

**Draft Resolutions for the Ordinary General Meeting
of Asseco South Eastern Europe S.A.
convened for 11th of April 2019**

Warsaw, 15 March 2019

The Management Board of Asseco South Eastern Europe S.A. ("Company") publishes the draft resolutions that will be on the agenda of the Ordinary General Meeting of the Company held on 11th of April 2019.

**"RESOLUTION NO. 1
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 11 April 2019
on election of the Chairman of the General Meeting**

§1

The Ordinary General Meeting of Asseco South Eastern Europe S.A. with its registered seat in Rzeszów (the "Company") acting on the basis of Article 409 § 1 of the Commercial Companies Codes decides in a secret ballot to elect Ms/Mr 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 11 April 2019
on adoption of the Agenda of the Meeting**

§1

The Ordinary General Meeting of Asseco South Eastern Europe S.A. with its registered seat in Rzeszów (the "Company") 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 Management Board Report on Operations of the Company and Capital Group of Asseco South Eastern Europe for financial year 2018.*
- 5. Consideration of the Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe for financial year 2018.*
- 6. Acquaintance with the audit reports of independent certified auditor on Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe for the financial year 2018.*
- 7. Acquaintance with the Report of the Supervisory Board of Asseco South Eastern Europe S.A. on activities of the Supervisory Board in the financial year 2018, on the assessment of the Company's standing and the company's compliance with the disclosure obligations, as well as with the Report of the Supervisory Board of Asseco South Eastern Europe S.A. on the opinion on Management Board Report on operations of the Company and the Capital Group of Asseco South Eastern Europe for financial year 2018 and the opinion on Financial*

Statements of the Company and the Capital Group of Asseco South Eastern Europe for the financial year 2018.

8. *Adoption of a resolutions on approving the Management Board Report on Operations of the Company and the Capital Group of Asseco South Eastern Europe for financial year 2018 and approval of the Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe for the 2018 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 2018 financial year.*
11. *Adoption of the resolutions on acknowledgement of the fulfillment of duties of the Supervisory Board's members in 2018 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 office in Rzeszow
dated ... April 2019
on approval of Management Board Report on operations of the Company and the
Capital Group of Asseco South Eastern Europe for financial year 2018**

§1

The Ordinary General Meeting of Asseco South Eastern Europe S.A. with its registered seat in Rzeszów (the "Company"), acting on the basis of Article 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 Management Board Report on Operations of the Company and the Capital Group of Asseco South Eastern Europe for financial year 2018.

§2

The Resolution shall become effective as of the date hereof."

**"RESOLUTION NO. 4
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 11 April 2019
on approval of the Financial Statement of the Company
for the financial year 2018**

§1

The Ordinary General Meeting of Asseco South Eastern Europe S.A. with its registered seat in Rzeszów (the "Company"), 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 financial highlights, income statement, statement of comprehensive income, statement of financial position, statement of changes in the Company's equity, statement of cash flows as well as supplementary information and explanatory notes for the financial year 2018.

§2

The Resolution shall become effective as of the date hereof."

**"RESOLUTION NO. 5
OF THE ORDINARY GENERAL MEETING OF**

**Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 11 April 2019
on approval of the Financial Statement of the Capital Group of Asseco South
Eastern Europe S.A. for the financial year 2018**

§1

The Ordinary General Meeting of Asseco South Eastern Europe S.A. with its registered seat in Rzeszów (the "Company"), acting on the basis of Article 395 § 5 point of the Commercial Companies Code after consideration, approves the Financial Statement of the Capital Group Asseco South Eastern Europe for the financial year 2018 including financial highlights, consolidated income statement, consolidated statement of comprehensive income, consolidated statement of financial position, consolidated statement of changes in the Company's equity, consolidated statement of cash flows as well as supplementary information and explanatory notes for the financial year 2018.

§2

The Resolution shall become effective as of the date hereof."

**"RESOLUTION NO. 6
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 11 April 2019
on the division of profit from the operations of Asseco South Eastern Europe S.A.
in the financial year 2018 and allocating part of the means of the reserved capital
for dividend's payment**

§1

The Ordinary General Meeting of Asseco South Eastern Europe S.A. with its registered seat in Rzeszów (the "Company"), acting on the basis of Article 395 § 2 point 2) and Article 396 § 1 of the Commercial Companies Code and on the basis of the provision of § 12 section 4 point 2) of the Company's Statute, resolves to distribute the profit for the financial year 2018 in the amount of **PLN 28 501 002,56** (in words: twenty eight million, five hundred and one thousand, two and 56/100 PLN) as follows:

a) the amount of **PLN 2 280 080,20** (in words: two million, two hundred and eighty thousand, eighty and 20/100 PLN),

b) the amount of **PLN 26 220 922,36** (in words: twenty six million, two hundred and twenty thousand, nine hundred and twenty two and 36/100 PLN) will be allocated for distribution between all shareholders of the Company.

§2

Moreover, the Ordinary General Meeting decides to allocate for payment of the dividend between all shareholders of the Company additional amount of **PLN 764 088,16** (in words: seven hundred and sixty four thousand, eighty eight and 16/100 PLN) being a part of the reserved capital established from the Company's net profit on the basis of the resolution no 7 of the Ordinary General Meeting on 31 March 2016.

§3

Thus, the Ordinary General Meeting of the Company decides to allocate for payment of the dividend between all shareholders the amounts from the net profit for 2018 and reserved capital in the total amount of **PLN 26,985,010.52** (in words: twenty-six million, nine hundred and eighty-five thousand and ten and 52/100 PLN), i.e. to pay the dividend in the amount of **PLN 0.52** per one share of the Company.

§4

The General Meeting of the company Asseco South Eastern Europe S.A. with the registered office in Rzeszow, acting on the basis of 348 § 4 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 28 June 2019 and sets the date of payment of dividend for 11 July 2019.

§5

The Resolution shall become effective as of the date hereof."

**"RESOLUTION NO. 7
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 11 April 2019
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 S.A. with its registered seat in Rzeszów (the "Company"), 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 the Company, Mr. Piotr Jeleński, in the financial year 2018.

§2

The Resolution shall become effective as of the date hereof."

**"RESOLUTION NO. 8
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 11 April 2019
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 S.A. with its registered seat in Rzeszów (the "Company") 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 the Company, Mr. Miljan Mališ, in the financial year 2018.

§2

The Resolution shall become effective as of the date hereof."

**"RESOLUTION NO. 9
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 11 April 2019
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 S.A. with its registered seat in Rzeszów (the "Company") 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 the Company, Mr. Miodrag Mircetic, in the financial year 2018.

§2

The Resolution shall become effective as of the date hereof."

**"RESOLUTION NO. 10
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the registered office in Rzeszow,
dated 11 April 2019
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 S.A. with its registered seat in Rzeszów (the "Company"), 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 the Company, Mr. Marcin Rulnicki, in the financial year 2018.

§2

The Resolution shall become effective as of the date hereof."

**"RESOLUTION NO. 11
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 11 April 2019
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 S.A. with its registered seat in Rzeszów (the "Company"), 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 the Company, Mr. Jozef Klein, in the financial year 2018.

§2

The Resolution shall become effective as of the date hereof."

**"RESOLUTION NO. 12
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 11 April 2019
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 the Company, Mr. Adam Góral, in the financial year 2018.

§2

The Resolution shall become effective as of the date hereof."

**"RESOLUTION NO. 13
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 11 April 2019
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 the Company, Mr. Jacek Duch, in the financial year 2018.

§2

The Resolution shall become effective as of the date hereof."

**"RESOLUTION NO. 14
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 11 April 2019
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 the Company, Mr. Artur Kucharski, in the financial year 2018.

§2

The Resolution shall become effective as of the date hereof."

**"RESOLUTION NO. 15
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 11 April 2019
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 the Company, Mr. Adam Pawłowicz, in the financial year 2018.

§2

The Resolution shall become effective as of the date hereof."