

## **ANNOUNCEMENT OF THE MANAGEMENT BOARD OF ASSECO BUSINESS SOLUTIONS SA ON THE CONVENTION OF THE EXTRAORDINARY MEETING OF SHAREHOLDERS**

### **1. DATE, TIME AND PLACE OF THE GENERAL MEETING**

The Management Board of Asseco Business Solutions SA, having its registered office in Lublin at ul. Konrada Wallenroda 4C, 20-607 Lublin, registered in the Companies' Register at District Court Lublin-East, seated in Świdnik, VI Economic Department of the National Court Register, under KRS no.: 0000028257 ("**the Company**"), pursuant to Article 399(1) of the Commercial Companies Code and having regard to Article 38(1-2) of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information provided by issuers of securities and on the conditions for recognition as equivalent of the information required by the laws of a non-member state (Journal of Laws of 2009, No. 33, item. 259), convenes on the **23 day of May 2012** the Extraordinary General Meeting of the Company (hereafter "**the General Meeting**"), to be held at 12:00 in the Company's seat in Lublin, ul. Konrada Wallenroda 4C, 20-607 Lublin

### **2. DETAILED AGENDA**

The agenda for the Extraordinary General Meeting shall be as follows:

1. The opening of the General Meeting;
2. Election of Chairperson of the General Meeting;
3. The ascertainment of the correctness of convening the General Meeting and its capacity to adopt resolutions;
4. Appointment of the Returning Committee;
5. Adoption of the agenda;
6. Adoption of a resolution on the appointment of Members of the Supervisory Board;
7. The closing of the General Meeting.

### **3. ELIGIBILITY TO PARTICIPATE IN THE GENERAL MEETING**

The Management Board of the Company announces that the right to participate in the General Meeting shall be exercised, pursuant to Article 406 of the Commercial Companies Code, only by persons who are shareholders of the Company sixteen days before the date of the General Meeting, i.e. 7 May 2012 (the day of registration for the General Meeting, hereinafter: **the Registration Day**), on condition they request the entities that keep their securities accounts to issue a personal certificate of eligibility to participate in the General Meeting. Such a request may not be submitted before the announcement of the convention of the General Meeting (i.e. not earlier than on 23 April 2012) nor after the first business day following the Registration Day (i.e. not later than on 8 May 2012). The list of shareholders entitled to participate in the General Meeting shall be prepared on the basis of a register provided by the entity running the securities depository (the National Depository for Securities) and displayed at the Company's seat at ul. Konrada Wallenroda 4C, 20-607 Lublin, between 9:00am and 5:00pm for three business days prior to the General Meeting, i.e. on 18, 21 and 22 May 2012. Each shareholder may request the Company to send them such a register of shareholders free of charge by e-mail to a desired address. Such a request may be submitted by sending an e-mail to the following address: [biuro.zarzadu@assecobs.pl](mailto:biuro.zarzadu@assecobs.pl).

### **4. DOCUMENTS AND INFORMATION RELATING TO THE GENERAL MEETING**

As required by Article 402 of the Commercial Companies Code, information on the General Meeting, as well as the Rules of Procedure of the General Meeting of the Company ("ROP") shall be made available (as from the date of convening the General Meeting, i.e. from 23 April 2012) on the Company's website at: [www.assecobs.pl](http://www.assecobs.pl), the Investor Relations/General Meetings tab.

In addition, the Company's website shall provide any other information relating to the General Meeting that the Company deems necessary.

A person entitled to participate in the General Meeting may obtain the full text of the documents from the Company's seat at ul. Konrada Wallenroda 4C, 20-607 Lublin, as from the date of convening the General Meeting (i.e. from 23 April 2012) on business days from 9:00am to 5:00pm.

## **5. PROCEDURES FOR PARTICIPATION AND EXERCISE OF VOTING RIGHTS**

### **General information**

If any of the below mentioned procedures require submitting any notifications, proposals, requests or statements related to the General Meeting by electronic means to the Company or to the Company's Management Board, the following should be taken into account:

- 1) they should be sent to the following e-mail address: [biuro.zarzadu@assecobs.pl](mailto:biuro.zarzadu@assecobs.pl),
- 2) they should be submitted within the deadlines determined in the relevant procedure, whereas the time of submission shall be deemed as the moment of entering a message into electronic means of communication in such a way as to enable a person acting on behalf of the Company to get familiar with the message within the working hours of the Office of the Management Board, i.e. on business days from 9:00am till 5:00pm,
- 3) the Company shall not be responsible for the consequences caused by the incapacity to use the electronic means of communication to communicate with the Company, or for the failure to deliver to the Company the correspondence sent by an eligible participant in electronic form, if the above is caused by reasons beyond the Company's control.

### **The right to demand that certain issues be put on the agenda of the General Meeting**

In accordance with Article 401(1) of the Commercial Companies Code, a shareholder or shareholders representing at least one twentieth of the share capital may request that certain issues be put on the agenda of the next General Meeting. Such a request should include relevant justification or a draft resolution on the proposed item of the agenda. Any such request must be notified to the Management Board at least twenty one days before the General Meeting is held. Furthermore, the request must be accompanied by documents confirming beyond any doubt that at the date of submitting the request the requesting parties are shareholders representing at least one-twentieth of the Company's share capital (e.g. a depositary receipt or certificate). The request should indicate an address for correspondence with the requesting party. The request, its form and the manner of submission shall comply with the provisions of law and the requirements specified in this announcement. Requests made in writing shall be sent to the Company's seat, i.e. ul. Konrada Wallenroda 4C, 20-607 Lublin. The Management Board indicates that in order to meet the abovementioned deadline for submitting a request, such a request must be delivered to the Management Board within this deadline. Hence, it is not sufficient just to mail the request within the deadline. The request may be also sent by e-mail to: [biuro.zarzadu@assecobs.pl](mailto:biuro.zarzadu@assecobs.pl). If the submitted request satisfies the above-mentioned requirements, the Management Board shall announce changes in the meeting agenda corresponding to that request. Such changes shall be announced not later than eighteen days before the established date of the General Meeting. The relevant announcement shall be made in the manner appropriate for convening of the General Meeting. If the submitted request fails to satisfy the above-mentioned requirements, the Company, within three business days of receiving that request, shall inform the petitioners accordingly and indicate the deficiencies resulting in rejection of the request. A duly supplemented request may be resubmitted provided the above-mentioned submission deadline is met.

### **Right to submit draft resolutions on the issues included in the meeting agenda or on the issues to be included in the meeting agenda before the date of the General Meeting**

A shareholder or shareholders jointly representing at least one twentieth of the share capital may - before the General Meeting date - propose the Company, in writing or by electronic means, propose draft resolutions on matters covered by the agenda of the General Meeting, or matters to be put on the agenda of the General Meeting. Such proposals should be submitted to the Company no later than the day before the date of the General Meeting. Furthermore, the proposed draft resolutions must be accompanied by documents confirming beyond any doubt that at the date of submitting the proposal the proposing parties are shareholders representing at least one-twentieth of the Company's share capital (e.g. a depositary receipt or certificate). The proposal should indicate an address for correspondence with the proposing parties. Proposals made in writing shall be sent to the Company's seat, i.e. ul. Konrada Wallenroda 4C, 20-607 Lublin. The Management Board indicates that in order to meet the

abovementioned deadline for submitting proposed draft resolutions, such proposals must be delivered to the Management Board within the deadline. Hence, it is not sufficient just to mail the proposal within the deadline. Proposals may be also sent by e-mail to: [biuro.zarzadu@assecobs.pl](mailto:biuro.zarzadu@assecobs.pl). The proposal, attached documents and the manner of their submission as well as the form of the proposed draft resolutions shall comply with the provisions of law and the requirements specified in this announcement. If the proposal containing draft resolutions is submitted in compliance with the above-mentioned requirements, the draft resolutions shall be immediately announced on the Company's website. If a proposal of draft resolutions fails to correspond to the requirements specified above, the Company, within 3 business days of the receipt of the proposal (but no later than the day before the General Meeting), shall notify the submitting party indicating the deficiencies that prevent the announcement of its draft resolutions.

### **Shareholder's right to submit draft resolutions on the issues included in the meeting agenda during the proceedings of the General Meeting**

Each eligible participant may, during the course of the General Meeting, propose draft resolutions concerning the issues included in the meeting agenda. Participants are required to inform the meeting Chairperson about their intention of proposing draft resolutions and to submit such draft resolutions in writing to the Chairperson, at the latest after the General Meeting passes a resolution on adopting the meeting agenda.

### **Exercise of voting rights by a proxy, notification of establishing a proxy sent to the Company by means of electronic communication, and use of document forms during voting by a proxy**

According to Articles 412-412-412 of the Commercial Companies Code, a shareholder may participate in the General Meeting and exercise his or her voting rights personally or by a proxy. A proxy shall execute all the shareholder rights at the General Meeting, unless their power of attorney states otherwise. A proxy may also grant a further power of attorney if doing so is allowed by their powers. A proxy may represent more than one shareholder and vote differently using shares of each of the represented shareholders. A shareholder who holds shares in multiple securities accounts may appoint separate proxies to exercise the rights from shares recorded in each of those accounts. In the specific event where the proxy at the General Meeting is a member of the Management Board, member of the Supervisory Board, or an employee of the Company, or a member of the governing bodies or an employee of the Company's subsidiary, the following rules shall apply:

1. the power of attorney may authorize to provide representation at one General Meeting only,
2. a proxy is obliged to disclose to the shareholder any circumstances that indicate the existence or the possibility of existence of conflict of interest,
3. the granting of a further power of attorney is precluded,
4. a proxy should vote in accordance with the instructions given by the shareholder. The power of attorney to participate at the Company's General Meeting and to exercise voting rights should be made in writing or in electronic form. If the power of attorney is granted in electronic form, the principal shall notify the Company accordingly. Such notification shall be submitted to the Company allowing the time for identification of the principal and his or her designated proxy and in any case not later than on the day preceding the General Meeting. The notification may be made in writing or in electronic form. If made in writing, it shall be sent to the Company's seat, i.e. Konrada Wallenroda 4C, 20-607 Lublin. The Management Board indicates that in order to meet the abovementioned deadline for submitting notification, such notification must be delivered to the Management Board within the deadline. Hence, it is not sufficient just to mail the notification within the deadline. Notification made in electronic form shall be sent to the Company by e-mail to the following address:[biuro.zarzadu@assecobs.pl](mailto:biuro.zarzadu@assecobs.pl).

The notification should include:

1. name and surname or the name (company) the principal and the names of the persons entitled to grant power of attorney on its behalf,
2. type and number of the identity document as well as the principal's personal identification number (PESEL) in case of natural persons, or company registration number (KRS) in case of legal persons entered in the register of entrepreneurs,
3. name and surname of the proxy,

4. place of residence (headquarters) of the principal and proxy,
5. phone number or e-mail address that allow constant contact with the principal,
6. the date of the power of attorney,
7. indication of the General Meeting to which the power of attorney is awarded,
8. the scope of the power of attorney, and in particular any limitations of the power as well as indication whether the proxy may designate further proxies,
9. indication whether the power of proxy is revocable.

If the notification is submitted in compliance with the above-mentioned requirements, the Company shall immediately confirm to the principal the fact of being notified.

If the notification fails to meet these requirements, the Company shall immediately inform the notifying party indicating identified deficiencies.

Failure to give notification or notification in violation of the requirements mentioned above is taken into account when determining the existence of a legitimate authorization of the proxy to represent the principal at the General Meeting. In particular, it may prevent or exclude a person from participation in the General Meeting. Every participant, inclusive of a proxy, is required to sign in the list of attendance immediately after arriving in the General Meeting. Before signing in the list of attendance, participants are obliged to present a document evidencing their identity beyond any doubt. Whereas, persons acting as representatives (proxies), before signing in the list of attendance, are additionally obliged to submit in the minutes the documents confirming undoubtedly their legitimate authorization to represent the principal at the General Meeting. Furthermore, a proxy whose power of attorney has been granted in electronic form, before being entered into the attendance list, shall be additionally obliged to submit to the minutes a print-out of their power of attorney or to send such a document to the Company by e-mail: [biuro.zarzadu@assecobs.pl](mailto:biuro.zarzadu@assecobs.pl). On its website, the Company has made available ([www.assecobs.pl](http://www.assecobs.pl), the Investor Relations/General Meeting tab) forms that can be used by shareholders to vote by proxy. Nevertheless, the Company's shareholders are not required to use those forms.

The above principles are also applicable for granting and cancelling further powers of attorney.

**It is not admissible to participate in the General Meeting by means of electronic communication.**

**It is not admissible to exercise voting rights by correspondence or by means of electronic communication.**

#### **Registration of attendance at the General Meeting**

Persons entitled to participate in the General Meeting are requested to register their attendance and collect voting cards directly before entering the meeting venue, half an hour before the General Meeting is commenced.

#### ***Other information***

Information concerning the General Meeting will be made available on the Company's website [www.assecobs.pl](http://www.assecobs.pl).

The Management Board informs that matters not covered by this announcement shall be governed by the provisions of the Commercial Companies Code, the Articles of Association and Rules of Procedure of the General Meeting; therefore, the shareholders are advised to get acquainted with these regulations.

If you have questions or doubts related to your participation in the General Meeting, please contact the Company's Legal Department at + 48 81 53 53 000 or by e-mail to: [biuro.zarzadu@assecobs.pl](mailto:biuro.zarzadu@assecobs.pl).