

**Draft Resolutions
of the Extraordinary General Meeting of
Asseco Business Solutions SA
of 20 October 2011**

**RESOLUTION No. 1
OF THE EXTRAORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN
dated 20 October 2011
on the election of the Chairperson of the Extraordinary General Meeting**

Section 1

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

Section 2

The resolution comes into force upon its adoption.

**RESOLUTION No. 2
OF THE EXTRAORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN
dated 20 October 2011
on the appointment of the Returning Committee**

Section 1

The Extraordinary General Meeting of Asseco Business Solutions SA in Lublin appoints the Returning Committee composed of:

- – Committee Member,
- – Committee Member,
- – Committee Member.

Section 2

The resolution comes into force upon its adoption.

**RESOLUTION No. 3
OF THE EXTRAORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN
dated 20 October 2011
on the adoption of the agenda**

Section 1

The Extraordinary General Meeting of Asseco Business Solutions SA in Lublin adopts the following agenda:

1. The opening of the Extraordinary General Meeting;
2. Election of the Chairperson of the Extraordinary General Meeting;
3. The ascertainment of the correctness of convening the Extraordinary 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 granting consent to the transfer of the Company's right of perpetual usufruct;

Asseco Business Solutions SA

ul. Konrada Wallenroda 4C, registered at District Court Lublin-East in Lublin seated in Świdnik; Registry Office: VI Economic Department of the National Court Register, KRS registration number 0000028257, NIP 522-26-12-717, REGON 017293003, share capital: PLN 167,090,965.00 (fully paid up)
www.assecobs.pl

7. Adoption of a resolution on the appointment of a Member of the Supervisory Board;
8. Adoption of a resolution on amendments to the Articles of Association;
9. The closing of the Extraordinary General Meeting.

Section 2

The resolution enters into force upon its adoption.

**RESOLUTION No. 4
OF THE EXTRAORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN
dated 20 October 2011
on granting consent to the transfer of the Company's right of perpetual usufruct**

Section 1

Acting pursuant to Article 393(4) of the Commercial Companies Code and Article 12(5)(5) of the Company's Articles of Association, the Extraordinary General Meeting of Asseco Business Solutions SA seated in Lublin resolves to:

- 1) give its consent to the sale by the Company of the right to perpetual usufruct of plots of land marked as No. 13/9 and 13/10 of the total area of 0.2281 hectares, including the ownership of the buildings and structures located on this land in Lublin, at ul. Lucyny Herc 12, entered in the land register KW No. LU11/00188036/0 maintained by District Court Lublin-East seated in Świdnik, V Land Registry Department,
- 2) the total selling price cannot be lower than the gross amount of PLN 3,013,500.00 (three million thirteen thousand five hundred zlotys),
- 3) authorise the Management Board to set out specific conditions for the disposal of this right.

Section 2

The resolution comes into force upon its adoption.

**RESOLUTION No. 5
OF THE EXTRAORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN
dated 20 October 2011
on the 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)(2) of the Company's Articles of Association, the Extraordinary General Meeting of Asseco Business Solutions SA seated in Lublin resolves to appointas Member of the Supervisory Board of the Company elected by secret ballot.

Section 2

The resolution comes into force upon its adoption.

**RESOLUTION No. 6
OF THE EXTRAORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN
dated 20 October 2011
on amendments to the Articles of Association**

Section 1

Asseco Business Solutions SA

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Acting pursuant to Article 430(1) of the Commercial Companies Code and Article (12)(5)(9) of the Articles of Association,

the Extraordinary General Meeting of Asseco Business Solutions SA in Lublin resolves to:

1) amend the Articles of Association to the effect that Article 9 of the Articles of Association shall read as follows:

"1. Shares may be redeemed only with the consent of the shareholder by way of acquisition by the Company (voluntary redemption).

2. Redemption of shares shall require a resolution of the General Meeting.

3. The Management Board shall be authorized to acquire shares for redemption exclusively under a resolution of the General

Meeting. The resolution shall specify the conditions for the acquisition, including, in particular, the maximum number of shares to be acquired, the period in which the shares may be acquired, but no longer than five years, and the maximum and minimum payment for the acquired shares.

4. The redemption of shares shall be made by reducing the share capital."

Section 2

The resolution comes into force upon its adoption.

The current wording of Article 9 of the Articles of Association:

"1. Shares may be redeemed only by consent of a shareholder through their acquisition by the Company, which the shareholder gives by the contract of sale of such shares to the Company. If at the General Meeting a shareholder submits a proposal for the redemption of a number of its shares, the proposal shall be considered to be an offer of sale of shares, binding until the expiry of one month from the date of this General Meeting, if the resolution on the redemption has been adopted.

2. Redemption of shares shall require a resolution of the General Meeting. The resolution should specify, in particular, the legal basis for redemption, the amount and type of shares for redemption, the amount of the remuneration due to the holder of redeemed shares, the date of payment for redeemed shares and the method of reduction of the share capital.

3. The Management Board shall be authorized to acquire shares with a view to redeeming them exclusively under a resolution of the General Meeting. The price of redeemed shares shall correspond to their carrying amount determined on the basis of the last balance sheet of the Company. The price should be paid to the shareholder within 14 days from the date of entering the contract of sale of shares at the latest.

4. The redemption of shares shall be made by reducing the share capital."

The new proposed wording of Article 9 of the Articles of Association:

"1. Shares may be redeemed only with the consent of the shareholder by way of acquisition by the Company (voluntary redemption).

2. Redemption of shares shall require a resolution of the General Meeting.

3. The Management Board shall be authorized to acquire shares for redemption exclusively under a resolution of the General

Meeting. The resolution shall specify the conditions for the acquisition, including, in particular, the maximum number of shares to be acquired, the period in which the shares may be acquired, but no longer than five years, and the maximum and minimum payment for the acquired shares.

4. The redemption of shares shall be made by reducing the share capital."

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