plans approved in accordance with the Articles of Association”,
- 8) the content of the existing provision of §13 section 12 point 18 is amended by making it read as follows:  
„Approval for expenditures, including capital expenditures, of the Company and incurring liabilities exceeding the value of 5% (five percent) of the Company's share capital in one or a series of related transactions or the equivalent amount in other currencies, not provided for in the Company's financial and business plans approved in accordance with the Articles of Association”,
- 9) the content of the existing provision of §13 section 12 point 22 is amended by making it read as follows:  
"Approval for the disposal of the Company's assets, the value of which exceeds 250,000 EUR (in words: two hundred and fifty thousand euro), which was not provided for in the Company's financial and business plans approved in accordance with the Articles of Association.""
- 10) the content of the existing provision of §13 section 12 point 25 is amended by making it read as follows:  
„Approval for the employment by the Company of consultants or other persons who are not employees of the Company, in the capacity of consultants, lawyers, agents, if the annual cost associated with the employment of such persons by the Company exceeds 200,000 EUR (in words: two hundred thousand euro) or the equivalent of this amount in other currencies, which has not been provided for in the financial and business plans of the Company approved in accordance with the provisions of the Articles of Association”,
- 11) to §13 section 12) is added point 26, with the following wording:  
„Approval for the Company to enter into a transaction with a parent company, subsidiary or affiliated company, the value of which, when aggregated with the value of transactions entered into with the same company during the fiscal year, exceeds 10% of the company's total assets within the meaning of the accounting regulations, as determined on the basis of the company's last approved financial statements, not

*provided for in the Company's financial and business plans approved in accordance with the Articles of Association",*

*12) The content of the provision of §13 section 13 is deleted,*

*13) The content of the provision of §13 section 14 is deleted,*

*14) The content of the provision of §19 section 3 is deleted.*

## **§2**

*In connection with the content of §1 above, the Ordinary General Meeting of the Company, in accordance with the provision of §13 section 12 point 8) of the Company's Articles of Association, obligates the Company's Supervisory Board to establish the unified text of the Company's Articles of Association.*

## **§3**

*The Resolution shall become effective as of the date hereof with effect from the date of registration of the changes in the National Court Register."*

## **Justification**

### **to the draft resolution concerning amendment of the Articles of Association of the Company**

According to Article 430 §1 of the Commercial Companies Code, an amendment to the Articles of Association requires a resolution of the General Meeting and an entry in the register. The proposed amendments to the Company's Articles of Association, due to their nature, can be divided into 3 groups - changes of an orderly nature consisting primarily in the deletion of obsolete provisions, changes resulting from amendments to the law, and changes dictated by the need to streamline the work of the Company's bodies.

The removal of the provision of §7 section 4 of the Articles of Association and the addition of section 5 are of an orderly nature, as the Company's shares have been dematerialized since they were registered with the National Securities Depository.

The removal of the provision of §10<sup>1</sup> of the Articles of Association is of an orderly nature, as the provision has become obsolete due to the expiration of the period within which the Management Board was authorized to increase the share capital within the limits of authorized capital.

Change the content of the existing provision of §13 section 3 of the Articles of Association and deleting the provision of: §13 section 4, §13 section 13 and 14, and §19 section 3 are dictated by the fact that Asseco Poland S.A. is no longer a shareholder of the Company, as a result of which the personal rights to which it was entitled have expired, and therefore these provisions are no longer applicable.

Change the content of the provision of §13 section 9 of the Articles of Association regarding the requirements for adoption of a resolution by the Supervisory Board is dictated by the possibility of applying the provisions of Article 388 §2 and §3 of the Commercial Companies Code, which came into force on January 1, 2021.

The proposed amendments relating to giving new wording to the provisions in §13 section 12 point: 16, 18, 22 and 25 of the Articles of Association, defining the powers of the Supervisory Board to grant approval for the Company's actions contained therein, have been adjusted to the Company's current economic situation in order to streamline the work of the Company's bodies by raising the individual amount thresholds for transactions or expenditures of the Company, the exceeding of which requires the approval of the Supervisory Board.

The addition of point 26 in §13 section 12 of the Articles of Association is related to the content of Article 384<sup>1</sup> of the Commercial Companies Code, included in the amendment of CCC of October 13, 2022, concerning the consent of the Supervisory Board to conclude transactions with the parent company, a subsidiary or a related company, the value of which, when added together with the value of transactions concluded with the same company during the financial year, exceeds 10% of the company's total assets. In view of the relatively binding nature of the provision, i.e. giving the possibility for the Articles of Association to shape the regulation differently, the proposed provision modifies the code solution by excluding from the requirement to obtain the approval of the Supervisory Board those transactions, which are concluded by the Company with a parent company, subsidiary or affiliated company, and which are provided for in the budget, with a view to streamlining the work of the Company's bodies.

In view of the foregoing, a draft of this resolution is presented for consideration at the Ordinary General Meeting.