

**DRAFT RESOLUTIONS OF THE ORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA
CONVENED ON 18 April 2012**

RESOLUTION No. 1

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

**dated 18 April 2012
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 18 April 2012
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 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 18 April 2012
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 2011;
7. Adoption of a resolution approving the report of the Management Board on the Company's operations for the financial year 2011;
8. Examination of the contents of the Supervisory Board's report on the evaluation of the Company's operations for the year 2011 and evaluation of the Company's financial statements for the financial year 2011;
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 2011;
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 2011;
11. Adoption of a resolution on the distribution of profits earned by Asseco Business Solutions S.A. in the financial year 2011 and payment of dividends;
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 18 April 2012
on the approval of the financial statements of
Asseco Business Solutions SA
for the financial year 2011

S e c t i o n 1

The Ordinary General Meeting of Asseco Business Solutions SA seated in Lublin, 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 2011, approves the financial statements for the financial year ended 31 December 2011, including:

- 1) statement of comprehensive income for the period from 01 January 2011 to 31 December 2011 closing with the net profit of PLN 29,834,000 (twenty nine million eight hundred thirty four thousand),
- 2) balance sheet as at 31 December 2011 closing with the balance sheet total of PLN 288,308,000 (two hundred eighty eight million three hundred and eight thousand),
- 3) cash flow statement for the period from 1 January 2011 to 31 December 2011, showing an increase in net cash by PLN 5,769,000 (five million seven hundred and sixty nine thousand).

4) and additional explanatory notes.

S e c t i o n 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 18 April 2012

**on approving the report of the Management Board
on the Company's operations in the financial year
2011**

S e c t i o n 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 Management Board's report on Company's operations in the financial year 2011, approves the Management Board's report on the operations of Asseco Business Solutions SA in the financial year 2011.

S e c t i o n 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 18 April 2012

**on giving a vote of approval to the Member of the Management Board
for the discharge of their duties during the financial year 2011**

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 President of the Management Board, Mr. Romuald Rutkowski, for the discharge of his duties in the financial year 2011.

S e c t i o n 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 18 April 2012

on giving a vote of approval to the Member of the Management Board
for the discharge of their duties during the financial year 2011

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 in the financial year 2011.

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 18 April 2012

on giving a vote of approval to the Member of the Management Board
for the discharge of their duties during the financial year 2011

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 in the financial year 2011.

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 18 April 2012

**on giving a vote of approval to the Member of the Management Board
for the discharge of their duties during the financial year 2011**

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 Lizon, for the discharge of his duties in the financial year 2011.

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 18 April 2012

**on giving a vote of approval to the Member of the Supervisory Board
for the discharge of their duties during the financial year 2011**

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 Góral, for the discharge of his duties in the financial year 2011.

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 18 April 2012

**on giving a vote of approval to the Member of the Supervisory Board
for the discharge of their duties during the financial year 2011**

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 in the financial year 2011.

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 18 April 2012

**on giving a vote of approval to the Member of the Supervisory Board
for the discharge of their duties during the financial year 2011**

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 in the period from 1 January 2011 to 20 October 2011.

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 18 April 2012

**on giving a vote of approval to the Member of the Supervisory Board
for the discharge of their duties during the financial year 2011**

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 in the financial year 2011.

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 18 April 2012

on giving a vote of approval to the Member of the Supervisory Board
for the discharge of their duties during the financial year 2011

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 in the financial year 2011.

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 18 April 2012

on giving a vote of approval to the Member of the Supervisory Board
for the discharge of their duties during the financial year 2011

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. Grzegorz Ogonowski, for the discharge of his duties in the period from 20 October 2011 to 31 December 2011.

S e c t i o n 2

The resolution comes into force upon its adoption.

RESOLUTION No. 16
OF THE ORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN

dated 18 April 2012

on the distribution of profit generated by the Company in the financial year 2011
and the 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 generated by the Company in the financial year 2011 of PLN 29,834,134.80 (twenty nine million eight hundred thirty four thousand one hundred and thirty four 80/100) be distributed as follows:
 - a) part of the net profit for 2011 in the amount of 29,742,191.77 (twenty nine million seven hundred forty two thousand one hundred and ninety one 77/100) be allocated for the distribution among the shareholders, i.e. for the payment of dividend;
 - b) the remainder of the net profit for 2011 in the amount of PLN 91,943.03 (ninety one thousand nine hundred and forty three 03/100) be assigned to supplementary capital.
2. retained earnings from previous years of PLN 2,339,273.51 (two million three hundred thirty nine thousand two hundred and seventy three 51/100) be allocated for the distribution among the shareholders, i.e. for the payment of dividend.

Section 2

Given the aforesaid, the total amount of PLN 32,081,465.28 (thirty two million eighty one thousand four hundred and sixty five 28/100), i.e. PLN 0.96 (ninety six groszes) per share, shall be distributed among the shareholders, i.e. paid as dividend.

Section 3

The Ordinary General Meeting of Asseco Business Solutions S.A. determines the dividend date on 14 May 2012 and the date for payment of dividend on 1 June 2012.

Section 4

The resolution comes into force upon its adoption.