**Draft Resolutions**

 **of the Ordinary General Meeting of Asseco Business Solutions S.A. seated in Lublin**

 **convened on 31 May 2022**

# “RESOLUTION NO. 1

**OF THE ORDINARY GENERAL MEETING**

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: election of Chairperson of the Ordinary General Meeting**

**Section 1**

## Acting pursuant to Article 409(1) of the Code of Commercial Companies and Partnerships, the Ordinary General Meeting of Asseco Business Solutions SA, having its registered office in Lublin, elects Mr/Mrs .........................Chairperson of the Ordinary General Meeting.

**Section 2**

The resolution comes into force upon adoption.”

### Justification of the draft resolution on election of the Chairperson of the General Meeting

Pursuant to Article 409§1 of the Code of Commercial Companies and Partnerships, a chairperson of the General Meeting should be elected from among the persons eligible to participate in the General Meeting. In addition, in accordance with Section IV(2)(1) and (2) of the Rules of Procedure of the General Meeting of Asseco Business Solutions S.A., the Chairperson of the Supervisory Board or his or her assistant opens the General Meeting. In their absence, the General Meeting is opened by the President of the Management Board, or a person appointed by the Management Board. After that, the person opening the proceedings orders that the Chairperson of the General Meeting be elected from among the participants.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

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**“RESOLUTION NO. 2**

**OF THE ORDINARY GENERAL MEETING**

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: appointment of the Returning Committee**

**Section 1**

## The Ordinary General Meeting of Asseco Business Solutions S.A., seated in Lublin, hereby appoints

the Returning Committee of:

* Committee Member,
* Committee Member,
* Committee Member.

**Section 2**

The resolution comes into force upon adoption.”

### Justification of the draft resolution on the appointment of the Returning Committee

In accordance with Section IV(3)(3) of the Rules of Procedure of the General Meeting of Asseco Business Solutions S.A., the Chairperson of the General Meeting may decide to elect a three-person Returning Committee. Its role is to supervise the voting at the General Meeting and inform the Chairperson about the results. The Returning Committee is elected from candidates proposed by the General Meeting participants. Once elected, the Returning Committee appoints its chairperson to oversee its work.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

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**“RESOLUTION NO. 3**

**OF THE ORDINARY GENERAL MEETING**

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: adoption of the agenda**

**Section 1**

## The Ordinary General Meeting of Asseco Business Solutions S.A., having its registered office in Lublin, adopts the following agenda:

1. The opening of the General Meeting;
2. Election of the Chairperson of the General Meeting;
3. Confirmation that the General Meeting has been convened correctly and has a capacity to adopt resolutions;

Decision to appoint the Returning Committee;

1. Adoption of the agenda;
2. Examination of the Report of the Management Board on the Company’s Operations in the Financial Year 2021, the Company’s Financial Statements for the Year Ended 2021 and the Independent Auditor’s Report on the Company’s Annual Financial Statements for the Financial Year 2021;
3. Adoption of a resolution approving the Report of the Management Board on the Company’s Operations in the Financial Year 2021;
4. Adoption of a resolution approving the Company’s Financial Statements for the Year Ended 2021;
5. Examination of content of Annual Report of the Supervisor Board for 2021 covering: the Supervisory Board’s Report on Operations in 2021 and the Report of the Supervisory Board on the Assessment of the Report of the Management Board on the Company’s Operations in the Financial Year 2021 and on the Assessment of Company’s Financial Statements for the year Ended 2021 and the Proposal of the Management Board regarding the Distribution of Profit for the Financial Year 2021;
6. Adoption of resolutions on giving a vote of approval to the Members of the Management Board for the discharge of their duties in the financial year 2021;
7. Adoption of resolutions on a vote of approval to the Members of the Supervisory Board for the discharge of their duties during the financial year 2021;
8. Adoption of a resolution on the distribution of profit earned by the Company in the financial year 2021 and the payment of dividend;
9. Getting acquainted with the Report on the Remuneration of Members of the Management Board and Supervisory Board of Asseco Business Solutions S.A. for 2021, prepared by the Supervisory Board of the Company;
10. Adoption of a resolution on an opinion on the Report on the Remuneration of Members of the Management Board and the Supervisory Board of Asseco Business Solutions S.A. for 2021;
11. Adoption of a resolution on the appointment of Members of the Supervisory Board;
12. Adoption of a resolution on the remuneration payable to the Members of the Supervisory Board.
13. The closing of the General Meeting.

**Section 2**

The resolution comes into force upon adoption.”

### Justification of the draft resolution on the adoption of the agenda

The General Meeting proceeds in accordance with the adopted agenda. The agenda is proposed by the Management Board of the Company and submitted for voting in the form of a draft resolution. As provided in Article 404§1 of the Code of Commercial Companies and Partnerships, in matters not provided for in the agenda, no resolution can be adopted unless the entire share capital is represented at the General Meeting, and none of the participants raises an objection to such a resolution.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

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**“RESOLUTION NO. 4**

**OF THE ORDINARY GENERAL MEETING**

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**on approving the Management Board’s Report on the Company’s Operations in the Financial Year 2021**

**Section 1**

## The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(1) of the Code of Commercial Companies and Partnerships and Article 12(5)(1) of the Company’s Articles of Association, having examined the Report of the Management Board on the Company’s Operations in the Financial Year 2021, approves the said report.

**Section 2**

The resolution comes into force upon its adoption.”

***Justification of the draft resolution approving the Report of the Management Board on the Company’s Operations in the Financial Year 2021***

*Pursuant to Article 393(1) of the Code of Commercial Companies and Partnerships, the Management Board’s report on the Company’s operations and the Company’s financial statements for the previous financial year, as well as the vote of approval to the members of the Company’s executive bodies for the performance of their duties require the approval of the General Meeting through the adoption of relevant resolutions.*

Pursuant to Article 395§2(1) of the Code of Commercial Companies and Partnerships, the General Meeting should review and approve the Management Board’s report on the Company’s operations and financial statements for the previous financial year. Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

# “RESOLUTION NO. 5

**OF THE ORDINARY GENERAL MEETING**

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: adoption of a resolution approving the Company’s Financial Statements for the Year Ended 2021**

**Section 1**

## The Ordinary General Meeting of Asseco Business Solutions S.A., seated in Lublin, acting pursuant to Article 395(2)(1) of the Code of Commercial Companies and Partnerships and Article 12(5)(1) of the Company’s Articles of Association, having examined the Company’s financial statements for the financial year ended 31 December 2021, approves the financial statements for the financial year ended 31 December 2021, including:

* 1. the balance sheet as at 31 December 2021, with total assets and liabilities amounting to PLN 455,965 thousand,
	2. the statement of comprehensive income for the period from 1 January 2021 to 31 December 2021

showing a net profit of PLN 80,648 thousand,

* 1. the statement of comprehensive income for the period from 1 January 2021 to 31 December 2021

showing an increase in net cash by PLN 36,218 thousand

* 1. and additional explanatory notes.

**Section 2**

The resolution comes into force upon its adoption.”

### Justification of the draft resolution approving the Company’s Financial Statements for the Financial Year 2021

Pursuant to Article 393(1) of the Code of Commercial Companies and Partnerships, the Management Board’s report on the Company’s operations and the Company’s financial statements for the previous financial year, as well as the vote of approval to the members of the Company’s executive bodies for the performance of their duties require the approval of the General Meeting through the adoption of relevant resolutions.

Pursuant to Article 395§2(1) of the Code of Commercial Companies and Partnerships, the General Meeting should review and approve the Management Board’s report on the Company’s operations and financial statements for the previous financial year. Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

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**“RESOLUTION NO. 6**

**OF THE ORDINARY GENERAL MEETING**

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: a vote of approval to President of the Management Board of the Company Wojciech Barczentewicz for the performance of his duties in the financial year 2021**

**Section 1**

## The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company’s Articles of Association, hereby gives a vote of approval to the President of the Management Board, Mr Wojciech Barczentewicz, for the performance of his duties in the financial year 2021.

**Section 2**

The resolution comes into force upon its adoption.”

### Justification of the draft resolutions on giving a vote of approval to the President of the Management Board for the performance of his duties in the financial year 2021

Pursuant to Article 393(1) of the Code of Commercial Companies and Partnerships, the vote of approval to the members of the Company’s executive bodies for the performance of their duties is given through a relevant resolution.

Pursuant to Article 395§2(3) of the Code of Commercial Companies and Partnerships, the General Meeting should give the members of the Company’s executive bodies a vote of approval for the performance of the duties.

The vote of approval covers the period from 1 January to 31 December 2021, over which Mr Wojciech Barczentewicz acted as

President of the Management Board of the Company.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

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**“RESOLUTION NO. 7**

**OF THE ORDINARY GENERAL MEETING**

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: a vote of approval to Vice-president of the Management Board of the Company Piotr Masłowski for the performance of his duties in the financial year 2021**

**Section 1**

## Acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company’s Articles of Association, the Ordinary General Meeting of Asseco Business Solutions S.A. hereby gives a vote of approval to Mr Piotr Masłowski, acting as Vice-president of the Management Board, for the performance of his duties in the financial year 2021.

**Section 2**

The resolution comes into force upon its adoption.”

### Justification of the draft resolutions on giving a vote of approval to the Vice-president of the Management Board for the performance of his duties in the financial year 2021

Pursuant to Article 393(1) of the Code of Commercial Companies and Partnerships, the vote of approval to the members of the Company’s executive bodies for the performance of their duties is given through a relevant resolution.

Pursuant to Article 395§2(3) of the Code of Commercial Companies and Partnerships, the General Meeting should give the members of the Company’s executive bodies a vote of approval for the performance of the duties.

The vote of approval covers the period from 1 January to 31 December 2021, over which Mr Piotr Masłowski acted as

Vice-president of the Management Board of the Company.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

# “RESOLUTION NO. 8 OF THE ORDINARY GENERAL MEETING

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: a vote of approval to Member of the Management Board Mariusz Lizon for the performance of his duties in the financial year 2021**

**Section 1**

## The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company’s Articles of Association, hereby gives a vote of approval to the Member of the Management Board, Mr Mariusz Lizon, for the performance of his duties in the financial year 2021.

**Section 2**

The resolution comes into force upon its adoption.”

### Justification of the draft resolutions on giving a vote of approval to the Member of the Management Board for the performance of his duties in the financial year 2021

Pursuant to Article 393(1) of the Code of Commercial Companies and Partnerships, the vote of approval to the members of the Company’s executive bodies for the performance of their duties is given through a relevant resolution.

Pursuant to Article 395§2(3) of the Code of Commercial Companies and Partnerships, the General Meeting should give the members of the Company’s executive bodies a vote of approval for the performance of the duties.

The vote of approval covers the period from 1 January to 31 December 2021, over which Mr Mariusz Lizon acted as Member of the Management Board of the Company.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

# “RESOLUTION NO. 9 OF THE ORDINARY GENERAL MEETING

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: a vote of approval to Chairman of the Supervisory Board of the Company Jozef Klein for the performance of his duties in the financial year 2021**

**Section 1**

## The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company’s Articles of Association, hereby gives a vote of approval to the Chairman of the Supervisory Board, Mr Jozef Klein, for the performance of his duties in the financial year 2021, i.e. between 1 January 2021 and 9 June 2021.

**Section 2**

The resolution comes into force upon its adoption.”

### Justification of the draft resolutions on giving a vote of approval to the Chairman of the Supervisory Board for the performance of his duties in the financial year 2021

Pursuant to Article 393(1) of the Code of Commercial Companies and Partnerships, the vote of approval to the members of the Company’s executive bodies for the performance of their duties is given through a relevant resolution.

Pursuant to Article 395§2(3) of the Code of Commercial Companies and Partnerships, the General Meeting should give the members of the Company’s executive bodies a vote of approval for the performance of the duties.

The vote of approval covers the period from 1 January to 9 June 2021, over which Mr Jozef Klein acted as

Chairman of the Supervisory Board of the Company.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

# “RESOLUTION NO. 10 OF THE ORDINARY GENERAL MEETING

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: a vote of approval to Chairman of the Supervisory Board Rafał Kozłowski for the performance of his duties in the financial year 2021**

**Section 1**

## The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company’s Articles of Association, hereby gives a vote of approval to the Chairman of the Supervisory Board, Mr Rafał Kozłowski, for the performance of his duties in the financial year 2021, i.e. between and 9 June 2021

and 31 December 2021.

**Section 2**

The resolution comes into force upon its adoption.”

### Justification of the draft resolutions on giving a vote of approval to the Chairman of the Supervisory Board for the performance of his duties in the financial year 2021

Pursuant to Article 393(1) of the Code of Commercial Companies and Partnerships, the vote of approval to the members of the Company’s executive bodies for the performance of their duties is given through a relevant resolution.

Pursuant to Article 395§2(3) of the Code of Commercial Companies and Partnerships, the General Meeting should give the members of the Company’s executive bodies a vote of approval for the performance of the duties.

The vote of approval covers the period from 9 June to 31 December 2021, over which Mr Rafał Kozłowski acted as

Chairman of the Supervisory Board of the Company.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

# “RESOLUTION NO. 11

**OF THE ORDINARY GENERAL MEETING**

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: a vote of approval to Vice-chairman of the Supervisory Board of the Company Adam Góral for the performance of his duties in the financial year 2021**

**Section 1**

## Acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company’s Articles of Association, the Ordinary General Meeting of Asseco Business Solutions S.A. hereby gives a vote of approval to Mr Adam Góral, acting as Vice-chairman of the Supervisory Board, for the performance of his duties in the financial year 2021.

**Section 2**

The resolution comes into force upon its adoption.”

### Justification of the draft resolutions on giving a vote of approval to the Vice-chairman of the Supervisory Board

***for the performance of their duties during the financial year 2021***

Pursuant to Article 393(1) of the Code of Commercial Companies and Partnerships, the vote of approval to the members of the Company’s executive bodies for the performance of their duties is given through a relevant resolution.

Pursuant to Article 395§2(3) of the Code of Commercial Companies and Partnerships, the General Meeting should give the members of the Company’s executive bodies a vote of approval for the performance of the duties.

The vote of approval covers the period from 1 January to 31 December 2021, over which Mr Adam Góral acted as

Vice-chairman of the Supervisory Board of the Company.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

# “RESOLUTION NO. 12

**OF THE ORDINARY GENERAL MEETING**

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: a vote of approval to Member of the Supervisory Board of the Company Zbigniew Pomianek for the performance of his duties in the financial year 2021**

**Section 1**

## The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company’s Articles of Association, hereby gives a vote of approval to the Member of the Supervisory Board, Mr Zbigniew Pomianek, for the performance of his duties in the financial year 2021.

**Section 2**

The resolution comes into force upon its adoption.”

### Justification of the draft resolutions on giving a vote of approval to the Member of the Supervisory Board for the performance of his duties in the financial year 2021

Pursuant to Article 393(1) of the Code of Commercial Companies and Partnerships, the vote of approval to the members of the Company’s executive bodies for the performance of their duties is given through a relevant resolution.

Pursuant to Article 395§2(3) of the Code of Commercial Companies and Partnerships, the General Meeting should give the members of the Company’s executive bodies a vote of approval for the performance of the duties.

The vote of approval covers the period from 1 January to 31 December 2021, over which Mr Zbigniew Pomianek acted as Member of the Supervisory Board of the Company.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

# “RESOLUTION NO. 13

**OF THE ORDINARY GENERAL MEETING**

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: a vote of approval to Member of the Supervisory Board of the Company Romuald Rutkowski for the performance of his duties in the financial year 2021**

**Section 1**

## The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company’s Articles of Association, hereby gives a vote of approval to the Member of the Supervisory Board, Mr Romuald Rutkowski, for the performance of his duties in the financial year 2021.

**Section 2**

The resolution comes into force upon its adoption.”

### Justification of the draft resolutions on giving a vote of approval to the Member of the Supervisory Board for the performance of his duties in the financial year 2021

Pursuant to Article 393(1) of the Code of Commercial Companies and Partnerships, the vote of approval to the members of the Company’s executive bodies for the performance of their duties is given through a relevant resolution.

Pursuant to Article 395§2(3) of the Code of Commercial Companies and Partnerships, the General Meeting should give the members of the Company’s executive bodies a vote of approval for the performance of the duties.

The vote of approval covers the period from 1 January to 31 December 2021, over which Mr Romuald Rutkowski acted as Member of the Supervisory Board of the Company.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

# “RESOLUTION NO. 14

**OF THE ORDINARY GENERAL MEETING**

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: a vote of approval to Member of the Supervisory Board of the Company Piotr Stępniak for the discharge of his duties in the financial year 2021**

**Section 1**

## The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company’s Articles of Association, hereby gives a vote of approval to the Member of the Supervisory Board, Mr Piotr Stępniak, for the performance of his duties in the financial year 2021.

**Section 2**

The resolution comes into force upon its adoption.”

### Justification of the draft resolutions on giving a vote of approval to the Member of the Supervisory Board for the performance of his duties in the financial year 2021

Pursuant to Article 393(1) of the Code of Commercial Companies and Partnerships, the vote of approval to the members of the Company’s executive bodies for the performance of their duties is given through a relevant resolution.

Pursuant to Article 395§2(3) of the Code of Commercial Companies and Partnerships, the General Meeting should give the members of the Company’s executive bodies a vote of approval for the performance of the duties.

The vote of approval covers the period from 1 January to 9 June 2021, over which Mr Piotr Stępniak acted as Member of the Supervisory Board of the Company.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

# “RESOLUTION NO. 15

# OF THE ORDINARY GENERAL MEETING

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: a vote of approval to Member of the Supervisory Board Marcin Murawski for the performance of his duties in the financial year 2021**

**Section 1**

## The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company’s Articles of Association, hereby gives a vote of approval to the Member of the Supervisory Board, Mr Marcin Murawski, for the performance of his duties in the financial year 2021, i.e. between 9 June 2021 and 31 December 2021.

**Section 2**

The resolution comes into force upon its adoption.”

### Justification of the draft resolutions on giving a vote of approval to the Member of the Supervisory Board for the performance of his duties in the financial year 2021

Pursuant to Article 393(1) of the Code of Commercial Companies and Partnerships, the vote of approval to the members of the Company’s executive bodies for the performance of their duties is given through a relevant resolution.

Pursuant to Article 395§2(3) of the Code of Commercial Companies and Partnerships, the General Meeting should give the members of the Company’s executive bodies a vote of approval for the performance of the duties.

The vote of approval covers the period from 9 June to 31 December 2021, over which Mr Marcin Murawski acted as Member of the Supervisory Board of the Company.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

# “RESOLUTION NO. 16 OF THE ORDINARY GENERAL MEETING

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: distribution of profit earned by the Company in the financial year 2021 and the payment of dividend**

**Section 1**

Acting pursuant to Article 395(2)(2) of the Code of Commercial Companies and Partnerships and Article 12(5)(2) of the Company’s Articles of Association, the Ordinary General Meeting of Asseco Business Solutions S.A., seated in Lublin, resolves to divide the net profit earned by the Company during the financial year 2021 of PLN **80,647,834.10** (eighty million six hundred and forty seven thousand eight hundred and thirty four złotys 10/100) as follows:

## part of the net profit for the financial year 2021 in the amount of PLN 70,846,569.16 (seventy million eight hundred and forty six thousand five hundred and sixty nune zlotys 16/100) to be distributed among the Company’s shareholders as dividend at PLN 2.12 (two złotys 12/100) per share;

1. to allocate the reminder of the net profit for the financial year 2021 in the amount of PLN 9,801,264.94 (nine million eight hundred and one thousand two hundred and sixty four zlotys 94/100) to supplementary capital.

**Section 2**

The Ordinary General Meeting of Asseco Business Solutions S.A. sets the dividend date to **10 June 2022** and the dividend payment date to **23 June 2022**.

# Section 3

## The resolution comes into force upon its adoption.”

### Justification of the draft resolution on the distribution of profit earned by the Company in the financial year 2021 and the payment of dividend

Pursuant to Article 395§2(2) of the Code of Commercial Companies and Partnerships, the General Meeting should adopt a resolution on profit distribution or loss coverage.

Pursuant to Article 396§1 of the Code of Commercial Companies and Partnerships, supplementary capital should be maintained to cover losses. At least 8% of profit for the financial year should be allocated for this purpose until the capital reaches at least one third of the share capital.

The proposed dividend in the total amount of PLN 70,846,569.16 means a payment of PLN 2.12 per share. The dividend payout ratio will amount to 88% of the Company’s net profit. The proposed amount of the dividend is in accordance with the consistently pursued dividend policy of the Company.

When proposing the amount of the dividend, the Management Board took account of, but not only:

* *Company’s financial results in 2021,*
* *investment needs linked to the Company’s current and planned operations,*
* *Company’s liquidity needs, which depend on the current market conditions, the amount of standing operating liabilities and debt management, and the optimization of the Company’s financing structure.*

Pursuant to Article 348§3 of the Code of Commercial Companies and Partnerships, the dividend date in a public company and a company that is not public, whose shares are registered in the depository for securities, is decided by the Ordinary General Meeting.

Pursuant to Article 348§4 of the Code of Commercial Companies and Partnerships, the Ordinary General Meeting sets the dividend day on a day which is not earlier than five days and not later than three months from the date of adopting the relevant resolution on profit distribution. If the said resolution does not specify the dividend date, the dividend date will be five days from the date of adopting the resolution.

Pursuant to Article 348§5 of the Code of Commercial Companies and Partnerships, the dividend is paid on the date specified in the resolution of the General Meeting, and if the resolution does not specify the date, the payment takes place on a date decided by the Supervisory Board. The dividend payment date should be set within three months from the dividend date. If neither the General Meeting nor the Supervisory Board specify the dividend payment date, the dividend should be paid immediately after the dividend date.

Additionally, according to § 121(2) of the Detailed Rules of Operation of the National Depository for Securities, a dividend payment date may fall no earlier than on the 5th day from the date of confirmation of dividend rights. Pursuant to § 9(1) of the same document, the time limits specified in days exclude non-business days, as determined under relevant laws, and Saturdays.

The dividend date and the dividend payment date have been set in accordance with the terms named above.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

# “RESOLUTION NO. 17 OF THE ORDINARY GENERAL MEETING

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: opinion on the Report on the Remuneration of Members of the Management Board and the Supervisory Board of of Asseco Business Solutions S.A. for 2021**

**Section 1**

## Acting pursuant to Article 393 of the Code of Commercial Companies and Partnerships and Article 12 of the Company’s Articles of Association, in conjunction with the provisions of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organised trading and on public companies, the Ordinary General Meeting of Asseco Business Solutions S.A., with its registered office in Lublin, resolves to express a positive opinion on the Report on the Remuneration of Members of the Management Board and Supervisory Board of Asseco Business Solutions S.A. for 2021.

**Section 2**

The resolution comes into force upon its adoption.”

### Justification for the draft resolution on the opinion on the Report on the Remuneration of Members of the Management Board and the Supervisory Board for 2021

Pursuant to Article 395§2(1) of the Code of Commercial Companies and Partnerships, in companies referred to in Article 90c(1) of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organised trading and on public companies, the agenda of an Ordinary General Meeting should also include the adoption of the resolution referred to in Article 90g(6) thereof, or the discussion referred to in Article 90g(7) thereof.

Pursuant to Article 90g(6) of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organised trading and on public companies, the General Meeting adopts a resolution on the opinion on a remuneration report to be drawn up by the Supervisory Board. The resolution is of a consultative nature. Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

# “RESOLUTION NO. 18 OF THE ORDINARY GENERAL MEETING

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: appointment of a Member of the Supervisory Board**

## **Section 1**

Acting pursuant to Article 385(1) of the Commercial Companies Code and Article 13(3) of the Company’s Articles of Association, the Extraordinary General Meeting of Asseco Business Solutions S.A. seated in Lublin resolves to appoint Mr/Ms .................................as Member of the Supervisory Board elected by secret ballot for the next, new, joint five-year term of office from 31 May 2022.

**Section 2**

The resolution enters into force upon its adoption and becomes effective as from 31 May 2022.”

### Justification for the draft resolution on the appointment of a Member of the Supervisory Board of the Company

Pursuant to Article 385§1 of the Code of Commercial Companies and Partnerships, the Supervisory Board in public companies should consist of at least five members, appointed and dismissed by the General Meeting. At the same time, Article 13(2) and (3)(2) of the Company’s Articles of Association reads that the Supervisory Board consists of five members appointed and dismissed by the General Meeting.

Pursuant to Article 13(5) of the Company’s Articles of Association in conjunction with Article 386§1 of the Code of Commercial Companies and Partnerships, the joint term of office of the Supervisory Board members is five years.

Pursuant to Article 369§4 in conjunction with Article 386§2 of the Code of Commercial Companies and Partnerships, the mandate of a Supervisory Board member expires no later than on the date of approval by the General Meeting of the financial statements for the last full financial year of the person’s tenure as member of the Supervisory Board.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

# “RESOLUTION NO. 19

# OF THE ORDINARY GENERAL MEETING

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: appointment of a Member of the Supervisory Board**

## **Section 1**

Acting pursuant to Article 385(1) of the Commercial Companies Code and Article 13(3) of the Company’s Articles of Association, the Extraordinary General Meeting of Asseco Business Solutions S.A. seated in Lublin resolves to appoint Mr/Ms .................................as Member of the Supervisory Board elected by secret ballot for the next, new, joint five-year term of office from 31 May 2022.

**Section 2**

The resolution enters into force upon its adoption and becomes effective as from 31 May 2022.”

### Justification for the draft resolution on the appointment of a Member of the Supervisory Board of the Company

Pursuant to Article 385§1 of the Code of Commercial Companies and Partnerships, the Supervisory Board in public companies should consist of at least five members, appointed and dismissed by the General Meeting. At the same time, Article 13(2) and (3)(2) of the Company’s Articles of Association reads that the Supervisory Board consists of five members appointed and dismissed by the General Meeting.

Pursuant to Article 13(5) of the Company’s Articles of Association in conjunction with Article 386§1 of the Code of Commercial Companies and Partnerships, the joint term of office of the Supervisory Board members is five years.

Pursuant to Article 369§4 in conjunction with Article 386§2 of the Code of Commercial Companies and Partnerships, the mandate of a Supervisory Board member expires no later than on the date of approval by the General Meeting of the financial statements for the last full financial year of the person’s tenure as member of the Supervisory Board.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

# “RESOLUTION NO. 20

# OF THE ORDINARY GENERAL MEETING

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: appointment of a Member of the Supervisory Board**

## **Section 1**

Acting pursuant to Article 385(1) of the Commercial Companies Code and Article 13(3) of the Company’s Articles of Association, the Extraordinary General Meeting of Asseco Business Solutions S.A. seated in Lublin resolves to appoint Mr/Ms .................................as Member of the Supervisory Board elected by secret ballot for the next, new, joint five-year term of office from 31 May 2022.

**Section 2**

The resolution enters into force upon its adoption and becomes effective as from 31 May 2022.”

### Justification for the draft resolution on the appointment of a Member of the Supervisory Board of the Company

Pursuant to Article 385§1 of the Code of Commercial Companies and Partnerships, the Supervisory Board in public companies should consist of at least five members, appointed and dismissed by the General Meeting. At the same time, Article 13(2) and (3)(2) of the Company’s Articles of Association reads that the Supervisory Board consists of five members appointed and dismissed by the General Meeting.

Pursuant to Article 13(5) of the Company’s Articles of Association in conjunction with Article 386§1 of the Code of Commercial Companies and Partnerships, the joint term of office of the Supervisory Board members is five years.

Pursuant to Article 369§4 in conjunction with Article 386§2 of the Code of Commercial Companies and Partnerships, the mandate of a Supervisory Board member expires no later than on the date of approval by the General Meeting of the financial statements for the last full financial year of the person’s tenure as member of the Supervisory Board.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

# “RESOLUTION NO. 21

# OF THE ORDINARY GENERAL MEETING

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: appointment of a Member of the Supervisory Board**

## **Section 1**

Acting pursuant to Article 385(1) of the Commercial Companies Code and Article 13(3) of the Company’s Articles of Association, the Extraordinary General Meeting of Asseco Business Solutions S.A. seated in Lublin resolves to appoint Mr/Ms .................................as Member of the Supervisory Board elected by secret ballot for the next, new, joint five-year term of office from 31 May 2022.

**Section 2**

The resolution enters into force upon its adoption and becomes effective as from 31 May 2022.”

### Justification for the draft resolution on the appointment of a Member of the Supervisory Board of the Company

Pursuant to Article 385§1 of the Code of Commercial Companies and Partnerships, the Supervisory Board in public companies should consist of at least five members, appointed and dismissed by the General Meeting. At the same time, Article 13(2) and (3)(2) of the Company’s Articles of Association reads that the Supervisory Board consists of five members appointed and dismissed by the General Meeting.

Pursuant to Article 13(5) of the Company’s Articles of Association in conjunction with Article 386§1 of the Code of Commercial Companies and Partnerships, the joint term of office of the Supervisory Board members is five years.

Pursuant to Article 369§4 in conjunction with Article 386§2 of the Code of Commercial Companies and Partnerships, the mandate of a Supervisory Board member expires no later than on the date of approval by the General Meeting of the financial statements for the last full financial year of the person’s tenure as member of the Supervisory Board.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

# “RESOLUTION NO. 22

# OF THE ORDINARY GENERAL MEETING

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: appointment of a Member of the Supervisory Board**

## **Section 1**

Acting pursuant to Article 385(1) of the Commercial Companies Code and Article 13(3) of the Company’s Articles of Association, the Extraordinary General Meeting of Asseco Business Solutions S.A. seated in Lublin resolves to appoint Mr/Ms .................................as Member of the Supervisory Board elected by secret ballot for the next, new, joint five-year term of office from 31 May 2022.

**Section 2**

The resolution enters into force upon its adoption and becomes effective as from 31 May 2022.”

### Justification for the draft resolution on the appointment of a Member of the Supervisory Board of the Company

Pursuant to Article 385§1 of the Code of Commercial Companies and Partnerships, the Supervisory Board in public companies should consist of at least five members, appointed and dismissed by the General Meeting. At the same time, Article 13(2) and (3)(2) of the Company’s Articles of Association reads that the Supervisory Board consists of five members appointed and dismissed by the General Meeting.

Pursuant to Article 13(5) of the Company’s Articles of Association in conjunction with Article 386§1 of the Code of Commercial Companies and Partnerships, the joint term of office of the Supervisory Board members is five years.

Pursuant to Article 369§4 in conjunction with Article 386§2 of the Code of Commercial Companies and Partnerships, the mandate of a Supervisory Board member expires no later than on the date of approval by the General Meeting of the financial statements for the last full financial year of the person’s tenure as member of the Supervisory Board.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.

# “RESOLUTION NO. 23

# OF THE ORDINARY GENERAL MEETING

**OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN**

**dated 31 May 2022**

**concerning: determination of the remuneration of Members of the Supervisory Board**

**Section 1**

## Acting pursuant to Article 392§1 of the Code of Commercial Companies and Partnerships and Article (12)(5)(11) of the Company’s Articles of Association, the General Meeting of Asseco Business Solutions S.A. seated in Lublin resolves as follows:

1. Each Member of the Supervisory Board is entitled to remuneration for the performance of their duties in the Supervisory Board of the Company.
2. The Members of the Supervisory Board will be paid the following monthly remuneration for the performance of their duties:
	1. Chairperson of the Supervisory Board: PLN 7,000.00 (seven thousand 00/100) gross;
	2. Vice-chairperson of the Supervisory Board: PLN 5,500.00 (five thousand and five hundred 00/100) gross;
	3. other Members of the Supervisory Board: PLN 4,000.00 (four thousand 00/100) gross.
3. The Members of the Supervisory Board who sit on the Audit Committee of the Company will be paid the following remuneration for the performance of their duties:
	1. Chairperson of the Audit Committee: additional remuneration in the amount of PLN 5,000.00 (five thousand 00/100) gross,
	2. other Members of the Audit Committee: additional remuneration in the amount of PLN 2,500.00 (two thousand and five hundred 00/100) gross.
4. The remuneration for Members of the Supervisory Board will be due from the day following the day of appointment to the function.
5. The monthly remuneration in the amount specified in (2) and (3) above will be payable to the Members of the Company’s Supervisory Board and the Members of the Company’s Audit Committee as from the month following the month in which this resolution was adopted.

**Section 2**

The resolution comes into force on the day of its adoption, effective from the month following the month in which this resolution was adopted.

**Section 3**

Upon the adoption of this resolution, the following will be deemed repealed: Resolution No. 6 of the Extraordinary General Meeting of Asseco Business Solutions S.A. dated 22 May 2017 on the remuneration due of the Members of the Supervisory Board of the Company.”

### Justification of the draft resolution on setting out the terms of remunerating Members of the Company’s Supervisory Board

Pursuant to Article 392§1 of the Code of Commercial Companies and Partnerships, members of the Supervisory Board may be paid a remuneration. Pursuant to Article 13(8) of the Company’s Articles of Association, the Members of the Supervisory Board are paid a remuneration determined by a resolution of the General Meeting. The current amount of remuneration payable to all Members of the Supervisory Board and determined by the 2017 Resolution of the General Meeting still corresponds to the scope of duties performed by them in the Supervisory Board in the new term of office. However, that resolution did not provide for additional remuneration for the performance of functions in the Audit Committee operating under the Supervisory Board. Determining the remuneration of the Members of the Supervisory Board as provided in the draft resolution will enable the Company to fully comply with Rule 6.4 of the Code of Best Practice WSE Listed Companies 2021.

Given the foregoing, this draft resolution was submitted to the Ordinary General Meeting.