

Draft Resolutions
of the Extraordinary General Meeting of
Asseco Business Solutions SA in Lublin
convened on 25 July 2012

RESOLUTION No. 1
OF THE EXTRAORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN
dated 25 July 2012
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, elects
.....Chairperson of the Extraordinary General Meeting of the Company.

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 25 July 2012
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 25 July 2012 on the adoption of the agenda

Section 1

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)

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

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 amendments to the Articles of Association;
7. Adoption of a resolution on the adjustment of remuneration of the Chairperson of the Supervisory Board of the Company for the discharge of their duties,
8. The closing of the Extraordinary General Meeting.

Section 2

The resolution comes into force upon its adoption.

**RESOLUTION No. 4
OF THE EXTRAORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN
dated 25 July 2012
on amendments to the Articles of Association**

Section 1

Acting pursuant to Article 430(1) of the Commercial Companies Code and Article 12(5)(9) of the Company's Articles of Association, the Extraordinary General Meeting of Asseco Business Solutions SA seated in Lublin resolves to make the following amendments to the Articles of Association:

- 1) **Article 14(2) which reads:** *"The Management Board shall consists of four (4) to 8 (eight) members, including the President, First Vice-President, Vice-Presidents and other Members of the Board. A joint term of office of the Members of the Management Board shall be 4 (four) years. Each Member of the Management Board may be elected for another term. The Management Board shall operate under the Rules of Procedure adopted by the Board and approved by the Supervisory Board."* **shall read as follows:**

"2. The Management Board shall consists of 1 (one) to 7 (seven) members, including the President, Vice-Presidents and other Members of the Board. A joint term of office of the Members of the Board shall be 4 (four) years. Each Member of the Board may be elected for another term. The Management Board shall operate under the Rules of Procedure adopted by the Management Board and approved by the Supervisory Board."

- 2) **Article 14(5) which reads:** *"Meetings of the Management Board shall be convened by the President of the Management Board or, in his or her absence, by the 1st Vice-President or the Vice-President of the Management Board."* **shall read as follows:**

Asseco Business Solutions SA

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"5. A meeting of the Management Board shall be convened by the President of the Management Board or, in his or her absence, by the Vice-President of the Management Board."

- 3) **Article 14(7) which reads:** *In urgent cases, the President of the Management Board or, in his or her absence, 1st Vice-President or the Vice-President of the Management Board may decide on a different manner and time of notifying the Members of the Management Board on the date of the meeting.* **shall read as follows:**

"7. In urgent cases, the President of the Management Board or, in his or her absence, the Vice-President of the Management Board may decide on a different manner and time of notifying the Members of the Management Board on the date of the meeting."

Section 2

The resolution enters into force upon its adoption and becomes effective from the date of registration of the amendments in the Companies Register.

Justification:

The amendments to the Article of Association listed above are intended solely to sort out the existing provisions of the Articles and to adapt them to the actual state of affairs (e.g. by deleting the wording referring to the 1st Vice-President, such position being no longer maintained at the Company), as well as allowing for a greater flexibility regarding the number of Members of the Management Board (reduced number of Board Members should not impede the body's operations if the composition is temporarily incomplete).

RESOLUTION No. 5
OF THE EXTRAORDINARY GENERAL MEETING
OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN
dated 25 July 2012
on
the adjustment of remuneration of the Chairperson of the Supervisory Board
of the Company for the discharge of their duties

Section 1

Acting pursuant to Article 392(1) of the Commercial Companies Code and Article 12(5)(11) of the Company's Articles of Association, the Extraordinary General Meeting of Asseco Business Solutions SA seated in Lublin resolves to adjust the amount of remuneration of the Chairperson of the Supervisory Board for the discharge of their duties as follows:

- 1) the adjusted amount of monthly remuneration of the Chairperson of the Supervisory Board due for the discharge of their duties shall amount to PLN 25,000.00 (twenty five thousand) before tax;
- 2) the adjusted monthly remuneration in the amount given in pt 1 above shall be paid to the Chairperson of the Supervisory Board as from July 2012.

Section 2

The resolution comes into force upon its adoption.

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