

Form for exercising through the Proxy the voting right at the Extraordinary General Meeting of Asseco South Eastern Europe S.A. on 13th of June 2017

**FORM
for exercising through the Proxy the voting right
at the Extraordinary General Meeting of Shareholders
of Asseco South Eastern Europe S.A.
on 13th of June 2017.**

PARTICULARS OF THE SHAREHOLDER:

Name and Surname / Business Name

Address

**State ID number/ Number in the
relevant register**

I, undersigned

(name and surname / business name)

authorized to participate in the Extraordinary General Meeting of Asseco South Eastern Europe S.A. held on 13th of June 2017, on the basis of the Certificate confirming the right to participate in the Extraordinary General Meeting, issued by:

.....
(name of the entity maintaining the shareholder's securities account)

on, No.

represented by:

PARTICULARS OF THE PROXY:

Name and Surname

Address

State ID number

below, using this form I vote and/or give instructions for voting by the Proxy on each of the resolutions to be voted during the Extraordinary General Meeting of Asseco South Eastern Europe S.A. on 13th of June 2017, as provided in the Agenda of the Meeting announced by the Company.

.....
(date and signature)

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**RESOLUTION NO. 1
OF THE EXTRAORDINARY GENERAL MEETING
of Asseco South Eastern Europe S.A.
with the registered office in Rzeszow
dated 13 June 2017
on election of the Chairman of the General Meeting**

§1

The Extraordinary 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 Extraordinary General Meeting of the Company.

§2

The Resolution shall become effective upon adoption.

Voting:

For (number of votes)
 Against (number of votes)
 Abstain (number of votes)

In case of voting against the Resolution No. 1, the Shareholder may declare an objection and request recording of the objection in the minutes of the meeting.

Content of the objection*:

.....

Instructions concerning the way of voting by the Proxy on adoption of the Resolution No. 1.

Content of the instruction*:

.....

.....

(date and signature)

** if there are no objections/instruction, please cross out the blank field.*

**RESOLUTION NO. 2
OF THE EXTRAORDINARY GENERAL MEETING
of Asseco South Eastern Europe S.A.
with the registered office in Rzeszow
dated 13 June 2017
on adoption of the Agenda of the Meeting**

§1

The Extraordinary 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. Adoption of the resolution on amendment of the Company's Statute.*
- 5. Adoption of the resolution on determining of the remuneration for members of the Supervisory Board.*
- 6. Closing of the General Meeting.*

§2

The Resolution shall become effective upon adoption.

Voting:

For (number of votes)
 Against (number of votes)
 Abstain (number of votes)

In case of voting against the Resolution No. 2, the Shareholder may declare an objection and request recording of the objection in the minutes of the meeting.

Content of the objection*:

.....

Instructions concerning the way of voting by the Proxy on adoption of the Resolution No. 2.

Content of the instruction*:

.....

.....

(date and signature)

** if there are no objections/instruction, please cross out the blank field.*

**RESOLUTION NO. 3
OF THE EXTRAORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the registered office in Rzeszow
Dated 13 June 2017
on amendment of the Company's Statute**

§1

The Extraordinary General Meeting of Asseco South Eastern Europe S.A. with its registered office in Rzeszow, acting on the basis of the Article 430 § 1 the Commercial Companies Code and on the basis of § 12 section 4 point 8) of the Company's Statute, hereby decides to amend the Company's Statutes in the following manner:

- 1) *it deletes the content of the provision of §13 section 3 point 2) with the following wording: "2) European Bank for Reconstruction and Development shall appoint and dismiss one member of the Supervisory Board,"*
- 2) *it changes the existing numbering of the provision §13 section 3 point 3) with the following wording: "the remaining members of the Supervisory Board shall be appointed and dismissed by the Shareholders Meeting" and it gives the following number: §13 section 3 point 2) to the said provision.*

§2

Following to the wording of the above §1, the Company's Extraordinary General Meeting, based on the provision of §13 section 12 point 8) of the Company's Statute, hereby obliges the Supervisory Board to adopt the consolidated text of the Company's Statute.

§3

The Resolution shall become effective as of the date hereof.

Voting:

For (number of votes)
 Against (number of votes)
 Abstain (number of votes)

In case of voting against the Resolution No. 3, the Shareholder may declare an objection and request recording of the objection in the minutes of the meeting.

Content of the objection*:

.....

Instructions concerning the way of voting by the Proxy on adoption of the Resolution No. 3.

Content of the instruction*:

.....

.....
(date and signature)

* if there are no objections/instruction, please cross out the blank field.

RESOLUTION NO. 4
OF THE EXTRAORDINARY GENERAL MEETING OF
Asseco South Eastern Europe S.A. with the registered office in Rzeszow
Dated 13 June 2017
on determining rules for the remuneration of Members of the Supervisory Board
of Asseco South Eastern Europe S.A.

§1

The Extraordinary General Meeting of Shareholders of Asseco South Eastern Europe S.A. with its registered seat in Rzeszów ("the Company"), acting on the basis of art. 392§1 of the Commercial Companies Code and the provision of § 12 sect. 4 point 10) of the Statute of the Company, hereby decides as follows:

1. *Each Member of the Supervisory Board is entitled to remuneration for performing her/his duties as the Member of the Supervisory Board.*
2. *The monthly remuneration for Members of the Supervisory Board, is determined in the following amounts:*
 - (a) *for the Chairman of the Supervisory Board – PLN 3 000 (in words: three thousand) monthly, gross remuneration,*
 - (b) *for the remaining members of the Supervisory Board – PLN 2 500 (in words: two thousand, five hundred) monthly, gross remuneration.*
3. *The additional monthly remuneration for a Member of the Supervisory Board performing function in the Audit Committee is determined in the following amounts:*
 - (a) *for the Chairman of the Audit Committee – PLN 5 000 (in words: five thousand) monthly, gross remuneration,*
 - (b) *the remaining members of the Audit Committee – PLN 2 500 (in words: two thousand, five hundred) monthly, gross remuneration.*
4. *The Resolution shall become effective as of the date hereof. In connection with adoption of this Resolution, the Resolution no 3 of the Extraordinary General Meeting of the Company dated 9 June 2016 is expired.*
5. *A Member of the Supervisory Board is entitled to its remuneration commencing the day following the day in which she/he is appointed to perform a given function.*

§2

The Resolution shall become effective as of the date hereof.

Voting:

For (number of votes)
 Against (number of votes)
 Abstain (number of votes)

In case of voting against the Resolution No. 3, the Shareholder may declare an objection and request recording of the objection in the minutes of the meeting.

Content of the objection*:

* if there are no objections/instruction, please cross out the blank field.

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Instructions concerning the way of voting by the Proxy on adoption of the Resolution No. 3.

Content of the instruction*:

.....

(date and signature)

** if there are no objections/instruction, please cross out the blank field.*