

**Draft Resolutions for the Ordinary General Meeting
of Asseco South Eastern Europe S.A.
convened for 22nd of June 2023**

Warsaw, 26th May 2023

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 22nd of June 2023.

**"RESOLUTION NO. 1
OF THE ORDINARY GENERAL MEETING
of Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 22nd of June 2023
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."

**Justification
to the draft resolution concerning election of the Chairman of the General Meeting**

In accordance with Article 409 § 1 of the Commercial Companies Code, a Chairman is elected from among the persons entitled to participate in the General Meeting. Moreover, according to § 2 section 1 of the Regulations of the General Meeting of Asseco South Eastern Europe S.A., the General Meeting is opened by the Chairman of the Supervisory Board or a person designated by him. In the absence of the Chairman of the Supervisory Board or his designated person, the General Meeting is opened by the President of the Management Board or a person designated by the Management Board. Subsequently, the person opening the General Meeting shall order election of a Chairman from among all participants.

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

**"RESOLUTION NO. 2
OF THE ORDINARY GENERAL MEETING
of Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 22nd of June 2023
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 2022.*
5. *Consideration of the Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe for financial year 2022.*

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 2022.*
7. *Acquaintance with the Report of the Supervisory Board of Asseco South Eastern Europe S.A. for 2022 which includes the Report on activities of the Supervisory Board in the financial year 2022 and 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 2022 and the opinion on Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe for the financial year 2022.*
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 2022 and approval of the Financial Statements of the Company and the Capital Group of Asseco South Eastern Europe for the 2022 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 2022 financial year.*
11. *Adoption of the resolutions on acknowledgement of the fulfillment of duties of the Supervisory Board's members in 2022 financial year.*
12. *Adoption of the resolution on assessing of the Report of Supervisory Board on Remuneration of the Members of Management Board and Supervisory Board for 2022 financial year.*
13. *Adoption of the resolution to amend the Articles of Association of the Company.*
14. *Closing of the General Meeting.*

§2

The Resolution shall become effective upon adoption."

Justification to the draft resolution concerning the adoption of the agenda of the General Meeting

The General Meeting shall proceed in accordance with the adopted agenda. The agenda contained in the draft resolution was proposed by the Company's Management Board. Pursuant to Art. 404 § 1 of the Commercial Companies Code, no resolution may be passed on matters not included on the agenda unless the entire share capital is represented at the General Meeting and none of the persons present objects to passing such a resolution.

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

"RESOLUTION NO. 3 OF THE ORDINARY GENERAL MEETING of Asseco South Eastern Europe S.A. with the registered office in Rzeszow dated 22nd of June 2023 on approval of Management Board Report on operations of the Company and the Capital Group of Asseco South Eastern Europe for financial year 2022

§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 2022.

§2

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

Justification to the draft resolution on consideration and approval of the Management Board's report on operations of the Company and the Capital Group of Asseco South Eastern Europe for the financial year 2022

According to article 393 point 1 of the Commercial Companies Code, a resolution of the General Meeting is required for review and approval of the Management Board's report on the company's operations and the financial statements for the previous financial year, as well as the discharge of duties of members of the company's governing bodies.

According to article 395 § 2 point 1 of the Commercial Companies Code, the subject matter of the ordinary general meeting should be the review and approval of the management board report on the company's activities and the financial statement for the previous financial year.

According to article 55 section 2a of the Accounting Act, however, the report on operations of the capital group may be prepared jointly with the report on operations of the parent company as one report. Using this authorization, the Company has prepared one report on the operations of the Company and the Asseco South Eastern Europe Group for the financial year 2022.

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

**"RESOLUTION NO. 4
OF THE ORDINARY GENERAL MEETING
of Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 22nd of June 2023
on approval of the Financial Statement of the Company
for the financial year 2022**

§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 2022.

§2

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

**Justification
to the draft resolution on the approval of the financial statement of the Company for the
financial year 2022**

According to article 393 point 1 of the Commercial Companies Code, a resolution of the General Meeting is required for review and approval of the Management Board's report on the company's operations and the financial statements for the previous financial year, as well as the discharge of duties of members of the company's governing bodies.

According to article 395 § 2 point 1 of the Commercial Companies Code, the subject matter of the ordinary general meeting should be the review and approval of the management board report on the company's activities and the financial statement for the previous financial year.

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

**"RESOLUTION NO. 5
OF THE ORDINARY GENERAL MEETING
of Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 22nd of June 2023
on approval of the Financial Statement of the Capital Group of Asseco South
Eastern Europe S.A. for the financial year 2022**

§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 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 2022.

§2

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

Justification

to the draft resolution on the consideration and approval of the Company's consolidated financial statement for the financial year 2022

According to article 395 § 5 of the Commercial Companies Code, the subject matter of the ordinary general meeting may be also consideration and approval of the group's financial statement within the meaning of the accounting regulations and other matters, not listed in § 2 of the above article.

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

**"RESOLUTION NO. 6
OF THE ORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 22nd of June 2023
on the division of profit from the operations of Asseco South Eastern Europe S.A.
in the financial year 2022 and distribution of dividend**

§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 2022 in the amount of **PLN 71 210 496,01** (in words: seventy one million, two hundred ten thousand, four hundred and ninety six 1/100 PLN) as follows:*

- a) *the amount of **PLN 5 696 839,68** (in words: five million, six hundred ninety-six thousand, eight hundred and thirty-nine 68/100 PLN) will be allocated to increase the supplementary capital,*
- b) *the amount of **PLN 65 513 656,33** (in words: sixty-five million, five hundred and thirteen thousand, six hundred and fifty-six 33/100 PLN) will be allocated for distribution between all shareholders of the Company.*

§2

*In addition, the Ordinary General Meeting resolves to additionally allocate the amount of **PLN 10 251 950,13** (in words: ten million, two hundred and fifty-one thousand, nine hundred and fifty 13/100 PLN) for the payment of dividends to be distributed among all shareholders of the Company, being part of the funds of the reserve capital created from the net profit of the Company by Resolution No. 7 of the Ordinary General Meeting of the Company dated March 31, 2016.*

§3

*In total, the Ordinary General Meeting resolves to allocate for distribution to all shareholders of the Company both from the net profit for the 2022 financial year and from part of the reserve capital, the amount of **PLN 75 765 606,46** (in words: seventy five million, seven hundred and sixty five thousand, six hundred and six 46/100 PLN), i.e. to pay a dividend of **PLN 1,46** (in words: one zloty 46/100) per 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 **30 June 2023** and sets the date of payment of dividend for **13 July 2023**.*

§5

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

**Justification
to the draft resolution concerning distribution of the Company's profit for 2022**

According to article 395 § 2 point 2 of the Commercial Companies Code, the agenda of an ordinary general meeting should include adoption of a resolution on profit distribution or loss coverage.

According to article 396 § 1 of the Commercial Companies Code, to cover a loss, a supplementary capital should be created, to which at least 8% of the profit for a given financial year is transferred, until the capital reaches at least one-third of the share capital.

The proposed dividend payment in the total amount of PLN 75 765 606,46 means the payment of PLN 1,46 per share. The dividend payout ratio will amount to 40,25% of the Company's consolidated profit. The proposed dividend amount is consistent with the Company's dividend policy.

When proposing the dividend amount, the Management Board took into account, among others:

- financial results achieved by the Asseco South Eastern Europe Group in 2022,
- investment needs resulting from the implementation of the Asseco South Eastern Europe Group's strategy,
- dividend rates and payout ratios applied by comparable companies,
- liquidity needs of the ASEE Group, which will depend on the current and expected market conditions, the amount of liabilities arising from current operations and debt service, as well as on optimization of the Asseco South Eastern Europe Group's financing structure.

According to article 348 § 3 of the Polish Companies Act, the dividend date in a public company and a company that is not a public company, whose shares are registered in a securities depository, is set by the ordinary general meeting.

According to article 348 § 4 of the Polish Companies Act, the ordinary general meeting determines the dividend date as a date falling not earlier than five days and not later than three months after the date of the resolution concerning the distribution of profit. If the resolution of the ordinary general meeting does not specify the dividend record date, the dividend record date shall be the date falling five days after the date of the resolution concerning the distribution of profit.

According to article 348 § 5 of the Polish Companies Act, dividends shall be paid on the date set forth in the resolution of the General Shareholders Meeting, and if the resolution of the General Shareholders Meeting does not specify a payment date, the dividend shall be paid on the date set forth by the Supervisory Board. The dividend payment date shall be set within three months from the dividend date. If neither the General Meeting nor the Supervisory board determines a time limit for dividend payment, the dividend shall be paid immediately after the dividend record date.

In addition, according to § 121 section 2 of the Detailed Rules of Operation of the National Depository for Securities, the dividend payment date may be at the earliest on the third day after the date of determination of rights to dividend. According to § 9 section 1 of the Rules of the National Depository for Securities, the deadlines specified in days exclude days which are statutory non-working days and Saturdays.

The dividend date and the dividend payment date have been determined in accordance with the aforementioned rules.

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

**"RESOLUTION NO. 7
OF THE ORDINARY GENERAL MEETING
Of Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 22nd of June 2023
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 2022.

§2

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

**Justification
to the draft resolution on acknowledgement of the fulfillment of duties of the President of the
Management Board of Asseco South Eastern Europe S.A.**

According to article 393 point 1) of the Commercial Companies Code, a resolution of the General Meeting is required, among other things, to grant a vote of approval to members of the company's governing bodies for the discharge of their duties.

According to article 395 § 2 point 3 of the Commercial Companies Code, the subject of the Ordinary General Meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge relates to the period from 1 January 2022 to 31 December 2022, during which Mr Piotr Jeleński served as President of the Management Board of the Company.

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

**"RESOLUTION NO. 8
OF THE ORDINARY GENERAL MEETING
of Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 22nd of June 2023
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 2022.

§2

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

**Justification
to the draft resolution on acknowledgement of the fulfillment of duties of the Member of the Management Board of Asseco South Eastern Europe S.A.**

According to article 393 point 1) of the Commercial Companies Code, a resolution of the General Meeting is required, among other things, to grant a vote of approval to members of the company's governing bodies for the discharge of their duties.

According to article 395 § 2 point 3 of the Commercial Companies Code, the subject of the Ordinary General Meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge relates to the period from 1 January 2022 to 31 December 2022, during which Mr Miljan Mališ served as Member of the Management Board of the Company.

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

**"RESOLUTION NO. 9
OF THE ORDINARY GENERAL MEETING
of Asseco South Eastern Europe S.A. with the registered office in Rzeszow,
dated 22nd of June 2023
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 2022.

§2

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

**Justification
to the draft resolution on acknowledgement of the fulfillment of duties of the Member of the Management Board of Asseco South Eastern Europe S.A.**

According to article 393 point 1) of the Commercial Companies Code, a resolution of the General Meeting is required, among other things, to grant a vote of approval to members of the company's governing bodies for the discharge of their duties.

According to article 395 § 2 point 3 of the Commercial Companies Code, the subject of the Ordinary General Meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge relates to the period from 1 January 2022 to 31 December 2022, during which Mr Kostadin Slavkoski served as Member of the Management Board of the Company.

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

**"RESOLUTION NO. 10
OF THE ORDINARY GENERAL MEETING
of Asseco South Eastern Europe S.A. with the registered office in Rzeszow,
dated 22nd of June 2023
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. Michał Nitka, in the financial year 2022.

§2

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

**Justification
to the draft resolution on acknowledgement of the fulfillment of duties of the Member of the
Management Board of Asseco South Eastern Europe S.A.**

According to article 393 point 1) of the Commercial Companies Code, a resolution of the General Meeting is required, among other things, to grant a vote of approval to members of the company's governing bodies for the discharge of their duties.

According to article 395 § 2 point 3 of the Commercial Companies Code, the subject of the Ordinary General Meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge relates to the period from 1 May 2022 to 31 December 2022, during which Mr Michał Nitka served as Member of the Management Board of the Company.

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

**"RESOLUTION NO. 11
OF THE ORDINARY GENERAL MEETING
of Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 22nd of June 2023
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 2022.

§2

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

**Justification
to the draft resolution on acknowledgement of the fulfillment of duties of the Member of the
Supervisory Board of Asseco South Eastern Europe S.A.**

According to article 393 point 1) of the Commercial Companies Code, a resolution of the General Meeting is required, among other things, to grant a vote of approval to members of the company's governing bodies for the discharge of their duties.

According to article 395 § 2 point 3 of the Commercial Companies Code, the subject of the Ordinary General Meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge relates to the period from 1 January 2022 to 31 December 2022, during which Mr Jozef Klein served as a Chairman of the Supervisory Board of the Company.

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

**"RESOLUTION NO. 12
OF THE ORDINARY GENERAL MEETING
of Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 22nd of June 2023
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 2022.

§2

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

Justification

to the draft resolution on acknowledgement of the fulfillment of duties of the Member of the Supervisory Board of Asseco South Eastern Europe S.A.

According to article 393 point 1) of the Commercial Companies Code, a resolution of the General Meeting is required, among other things, to grant a vote of approval to members of the company's governing bodies for the discharge of their duties.

According to article 395 § 2 point 3 of the Commercial Companies Code, the subject of the Ordinary General Meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge relates to the period from 1 January 2022 to 31 December 2022, during which Mr Adam Góral served as a Vice- Chairman of the Supervisory Board of the Company.

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

**"RESOLUTION NO. 13
OF THE ORDINARY GENERAL MEETING
of Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 22nd of June 2023
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 2022.

§2

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

Justification

to the draft resolution on acknowledgement of the fulfillment of duties of the Member of the Supervisory Board of Asseco South Eastern Europe S.A.

According to article 393 point 1) of the Commercial Companies Code, a resolution of the General Meeting is required, among other things, to grant a vote of approval to members of the company's governing bodies for the discharge of their duties.

According to article 395 § 2 point 3 of the Commercial Companies Code, the subject of the Ordinary General Meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge relates to the period from 1 January 2022 to 31 December 2022, during which Mr Jacek Duch served as Member of the Supervisory Board of the Company.

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

**"RESOLUTION NO. 14
OF THE ORDINARY GENERAL MEETING
of Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 22nd of June 2023
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 2022.

§2

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

**Justification
to the draft resolution on acknowledgement of the fulfillment of duties of the Member of the
Supervisory Board of Asseco South Eastern Europe S.A.**

According to article 393 point 1) of the Commercial Companies Code, a resolution of the General Meeting is required, among other things, to grant a vote of approval to members of the company's governing bodies for the discharge of their duties.

According to article 395 § 2 point 3 of the Commercial Companies Code, the subject of the Ordinary General Meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge relates to the period from 1 January 2022 to 31 December 2022, during which Mr Artur Kucharski served as Member of the Supervisory Board of the Company.

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

**"RESOLUTION NO. 15
OF THE ORDINARY GENERAL MEETING
of Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 22nd of June 2023
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 2022.

§2

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

**Justification
to the draft resolution on acknowledgement of the fulfillment of duties of the Member of the
Supervisory Board of Asseco South Eastern Europe S.A.**

According to article 393 point 1) of the Commercial Companies Code, a resolution of the General Meeting is required, among other things, to grant a vote of approval to members of the company's governing bodies for the discharge of their duties.

According to article 395 § 2 point 3 of the Commercial Companies Code, the subject of the Ordinary General Meeting should be granting a vote of approval to members of the company's governing bodies for the discharge of their duties.

The discharge relates to the period from 1 January 2022 to 31 December 2022, during which Mr Adam Pawłowicz served as Member of the Supervisory Board of the Company.

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

**"RESOLUTION NO. 16
OF THE ORDINARY GENERAL MEETING
of Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 22nd of June 2023
on the assessment of the Report on the remuneration of the Members of the
Management Board and Supervisory Board for 2022**

§1

The Ordinary General Meeting of Asseco South Eastern Europe SA with the registered seat in Rzeszow, acting pursuant to the provision of Article 90g section 6 of the Act dated 29 July 2005 on Public Offer and Financial Instruments Act, hereby resolves to issue a positive opinion on the Report on Remuneration of Members of the Management Board and Supervisory Board of Asseco Poland S.A. for the year 2022. Report on Remuneration of Members of the Management Board and Supervisory Board of Asseco Poland S.A. for the year 2022 is set out in the Appendix no 1 to this Resolution.

§2

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

Justification

**to the draft resolution concerning the opinion on the Report on remuneration of the members
of the Management Board and Supervisory Board for the year 2022**

According to article 395 § 2(1) of the Commercial Companies Code, in companies referred to in Article 90c section 1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated 29 July 2005, the agenda of an ordinary general meeting should also include adoption of the resolution referred to in Article 90g section 6 of that Act, or holding the discussion referred to in Article 90g section 7 of that Act.

According to article 90g section 6 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, the General Meeting adopts a resolution providing an opinion on the remuneration report that the Supervisory Board is required to prepare. The resolution is advisory in nature.

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

**"RESOLUTION NO. 17
OF THE ORDINARY GENERAL MEETING
of Asseco South Eastern Europe S.A. with the registered office in Rzeszow
dated 22nd 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 §10¹ 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 384¹ 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.