

**Draft Resolutions for the Ordinary General Meeting  
of Asseco South Eastern Europe S.A.  
convened for 31<sup>st</sup> of March 2020**

Warsaw, 4 March 2020

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 31<sup>st</sup> of March 2020.

**"RESOLUTION NO. 1  
OF THE ORDINARY GENERAL MEETING  
Of Asseco South Eastern Europe S.A. with the registered office in Rzeszow  
dated 31 March 2020  
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 31 March 2020  
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 2019.*
- 5. Consideration of the Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe for financial year 2019.*
- 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 2019.*
- 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 2019, 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 2019 and the opinion on Financial*

*Statements of the Company and the Capital Group of Asseco South Eastern Europe for the financial year 2019.*

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 2019 and approval of the Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe for the 2019 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 2019 financial year.*
11. *Adoption of the resolutions on acknowledgement of the fulfillment of duties of the Supervisory Board's members in 2019 financial year.*
12. *Adoption of the resolution on acceptance of the Remuneration Policy of the Members of Management Board and Supervisory Board.*
13. *Adoption of the resolution on compensation of the Members of the 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 office in Rzeszow  
dated 31 March 2020  
on approval of Management Board Report on operations of the Company and the  
Capital Group of Asseco South Eastern Europe for financial year 2019**

**§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 2019.*

**§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 31 March 2020  
on approval of the Financial Statement of the Company  
for the financial year 2019**

**§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 2019.*

**§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 31 March 2020  
on approval of the Financial Statement of the Capital Group of Asseco South  
Eastern Europe S.A. for the financial year 2019**

**§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 2019 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 2019.

**§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 31 March 2020  
on the division of profit from the operations of Asseco South Eastern Europe S.A.  
in the financial year 2019 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 2019 in the amount of **PLN 40,244,301.77** (in words: forty million, two hundred forty-four thousand and three hundred one 77/100 PLN) as follows:

- a) the amount of **PLN 3,219,544.14** (in words: three million two hundred and nineteen thousand, five hundred and forty-four 14/100 PLN) will be allocated to increase the supplementary capital,
- b) the amount of **PLN 37.024.757,63** (in words: thirty-seven million twenty-four thousand, seven hundred and fifty-seven 63/100 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 1.376.988,11** (in words: one million three hundred seventy-six thousand, nine hundred and eighty-eight 11/100 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 2019 and reserved capital in the total amount of **PLN 38.401.745,74** (in words: thirty-eight million four hundred one thousand, seven hundred and forty-five 74/100 PLN), i.e. to pay the dividend in the amount of **PLN 0.74** 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 **25 June 2020** and sets the date of payment of dividend for **8 July 2020**.

#### **§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 31 March 2020  
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 2019.

#### **§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 31 March 2020 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 2019.

#### **§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 31 March 2020  
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 Mirčetić, in the financial year 2019.

**§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 31 March 2020  
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. Kostadin Slavkoski, in the financial year 2019.*

**§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 31 March 2020  
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 2019.*

**§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 31 March 2020 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 2019.*

**§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 31 March 2020  
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 2019.

**§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 31 March 2020  
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 2019.

**§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 31 March 2020 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 2019.

**§2**

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

**"RESOLUTION NO. 16  
OF THE ORDINARY GENERAL MEETING  
of Asseco South Eastern Europe S.A. with the registered office in Rzeszow  
dated 31 March 2020  
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 the registered seat in Rzeszow (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. Adam Pawłowicz, in the financial year 2019.*

**§2**

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

**"RESOLUTION NO. 17  
OF THE ORDINARY GENERAL MEETING  
of Asseco South Eastern Europe S.A. with the registered office in Rzeszow  
adoption acceptance of the Remuneration Policy for the Members of the  
Management Board and 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 the provision of Article 90d section 1 of the Act dated 29 July 2005 on Public Offer and Financial Instruments Act hereby adopts the Remuneration Policy for the Members of Management Board and Supervisory Board of Asseco South Eastern Europe S.A. The aforementioned Policy creates Attachment no 1 to this Resolution.*

**§2**

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

**"RESOLUTION NO. 18  
OF THE ORDINARY GENERAL MEETING  
of Asseco South Eastern Europe S.A. with the registered office in Rzeszow  
dated 31 March 2020  
on determining the principles of remuneration for Members of the Company's  
Supervisory Board of Asseco South Eastern Europe S.A.**

**§1**

*The Ordinary General Meeting of Asseco South Eastern Europe S.A. with the registered seat in Rzeszow (Company), acting pursuant to Article 392 § 1 Commercial Companies Code and on the basis of § 12 section 4 point 10) of the Statute of the Company and in connection with the Resolution no 17 of the Ordinary General Meeting of the Company dated 31 March 2020 on acceptance of the Policy on Compensation of the Members of the Management Board and Supervisory Board Spółki Asseco South Eastern Europe S.A. ("Policy") hereby decides as follows: the General Meeting confirms existing rules on determining compensation of the Members of the Supervisory Board, as provided by the Resolution no 4 of the Extraordinary General Meeting dated 13 June 2017 on determining rules for the remuneration of Members of the Supervisory Board of the Company as being consistent with the content of the Policy accepted by the Resolution no 17 adopted by the Ordinary General Meeting as of today.*

**§2**

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

## **Justifications for Draft Resolutions**

### ***Justification to the draft of Resolution No. 17***

The adoption by the General Meeting of the Company, by way of resolution, of the Policy on Compensation for members of the management board and the supervisory board is required pursuant to art. 90d paragraph 1 of the Act of July 29, 2005 on public offerings and conditions governing the introduction of financial instruments to organized trading, and on public companies.

### ***Justification to the draft Resolution No. 18***

In connection with the adoption by the Company's General Meeting of the Remuneration Policy for members of the management board and the supervisory board, it is advisable to adopt a resolution regarding the confirmation that the current rules for determining the remuneration of members of the Supervisory Board are consistent with the content of the adopted Policy.