

**Draft Resolutions**  
**of the Ordinary General Meeting of Asseco Business Solutions SA seated in Lublin**  
**convened on 18 April 2013**

**RESOLUTION No. 1**  
**OF THE ORDINARY GENERAL MEETING OF**  
**ASSECO BUSINESS SOLUTIONS SA**  
**SEATED IN LUBLIN**  
**dated 18 April 2013**  
**on the election of**  
**Chairperson of the Ordinary General Meeting**

**Section 1**

Acting pursuant to Article 409(1) of the Code of Commercial Companies and Partnerships, the Ordinary General Meeting of Asseco Business Solutions SA, having its registered office in Lublin, elects Mr/Mrs \_\_\_\_\_ Chairperson of the General Meeting.

**Section 2**

The resolution comes into force upon its adoption.

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**RESOLUTION No. 2**  
**OF THE ORDINARY GENERAL MEETING OF**  
**ASSECO BUSINESS SOLUTIONS SA SEATED IN**  
**LUBLIN**  
**dated 18 April 2013**  
**on the appointment of the Returning Committee**

**Section 1**

The Ordinary 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.

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**RESOLUTION No. 3**  
**OF THE ORDINARY GENERAL MEETING OF**  
**ASSECO BUSINESS SOLUTIONS SA**  
**SEATED IN LUBLIN**  
**dated 18 April 2013**  
**on the adoption of the agenda**

**Section 1**

The Ordinary 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 approving the Company's financial statements for the financial year 2012;
7. Adoption of a resolution approving the report of the Management Board on the Company's operations for the financial year 2012;
8. Examination of the content of the Supervisory Board's report on the assessment of the Company's operations in the year 2012 and the assessment of the Company's financial statements for the financial year 2012;
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 2012;
11. Adoption of a resolution on the distribution of profit earned by Asseco Business Solutions SA in the financial year 2012 and the payment of dividend;
12. The closing of the Extraordinary General Meeting.

**Section 2**

The resolution comes into force upon its adoption.

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**RESOLUTION No. 4  
OF THE ORDINARY GENERAL MEETING OF  
ASSECO BUSINESS SOLUTIONS SA SEATED IN  
LUBLIN  
dated 18 April 2013  
on approving the Company's financial statements for the financial year 2012**

**Section 1**

The Ordinary General Meeting of Asseco Business Solutions SA seated in Lublin, acting pursuant to Article 395(2)(1) of the Code of Commercial Companies and Partnerships 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 2012, approves the financial statements for the financial year ended 31 December 2012, including:

- 1) the statement of comprehensive income for the period from 1 January 2012 to 31 December 2012 closing with the net profit of PLN 26,532,000.00 (twenty six million five hundred and thirty two thousand),
- 2) the balance sheet as at 31 December 2012 closing with the balance sheet total of PLN 276,597,000.00 (two hundred seventy six million five hundred and ninety seven thousand),
- 3) the cash flow statement for the period from 1 January 2012 to 31 December 2012 showing an increase in net cash by PLN 31,232,000.00 (thirty one million two hundred and thirty two thousand),
- 4) and additional explanatory notes.

**Section 2**

The resolution comes into force upon its adoption.

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**RESOLUTION No. 5  
OF THE ORDINARY GENERAL MEETING OF  
ASSECO BUSINESS SOLUTIONS SA  
SEATED IN LUBLIN  
dated 18 April 2013  
on approving the report of the Management Board on the Company's operations in the  
financial year 2012**

**Section 1**

The Ordinary General Meeting of Asseco Business Solutions S.A., acting pursuant to Article 395(2)(1) of the Code of Commercial Companies and Partnerships and Article 12(5)(1) of the Company's Articles of Association, having examined the Management Board's report on the Company's operations in the financial year 2012, approves the Management Board's report on the operations of Asseco Business Solutions SA in the financial year 2012.

**Section 2**

The resolution comes into force upon its adoption.

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**RESOLUTION No. 6  
OF THE ORDINARY GENERAL MEETING OF  
ASSECO BUSINESS SOLUTIONS SA  
SEATED IN LUBLIN  
dated 18 April 2013  
on granting a vote of approval to a Member of the Management Board for discharging their  
duties in the financial year 2012**

**Section 1**

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships 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 period from 1 January to 30 June of the financial year 2012.

**Section 2**

The resolution comes into force upon its adoption.

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**RESOLUTION No. 7  
OF THE ORDINARY GENERAL MEETING OF  
ASSECO BUSINESS SOLUTIONS SA  
SEATED IN LUBLIN  
dated 18 April 2013  
on granting the vote of approval to a Member of the Management Board for discharging their  
duties in the financial year 2012**

**Section 1**

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company's Articles of Association, hereby gives a vote of approval to Mr. Wojciech Barcentewicz, acting in the capacity of Vice-President of the Management Board between 1 January 2012 and 1 July 2012 and of President of the Management Board between 2 July 2012 and 31 December 2012 for the discharge of his duties in the financial year 2012.

**Section 2**

The resolution comes into force upon its adoption.

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**RESOLUTION No. 8  
OF THE ORDINARY GENERAL MEETING OF  
ASSECO BUSINESS SOLUTIONS SA  
SEATED IN LUBLIN  
dated 18 April 2013  
on granting the vote of approval to a Member of the Management Board for discharging their  
duties in the financial year 2012**

**Section 1**

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships 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 2012.

**Section 2**

The resolution comes into force upon its adoption.

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**RESOLUTION No. 9  
OF THE ORDINARY GENERAL MEETING OF  
ASSECO BUSINESS SOLUTIONS SA  
SEATED IN LUBLIN  
dated 18 April 2013  
on granting the vote of approval to a Member of the Management Board for discharging their  
duties in the financial year 2012**

**Section 1**

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships 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 in the financial year 2012.

**Section 2**

The resolution comes into force upon its adoption.

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**RESOLUTION No. 10  
OF THE ORDINARY GENERAL MEETING OF  
ASSECO BUSINESS SOLUTIONS SA  
SEATED IN LUBLIN  
dated 18 April 2013  
on granting the vote of approval to a Member of the Management Board for discharging their  
duties in the financial year 2012**

**Section 1**

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Code

**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.asecobs.pl](http://www.asecobs.pl)

of Commercial Companies and Partnerships 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. Jarosław Adamski, for the discharge of his duties in the period from 2 July to 5 October of the financial year 2012.

**Section 2**

The resolution comes into force upon its adoption.

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

**dated 18 April 2013**

**on granting the vote of approval to a Member of the Supervisory Board for discharging their duties in the financial year 2012**

**Section 1**

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company's Articles of Association, hereby gives a vote of approval to the President of the Supervisory Board, Mr. Romuald Rutkowski, for the discharge of his duties in the period from 1 July to 31 December of the financial year 2012.

**Section 2**

The resolution comes into force upon its adoption.

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

**dated 18 April 2013**

**on granting the vote of approval to a Member of the Supervisory Board for discharging their duties in the financial year 2012**

**Section 1**

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships and Article 12(5)(3) of the Company's Articles of Association, hereby gives a vote of approval to Mr. Adam Góral, acting in the capacity of President of the Supervisory Board between 1 January 2012 and 30 June 2012 and of Vice-President of the Supervisory Board between 2 July 2012 and 31 December 2012 for the discharge of his duties in the financial year 2012.

**Section 2**

The resolution comes into force upon its adoption.

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

**dated 18 April 2013**  
**on granting the vote of approval to a Member of the Supervisory Board for discharging their duties in the financial year 2012**

**Section 1**

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships 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 2012.

**Section 2**

The resolution comes into force upon its adoption.

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**RESOLUTION No. 14**  
**OF THE ORDINARY GENERAL MEETING**  
**OF ASSECO BUSINESS SOLUTIONS SA**  
**SEATED IN LUBLIN**  
**dated 18 April 2013**  
**on granting the vote of approval to a Member of the Supervisory Board for discharging their duties in the financial year 2012**

**Section 1**

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships 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 financial year 2012.

**Section 2**

The resolution comes into force upon its adoption.

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**RESOLUTION No. 15**  
**OF THE ORDINARY GENERAL MEETING**  
**OF ASSECO BUSINESS SOLUTIONS SA**  
**SEATED IN LUBLIN**  
**dated 18 April 2013**  
**on granting the vote of approval to a Member of the Supervisory Board for discharging their duties in the financial year 2012**

**Section 1**

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships 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 2012.

**Section 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 2013**

**on granting the vote of approval to a Member of the Supervisory Board for discharging their duties in the financial year 2012**

**Section 1**

The Ordinary General Meeting of Asseco Business Solutions SA, acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Partnerships 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. Jarosław Adamski, for the discharge of his duties in the period from 1 January to 30 June of the financial year 2012.

**Section 2**

The resolution comes into force upon its adoption.

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**RESOLUTION No. 17  
OF THE ORDINARY GENERAL MEETING  
OF ASSECO BUSINESS SOLUTIONS SA  
SEATED IN LUBLIN  
dated 18 April 2013**

**on the distribution of profit earned by the Company in the financial year 2012 and the payment of dividend**

**Section 1**

Acting pursuant to Article 395(2)(2) of the Code of Commercial Companies and Partnerships and Article 12(5)(2) of the Company's Articles of Association, the Ordinary General Meeting of Asseco Business Solutions SA in Lublin resolves to divide the net profit earned by the Company during the financial year 2012 of PLN 26,531,010.43 (twenty six million five hundred thirty one thousand and ten) as follows:

- 1) part of the net profit for the financial year 2012 of PLN 26,400,372.47 (twenty six million four hundred thousand three hundred and seventy two 47/100) to be allocated for the distribution among the Shareholders, i.e. to the payment of the dividend in the amount of PLN 0.79 (ninety groszes) per share;
- 2) the remainder of the net profit for 2012 in the amount of PLN 130,637.96 (one hundred thirty thousand six hundred and thirty seven 96/100) be assigned to supplementary capital.

**Section 2**

The Ordinary General Meeting of Asseco Business Solutions SA sets the dividend date on 16 May 2013 and the date for the payment of dividend on 3 June 2013.

**Section 3**

The resolution comes into force upon its adoption.