

**DRAFT RESOLUTIONS OF THE ORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA CONVENED ON 20
APRIL 2011**

RESOLUTION No. 1

**OF THE ORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN**

**dated 20 April 2011
on the election of Chairman of the Ordinary General Meeting**

S e c t i o n 1

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 409(1) of the Commercial Companies Code, elects Chairperson of the Ordinary General Meeting of the Company by secret ballot.

S e c t i o n 2

The resolution comes into force upon its adoption.

RESOLUTION No. 2

**OF THE ORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN**

**dated 20 April 2011
on the appointment of the Returning Committee**

S e c t i o n 1

The Ordinary General Meeting of Asseco Business Solutions S.A. appoints the following members of the Returning Committee:

1.....

2.....

3.....

S e c t i o n 2

The resolution comes into force upon its adoption.

RESOLUTION NO. 3
OF THE ORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN

dated 20 April 2011
on the adoption of the agenda

S e c t i o n 1

The Ordinary General Meeting of Asseco Business Solutions S.A. adopts the agenda 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 approving the Company's financial statements for the financial year 2010;
7. Adoption of a resolution approving the report of the Management Board on the Company's operations for the financial year 2010;
8. Examination of the content of the Supervisory Board's report on the assessment of the Company's operations for the year 2010 and the assessment of the Company's financial statements for the financial year 2010;
9. Adoption of resolutions on giving a vote of approval to the Members of the Management Board for the discharge of their duties during the financial year 2010;
10. Adoption of resolutions on giving a vote of approval to the Members of the Supervisory Board for the discharge of their duties during the financial year 2010;
11. Adoption of a resolution on the distribution of profit earned by Asseco Business Solutions SA in the financial year 2010 and the payment of dividend;
12. The closing of the General Meeting.

S e c t i o n 2

The resolution comes into force upon its adoption.

RESOLUTION No. 4
of the Ordinary General Meeting
of Asseco Business Solutions SA seated in Lublin

dated 20 April 2011
on the approval of the financial statements of
Asseco Business Solutions SA
for the financial year 2010

S e c t i o n 1

The Ordinary General Meeting of Shareholders of Asseco Business Solutions SA, acting pursuant to Article 395(2)(1) of the Commercial Companies Code 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 2010, approves the financial statements of the Company for the financial year ended 31 December 2010, including: profit and loss account for the period from 1 January 2010 to 31 December 2010, closed with the net profit of PLN 30,427 thousand (thirty million four hundred and twenty seven thousand), the balance sheet as at 31 December 2010, closed with the balance sheet total of PLN 297,765 thousand (two hundred ninety seven million seven hundred and sixty five thousand), the cash flow statement for the period from 1 January 2010 to 31 December 2010, showing an increase in net cash by

PLN 10,725 thousand (ten million seven hundred and twenty five thousand) and additional explanatory notes.

Section 2

The resolution comes into force upon its adoption.

**RESOLUTION No. 5
OF THE ORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN**

dated 20 April 2011

**on approving the report of the Management Board
on the Company's operations in the financial year
2010**

Section 1

The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(1) of the Commercial Companies Code and Article 12(5)(1) of the Company's Articles of Association, having examined the Company's financial statements for the financial year 2010, approves the Management Board's report on the operations of Asseco Business Solutions SA in the financial year 2010.

Section 2

The resolution comes into force upon its adoption.

**RESOLUTION NO. 6
OF THE ORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN**

dated 20 April 2011

**on giving a vote of approval to the Member of the Management Board
for the discharge of their duties during the financial year 2010**

Section 1

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Commercial Companies Code 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. Romuald Rutkowski, for the discharge of his duties during the financial year 2010.

Section 2

The resolution comes into force upon its adoption.

RESOLUTION NO. 7
OF THE ORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN

dated 20 April 2011

on giving a vote of approval to the Member of the Management Board

for the discharge of their duties during the financial year 2010

S e c t i o n 1

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Commercial Companies Code and Article (12)(5)(3) of the Company's Articles of Association, hereby gives a vote of approval to the Vice-President of the Management Board, Mr. Wojciech Barczentewicz, for the discharge of his duties during the financial year 2010.

S e c t i o n 2

The resolution comes into force upon its adoption.

RESOLUTION NO. 8
OF THE ORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN

dated 20 April 2011

on giving a vote of approval to the Member of the Management Board

for the discharge of their duties during the financial year 2010

S e c t i o n 1

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Commercial Companies Code and Article (12)(5)(3) of the Company's Articles of Association, hereby gives a vote of approval to the Vice-President of the Management Board, Mr. Piotr Masłowski, for the discharge of his duties during the financial year 2010.

S e c t i o n 2

The resolution comes into force upon its adoption.

**RESOLUTION NO. 9
OF THE ORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN**

dated 20 April 2011

**on giving a vote of approval to the Member of the Management Board
for the discharge of their duties during the financial year 2010**

S e c t i o n 1

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Commercial Companies Code 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 Lizoń, for the discharge of his duties during the financial year 2010.

S e c t i o n 2

The resolution comes into force upon its adoption.

**RESOLUTION NO. 10
OF THE ORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN**

dated 20 April 2011

**on giving a vote of approval to the Member of the Supervisory Board
for the discharge of their duties during the financial year 2010**

S e c t i o n 1

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Commercial Companies Code 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. Adam Góral, for the discharge of his duties during the financial year 2010.

S e c t i o n 2

The resolution comes into force upon its adoption.

**RESOLUTION NO. 11
OF THE ORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN**

dated 20 April 2011

**on giving a vote of approval to the Member of the Supervisory Board
for the discharge of their duties during the financial year 2010**

Section 1

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Commercial Companies Code 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 discharge of his duties during the financial year 2010.

Section 2

The resolution comes into force upon its adoption.

**RESOLUTION NO. 12
OF THE ORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN**

dated 20 April 2011

on giving a vote of approval to the Member of the Supervisory Board

for the discharge of their duties during the financial year 2010

Section 1

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Commercial Companies Code 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. Wojciech Kowalczyk, for the discharge of his duties during the financial year 2010.

Section 2

The resolution comes into force upon its adoption.

**RESOLUTION NO. 13
OF THE ORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN**

dated 20 April 2011

on giving a vote of approval to the Member of the Supervisory Board

for the discharge of their duties during the financial year 2010

Section 1

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Commercial Companies Code and Article (12)(5)(3) of the Company's Articles of Association, hereby gives a vote of approval to the Secretary of the Supervisory Board, Mr. Jarosław Adamski, for the discharge of his duties during the financial year 2010.

Section 2

The resolution comes into force upon its adoption.

RESOLUTION NO. 14
OF THE ORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN

dated 20 April 2011

on granting a vote of approval to the Member of the Supervisory Board
for discharge of their duties during the financial year 2010

S e c t i o n 1

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Commercial Companies Code 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. Adam Pawłowicz, for the discharge of his duties during the financial year 2010.

S e c t i o n 2

The resolution comes into force upon its adoption.

RESOLUTION No. 15
OF THE ORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN

dated 20 April 2011

on the distribution of profit and payment of dividend

Section 1

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(2) of the Commercial Companies Code and Article 12(5)(2) of the Articles of Association resolves that:

1. the net profit for the financial year 2010 of PLN 30,092,650.53 (thirty million ninety two thousand six hundred and fifty 53/100) be distributed as follows:
 - profit for the financial year 2010 of PLN 30,076,373.70 (thirty million seventy six thousand three hundred and seventy three 70/100) to be allocated for the distribution among the Shareholders, i.e. to the payment of dividend in the amount of PLN 0.90 (ninety groszes) per share;
 - profit for the financial year 2010 of PLN 16,276.83 (sixteen thousand two hundred and seventy six 83/100) to be assigned to supplementary capital.

S e c t i o n 2

The Ordinary General Meeting of Asseco Business Solutions SA sets the dividend date on 16 May 2011 and the date for the payment of dividend on 1 June 2011.

S e c t i o n 3

The resolution comes into force upon its adoption.