

**Draft Resolutions**  
**of the Ordinary General Meeting of Asseco Business Solutions S.A. seated in Lublin**  
**convened on 20 April 2016**

**RESOLUTION NO. 1**  
**OF THE ORDINARY GENERAL MEETING**  
**OF ASSECO BUSINESS SOLUTIONS SA SEATED IN LUBLIN**  
**of 20 April 2016**  
**on the election of Chairperson of the Ordinary General Meeting**

**§ 1**

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

**§ 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**  
**of 20 April 2016**  
**on the appointment of the Returning Committee**

**§ 1**

The Ordinary General Meeting of Asseco Business Solutions SA, having its registered seat in Lublin, appoints the Returning Committee composed of:

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

**§ 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**  
**of 20 April 2016**  
**on the adoption of the agenda**

**§ 1**

The Ordinary General Meeting of Asseco Business Solutions SA, having its registered seat in Lublin, adopts the following agenda:

1. The opening of the General Meeting;
2. Election of Chairperson of the General Meeting;

**Asseco Business Solutions SA**

3. 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 2015;
7. Adoption of a resolution approving the report of the Management Board on the Company's operations for the financial year 2015;
8. Examination of the report of the activities of the Supervisory Board in the financial year 2015 (taking into account: assessment of the Company's position, assessment of internal controls, risk management, compliance, evaluation of the fulfilment of the Company's obligations regarding the information on the application of corporate governance, information about the lack of sponsorship policy) and examination of the report of the Supervisory Board concerning the review of the report of the Management Board on the Company's operations in the year financial 2015 and the assessment of the Company's financial statements for the financial year 2015;
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 2015;
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 2015;
11. Adoption of a resolution on the distribution of profit earned by Asseco Business Solutions SA in the financial year 2015 and the payment of dividend;
12. The closing of the General Meeting.

**§ 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  
of 20 April 2016**

**on adoption of a resolution approving the Company's financial statements for the financial year 2015;**

**§ 1**

The Ordinary General Meeting of Asseco Business Solutions S.A., 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 2015, approves the financial statements for the financial year ended 31 December 2015, including:

- 1) the statement of comprehensive income for the period from 1 January 2015 to 31 December 2015 closing with the net profit of PLN 33,509.00 thousand (thirty three million five hundred and nine thousand 00/100),
- 2) The balance sheet as at 31 December 2015 closing with the balance sheet total of PLN 290,039.00 thousand (two hundred ninety million thirty nine thousand 00/100),
- 3) cash flow statement for the period from 1 January 2015 to 31 December 2015, showing a decrease in net cash by PLN 16,795.00 thousand (sixteen million seven hundred ninety five thousand 00/100),
- 4) and additional explanatory notes.

**§ 2**

The Resolution becomes effective upon its adoption.

**RESOLUTION NO. 5  
OF THE ORDINARY GENERAL MEETING  
OF ASSECO BUSINESS SOLUTIONS SA  
SEATED IN LUBLIN  
of 20 April 2016**

**on approving the Management Board's report on the Company's operations in the financial year 2015**

**§ 1**

The Ordinary General Meeting of Asseco Business Solutions S.A., 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 Management Board's report on the Company's operations for the financial year 2015, approves the report of the Management Board of Asseco Business Solutions S.A. on the Company's operations for the financial year 2015.

**§ 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  
of 20 April 2016**

**on giving a vote of approval to a Member of the Management Board for the discharge of  
their duties during the financial year 2015**

**§ 1**

Acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Article 12(5)(3) of the Articles of Association, the Ordinary General Meeting of Asseco Business Solutions SA, having its registered seat in Lublin, hereby grants a vote of approval to the President of the Management Board, Mr. Wojciech Barcentewicz, for the discharge of his duties in the financial year 2015.

**§ 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  
of 20 April 2016**

**on giving a vote of approval to a Member of the Management Board for the discharge of  
their duties during the financial year 2015**

**§ 1**

Acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Article 12(5)(3) of the Articles of Association, the Ordinary General Meeting of Asseco Business Solutions SA, having its registered seat in Lublin, hereby grants 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 2015.

§ 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  
of 20 April 2016  
on giving a vote of approval to a Member of the Management Board for the discharge of  
their duties during the financial year 2015**

§ 1

Acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Article 12(5)(3) of the Articles of Association, the Ordinary General Meeting of Asseco Business Solutions SA, having its registered seat in Lublin, hereby grants a vote of approval to the Vice-President of the Management Board, Mr. Andreas Enders, for the discharge of his duties in the financial year 2015.

§ 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  
of 20 April 2016  
on giving a vote of approval to a Member of the Management Board for the discharge of  
their duties during the financial year 2015**

§ 1

Acting pursuant to Article 395(2)(3) of the Code of Commercial Companies and Article 12(5)(3) of the Articles of Association, the Ordinary General Meeting of Asseco Business Solutions SA, having its registered seat in Lublin, hereby grants a vote of approval to the Member of the Management Board, Mr. Mariusz Lizon, for the discharge of his duties in the financial year 2015.

§ 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  
of 20 April 2016  
on giving a vote of approval to a Member of the Supervisory Board for the discharge of their duties  
during the financial year 2015**

**§ 1**

Acting pursuant to Article 395(2) of the Code of Commercial Companies and Article 12(5)(3) of the Articles of Association, the Ordinary General Meeting of Asseco Business Solutions SA, having its registered seat in Lublin, hereby grants a vote of approval to the Chairman of the Supervisory Board, Mr. Romuald Rutkowski, for the discharge of his duties in the financial year 2015.

**§ 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  
of 20 April 2016**

**on giving a vote of approval to a Member of the Supervisory Board for the discharge of their duties during the financial year 2015**

**§ 1**

Acting pursuant to Article 395(2) of the Code of Commercial Companies and Article 12(5)(3) of the Articles of Association, the Ordinary General Meeting of Asseco Business Solutions SA, having its registered seat in Lublin, hereby grants a vote of approval to the Vice-Chairman of the Supervisory Board, Mr. Adam Góral, for the discharge of his duties in the financial year 2015.

**§ 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  
of 20 April 2016**

**on giving a vote of approval to a Member of the Supervisory Board for the discharge of their duties during the financial year 2015**

**§ 1**

Acting pursuant to Article 395(2) of the Code of Commercial Companies and Article 12(5)(3) of the Articles of Association, the Ordinary General Meeting of Asseco Business Solutions SA, having its registered seat in Lublin, hereby grants a vote of approval to the Member of the Supervisory Board, Mr. Zbigniew Pomianek, for the discharge of his duties in the financial year 2015.

**§ 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  
of 20 April 2016**

**on giving a vote of approval to a Member of the Supervisory Board for the discharge of their duties  
during the financial year 2015**

**§ 1**

Acting pursuant to Article 395(2) of the Code of Commercial Companies and Article 12(5)(3) of the Articles of Association, the Ordinary General Meeting of Asseco Business Solutions SA, having its registered seat in Lublin, hereby grants a vote of approval to the Member of the Supervisory Board, Mr. Grzegorz Ogonowski, for the discharge of his duties in the financial year 2015.

**§ 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  
of 20 April 2016**

**on giving a vote of approval to a Member of the Supervisory Board for the discharge of their duties  
during the financial year 2015**

**§ 1**

Acting pursuant to Article 395(2) of the Code of Commercial Companies and Article 12(5)(3) of the Articles of Association, the Ordinary General Meeting of Asseco Business Solutions SA, having its registered seat in Lublin, hereby grants a vote of approval to the Member of the Supervisory Board, Mr. Adam Pawłowicz, for the discharge of his duties in the financial year 2015.

**§ 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  
of 20 April 2016**

**on the distribution of profit earned by the Company in the financial year 2015 and the payment of dividend**

**§ 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 S.A., seated in Lublin, resolve to divide the net profit earned by the Company during the financial year 2015 and amounting to PLN 33,508,880.30 (thirty three million five hundred and eight thousand eight hundred and eighty 30/100) as follows:

- 1) Part of the net profit for the financial year 2015 in the amount of PLN 33,508,880.30 (thirty three million five hundred and eight thousand eight hundred and eighty 30/100) to be allocated to the distribution among

- the Shareholders, i.e. To the payment of the dividend in the amount of PLN 1.00 (one zloty) per share;
- 2) the remainder of the net profit for the financial year 2015 in the amount of PLN 90,687.58 (ninety thousand six hundred and eighty seven 58/100) to be assigned to supplementary capital.

**§ 2**

The General Meeting of Asseco Business Solutions S.A. sets the dividend date on 12 May 2016 and the dividend payment date on 1 June 2016.

**§ 3**

The Resolution comes into force upon its adoption.

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