

Draft resolutions for the Ordinary General Meeting of the Asseco South Eastern Europe S.A. convened for 24th of April 2014

Warsaw, 27th of March 2014

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 24th of April 2014:

**RESOLUTION NO. 1
OF THE ORDINARY GENERAL
MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the registered office in Rzeszow
dated 24th April 2014
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 24th April 2014
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 2013.
5. Consideration of the Financial Statements of the Company and Capital Group of Asseco South Eastern Europe for financial year 2013.
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 2013.
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 2013 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 2013 financial year and the opinion on Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe for the financial year 2013.

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 2013 and approval of the Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe for the 2013 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 2013 financial year.
11. Adoption of the resolutions on acknowledgement of the fulfillment of duties of the Supervisory Board's members in 2013 financial year.
12. Adoption of the resolution on amendments to By-laws of the General Meeting and adoption of its consolidated text.
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 24th April 2014
on approval of Statement of the Management Board on operations of the
Company for the financial year 2013**

§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 2013.

§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 24th April 2014
on approval of the Financial Statement of the Company
for the financial year 2013**

§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 2013.

§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 24th April 2014
on approval of the financial statement of the Capital Group of Asseco South
Eastern Europe S.A. for the financial year 2013 and approval of the statement
of operations of the Capital Group of Asseco South Eastern Europe for the
financial year 2013

§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 2013 and the statement of operations of the Capital Group Asseco South Eastern Europe S.A. for the financial year 2013.

§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 RZESZOW,
dated 24th April 2014.
on the division of profit from the operations of Asseco South Eastern Europe
S.A.
in the financial year 2013

§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 2013 in the amount of **40 311 550.38 PLN** (in words: forty million three hundred eleven thousand five hundred fifty and 38/100 PLN) as follows:

a) the amount of **3 224 924.03 PLN** (in words: three million two hundred twenty four thousand nine hundred twenty four and 3/100 PLN) will be allocated from the profit for the financial year 2013, according to Article 396 § 1 of the Commercial Companies Code for the reserve capital,

b) the amount **16 606 160.32 PLN** (in words: sixteen million six hundred six thousand one hundred sixty and 32/100 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 **0.32 PLN** (in words: 32/100 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 11th of July 2014 and sets the date of payment of dividend for 30th of July 2014.

§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 24th April 2014
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 2013.

§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 24th April 2014
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 2013.

§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 24th April 2014
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. Drazen Pehar, in the financial year 2013.

§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 24th April 2014
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 2013.

§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 24th April 2014
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 2013.

§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 24th April 2014
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. Ms. Hatice Ayas, in the financial year 2013.

§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 24th April 2014
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 2013.

§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 24th April 2014 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 2013.

§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 24th April 2014.
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 2013.

§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 24th April 2014.
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 2013.

§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 24th April 2014.
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 2013.

§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 24th April 2014.
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 2013.

§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 24th April 2014.
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 2013.

§2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 20
OF THE ORDINARY GENERAL MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the registered office in Rzeszow,
dated 24th April 2014
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 2013.

§2

The Resolution shall become effective upon adoption.

**RESOLUTION NO. 21
OF THE ORDINARY GENERAL MEETING OF
ASSECO SOUTH EASTERN EUROPE S.A.
with the registered office in Rzeszow,
dated 24th April 2014
on amendments to By-laws of the General Meeting and adoption of its
consolidated text**

§1

The Ordinary General Meeting of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting on the basis of § 12 section 4 point 11) of the Statute of the Company, hereby amends the By-laws of the General Meeting as follows:

1. § 12 sec. 7 of the By-laws of the General Meeting with current reading:

"Voting shall be carried out by the method of electronic cards or by the method of voting cards."

Shall have the new reading as follows:

"Voting shall be carried out by use of electronic system or by the method of voting cards."

2. § 12 sec. 8 of the By-laws of the General Meeting with current reading:

"In the event of voting by the method of electronic cards, shareholders and shareholder proxies shall be provided with such electronic cards. Voting shall be executed by putting the appropriate end of the electronic card into the card reader. The detailed guidelines for voting by the method of electronic cards are each time determined in the voting instructions attached with the meeting record and made available to all attending shareholders."

Shall have the new reading as follows:

"The detailed guidelines for voting are each time determined in the voting instructions disclosed to the attending shareholders in writing or orally."

3. § 12 sec. 9 of the By-laws of the General Meeting with current reading:

"The votes cast are counted by an electronic device, the voting result is printed and subsequently signed by members of the Returning Committee and the Chairman."

Shall have the new reading as follows:

"The votes cast are counted electronically, the voting result is printed and subsequently signed by members of the Returning Committee (if appointed) and the Chairman."

4. Numbering in § 12 of the By-laws of the General Meeting shall be amended. After sec. 11, the next section shall have number 12, and the following sections shall have numbers 13 and 14.

5. § 14 sec. 4 of the By-laws of the General Meeting with current reading:

"Voting at the General Meeting shall be carried out with the use of electronic cards or voting lists."

Shall have the new reading as follows:

"Voting shall be carried out by use of electronic system or by voting lists."

6. § 14 sec. 5 of the By-laws of the General Meeting with current reading:

"In the event of voting with the use of electronic cards, the election is conducted in accordance with the procedure described in these By-laws."

Shall have the new reading as follows:

"The detailed guidelines for voting with use of electronic system are each time determined in the voting instructions disclosed to the attending shareholders in writing or orally."

7. § 14 sec. 10 of the By-laws of the General Meeting with current reading:

"The Supervisory Board shall be appointed as follows:

- where the Supervisory Board is composed of five Members, three Members of the Supervisory Board shall be appointed and dismissed by the shareholder ASSECO Poland S.A.
- where the Supervisory Board is composed of six Members, four Members of the Supervisory Board shall be appointed and dismissed by the shareholder ASSECO Poland S.A.

- where the Supervisory Board is composed of seven Members, four Members of the Supervisory Board shall be appointed and dismissed by the shareholder ASSECO Poland S.A.
- the remaining Members of the Supervisory Board shall be appointed and dismissed by the General Meeting.”

Shall have the new reading as follows:

“The Supervisory Board shall be appointed as follows:

- where the Supervisory Board is composed of five Members, three Members of the Supervisory Board shall be appointed and dismissed by the shareholder ASSECO Poland S.A.,
- where the Supervisory Board is composed of six Members, four Members of the Supervisory Board shall be appointed and dismissed by the shareholder ASSECO Poland S.A.,
- where the Supervisory Board is composed of seven Members, four Members of the Supervisory Board shall be appointed and dismissed by the shareholder ASSECO Poland S.A. ,
- European Bank for Reconstruction and Development shall appoint and dismiss one member of the Supervisory Board,
- the remaining Members of the Supervisory Board shall be appointed and dismissed by the General Meeting.”

§2

The Ordinary General Meeting of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting on the basis of § 12 section 4 point 11) of the Statute of the Company, hereby adopts consolidated text of the By-laws of the General Meeting, which constitutes Appendix no. 1 to this Resolution.

§3

The Resolution shall become effective upon adoption.