MERGER PLAN

of Asseco Business Solutions S.A. seated in Lublin

and

Macrologic Spółka Akcyjna seated in Warsaw

12 September 2017

THIS MERGER PLAN (“the Merger Plan”) was agreed on 12 September 2017 by and between:

1. the Company named Asseco Business Solutions Spółka Akcyjna, having its registered office in Lublin at ul. Konrada Wallenroda 4C, 20-607 Lublin, entered into the Companies’ Register at the District Court Lublin-Wschód in Lublin, seated in Świdnik, VI Economic Department of the National Court Register, registration number KRS: 0000028257, as the Acquiring Company (“Asseco BS” or “the Acquiring Company”),

and

1. the Company named Macrologic Spółka Akcyjna, having its registered office in Warsaw at ul. Kłopotowskiego 22, 03-717 Warszawa, entered into the Companies’ Register at the District Court for the Capital City of Warsaw in Warsaw, XIII Economic Department of the National Court Register, registration number KRS: 0000045462, as the Target Company (“Macrologic” or “the Target Company”),

Asscco BS and Macrologic shall be hereinafter referred to collectively as “the Companies” and individually as “the Company”

RECITALS

* 1. Asseco BS and Macrologic intend to merge with a view to optimizing the operations of the capital group, achieving the synergy effect and further developing Asseco BS’s IT expertise related to the ERP systems for the enterprise sector;
  2. Asseco BS and Macrologic intend to merge in accordance with Title IV Merger, Division and Transformation of Companies, Chapter I and Chapter II (Merger of Companies, Merger of Capital Companies), Article 492 § 1(1), Article 498 ff, in particular Article 516 § 5 of the Act of 15 September 2000 the Code of Commercial Companies and Partnerships (“CCCP”) (hereinafter “the Merger”);
  3. As a result of the Merger, the Target Company shall be dissolved without liquidation; all assets and liabilities of the Target Company shall be transferred to or shall be assumed by the Acquiring Company by way of universal succession; the Acquiring Company shall assume all rights and obligations of the Target Company;
  4. The Acquiring Company is a public company:

E. The Acquiring Company holds directly 1,729 283 shares representing 91.56% of the share capital of the Target Company. In addition: The Target Company holds 159,436 shares in Macrologic (own shares), representing 8.44% of the share capital of the Target Company; in accordance with Article 364 § 2 CCCP, the Target Company does not exercise its share rights. Consequently: The Acquiring Company holds directly and indirectly together with its subsidiary, i.e. the Target Company, the total of 1,888,719 shares of the Target Company, which represents 100% of the share capital of the Target Company.

F. This Merger Plan was adopted by resolutions of the management boards of Asseco BS and Macrologic dated 12 September 2017.

CONSIDERING THE FOREGOING, THE PARTIES HAVE AGREED THE FOLLOWING MERGER PLAN:

1. TYPE, NAME AND REGISTERED OFFICES OF THE MERGING COMPANIES

1. Acquiring Company

Asseco Business Solutions S.A., having its registered office in Lublin at ul. Konrada Wallenroda 4C, 20-607 Lublin, registered in the Companies’ Register at District Court Lublin-East, seated in Świdnik, VI Economic Department of the National Court Register, under KRS no.: 0000028257, tax ID NIP: 5222612717 and business ID REGON 017293003. The share capital of Asseco BS amounts to PLN 167,090,965.00 and is divided into 33,418,193 ordinary bearer shares with a nominal value of PLN 5.00 each. Asseco BS is a public company whose shares are officially listed on the Warsaw Stock Exchange S.A. (“WSE”).

1. Target Company

Macrologic S.A., having its registered office in Warsaw at ul. Księdza Ignacego Kłopotowskiego 22, 03-717 Warszawa, registered in the Companies’ Register at District Court for the Capital City of Warsaw, XIII Economic Department of the National Court Register, under KRS no.: 0000045462, tax ID NIP: 5220002825 and business ID REGON 012205939. The share capital of Macrologic amounts to PLN 1,888,719.00 and is divided into 1,888,719 ordinary bearer shares with a nominal value of PLN 1.00 each.

Macrologic is a subsidiary of Asseco BS: Asseco BS holds the shares of Macrologic of the total nominal value exceeding 90% of the share capital of Macrologic.

Asseco BS holds directly 1,729,283 shares of Macrologic, which represents approximately 91.56% of the share capital of Macrologic and carries 1,729,283 votes at the General Meeting of Macrologic, i.e. approximately 91.56% of the total number of votes at the General Meeting of the same. Furthermore, Macrologic, as a subsidiary of Asseco BS, holds 159,436 shares of Macrologic (own shares), which represents approximately 8.44% of the share capital of Macrologic and carries 159,436 votes at the General Meeting of Macrologic, i.e. approximately 8.44% of the total number of votes at the General Meeting of the same. According to Article 364 § 1 CCCP, Macrologic shall not exercise the share rights attached to its own shares. Consequently, Asseco BS holds directly and indirectly (i.e. together with the subsidiary) the total of 1,888,719 shares of Macrologic, which represents 100% of the share capital of Macrologic and carries 1,888,719 votes at the General Meeting of Macrologic, i.e. 100% of the total number of votes at the General Meeting of the same.

Upon the adoption of the Merger Plan, Asseco BS is a public company whose shares are officially listed on the Warsaw Stock Exchange S.A. (“WSE”). However, on 22 August 2017, the Extraordinary General Meeting of Macrologic adopted a resolution on waiving the dematerialization of all Company’s shares and the withdrawing the Company’s shares from public trading on the regulated market operated by Giełda Papierów Wartościowych S.A. with its registered office in Warsaw. Following this resolution, on 22 August 2017, Macrologic applied to the Polish Financial Supervision Authority for permission to revert the shares to the document form (waiver of dematerialization of shares). If the Polish Financial Supervision Authority permits the reversal of the shares of Macrologic (waiver of dematerialization of shares) on the date specified in the above decision, Macrologic shall no longer be bound by the obligations laid down in the provisions of the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments into organized trade and on public companies (“POA”), and arising in connection with the public offer of shares or their admission to trading on the regulated market in the territory of the Republic of Poland and the obligation laid down in Chapter 4 POA and, therefore, shall lose the status of a publicly traded company.

* 1. METHOD OF MERGER
     1. The merger of the Companies shall take place in accordance with the procedure provided for in Article 492 § 1(1) CCCP, Article 515 § 1 CCCP and Article 516 § 5 CCCP, i.e. by transferring all assets of Macrologic to Asseco BS; as a result of the Merger, Macrologic shall be dissolved without liquidation (“the Merger”). The Merger shall take place based on the relevant resolutions of the General Meetings of Asseco BS and Macrologic and in accordance with the provisions of the CCC; draft resolutions on the Merger (referred to in Article 506 CCCP) shall be attached to the Merger Plan as Appendix 1 and Appendix 2.
     2. Due to the fact that the Acquiring Company directly holds the shares of the Target Company in the quantity exceeding 90% of the total number of shares in Macrologic and is the sole shareholder of Macrologic that can exercise the share rights from Macrologic shares, the Merger shall be conducted pursuant to Article 515 § 1 CCCP, i.e. without raising the share capital of the Acquiring Company.
     3. Due to the fact that the Merger shall be carried out in accordance with Article 515 § 1 CCCP, i.e. without increasing the share capital of the Acquiring Company, and the Merger shall not give rise to new circumstances to be disclosed in the Articles of Association of the Acquiring Company, the Articles of Asseco BS shall not be amended in connection with the Merger. Therefore, the requirement of Article 499 § 2(2) CCCP, regarding the attachment to the Merger Plan of any draft amendments to the Articles of Association of the Acquiring Company, shall not apply.
     4. Having regard to the fact that the Target Company is the subsidiary of the Acquiring Company:
        1. no management board reports have been drawn up justifying the Merger (Article 501 § 1 CCCP in conjunction with Article 516 § 5 CCCP),
        2. the Merger Plan shall not be reviewed by a certified auditor and an opinion on this matter shall not be necessary (Article 502 § 1 CCCP and Article 503 § 5 CCCP in conjunction with Article 516 §5 CCCP).
     5. Due to the fact that the Acquiring Company is a public company whose shares are publicly traded on the Warsaw Stock Exchange and, in accordance with the provisions of the POA, it publishes and makes available to the shareholders its interim financial statements, it is eligible to the exemption provided for in Article 499 § 4 CCCP and does not draw up a statement containing information on its accounting situation for the purposes of the Merger, as referred to in Article 499 § 2(4) CCCP.
     6. Due to the fact that, as expected, the Target Company is bound to lose its status of a publicly traded company after entering into the Merger Plan, though before the General Assemblies of both Companies adopts the relevant resolutions on the Merger, the Target Company shall draw up a statement containing information on its accounting situation for the purposes of the Merger, as referred to in Article 499 § 2(4) CCCP; the statement containing information about the Macrologic’s accounting situation prepared for the purposes of the Merger is attached to the Merger Plan as Appendix 4.
     7. The Management Boards of both Companies undertake to hold the General Meetings of their Companies with a view to adopting the relevant resolutions concerning the Merger.
     8. The transfer of assets of the Target Company to the Acquiring Company shall take place on the day of registration of the Merger in the Companies’ Register at the National Court Register.

**3. BUSINESS JUSTIFICATION OF THE MERGER**

**3.1 Merger Plan**

The intended Merger is aimed at strengthening the potential of the merging Companies, transferring know-how and, as a consequence, gaining a competitive edge on the market of ERP systems in the enterprise sector in Poland. This should raise the value of Asseco Business Solutions S.A. materially in the eyes of the shareholders.

3.2. Benefits of the Merger

The Merger is envisaged to deliver the following measurable benefits:

* + - 1. operational synergy, due to the merger of resources and their better and more effective use and management:
      2. increase in the potential of the merged Companies: after the merger, Asseco Business Solutions S.A. will be employing nearly 1000 IT specialists – one of the best results on the domestic IT market. the Merger will significantly broaden the offering of comprehensive IT solutions covering the full range of functionalities sought by the by existing and new customers. the Merger will complement and strengthen the expertise behind the offered services and will give the extra edge in competing on the domestic market;
      3. the integration of IT and production know-how of the merging Companies will bring measurable benefits, for example, in such areas as the transfer of expert knowledge, experience in developing innovative and custom solutions, the use of third-party components, tools, and technologies in software development and implementation of IT projects. The Merger will facilitate cost synergies in software design and development as well as in the provision of services, for example, through the optimization and standardization of the development process. Cost reductions are also expected related to the purchase of software development tools and licences and as a result of a more effective management of resources, enabling their optimal distribution across individual processes or projects;
      4. greater share and scope of operations of the merging Companies in the areas of their current activity, especially in the corporate sector. After the Merger, the customer base is bound to grow as they will be seeking solutions that build on the new product synergy. The re-invention and integration of the competencies of the merging Companies will also help win new contracts – until now, due to reduced potentials and limited competences, such contracts would not be easily secured or used effectively;
      5. expected profit surge should increase the capitalization of the Acquiring Company, which, in turn, should boost the liquidity of the Acquiring Company’s shares and encourage investment in the shares of Asseco Business Solutions S.A.;
      6. greater potential of the Acquiring Company, which should significantly increase the operations security for the existing and new customers and should afford additional opportunities when tendering for large-scale and long-term contracts;
      7. extensive reference list and track record of the merged Companies followed by the impressive expertise which should attract new customers;
      8. reduced operating costs thanks to the combination of marketing departments and departments related to back-office, administration, HR, accounting, controlling, and legal support.
         1. STOCK EXCHANGE RATIO

Due to the fact that the Merger shall be carried out in accordance with Article 515 § 1 CCCP, i.e. without increasing the share capital of the Acquiring Company, and the Merger shall not involve

the issue of shares of the Acquiring Company to the shareholders of the Target Company,

determination in the Merger Plan of the exchange ratio of the shares of the Target Company and the shares of the Acquiring Company,

determination in the Merger Plan of the rules regarding the granting of shares in the Acquiring Company,

determination in the Merger Plan of the day from which the shares of the Acquiring Company issued to the shareholders of the Target Company entitle the shareholders to participate in the Acquiring Company’s profit.

* + - * 1. RIGHTS GRANTED BY THE ACQUIRING COMPANY TO THE SHAREHOLDERS OF THE TARGET COMPANY OR OTHER PERSONS EXERCISING SPECIAL RIGHTS IN THE TARGET COMPANY

In connection with the Merger, the shareholders of the Target Company, or any other persons, shall not be granted any special rights in the Acquiring Company.

The requirements for granting special rights in the Acquiring Company to persons exercising special rights in the Target Company, pursuant to Article 511 CCCP, shall not apply (in the Target Company there are no persons with special rights as referred to in the said provision).

* + - * 1. SPECIAL BENEFITS FOR MEMBERS OF THE BODIES OF THE MERGING COMPANIES AND OTHER PERSONS PARTICIPATING IN THE MERGER

In connection with the Merger, no special benefits shall be derived by the members of the bodies of the merging Companies or other persons participating in the Merger.

APPENDIXES TO THE MERGER PLAN:

According to Article 499 § 2 CCCP, appendixes to this Merger Plan are:

1. Appendix 1 – Draft Resolution of the Extraordinary General Meeting of Asseco BS regarding the Merger
2. Appendix 2 – Draft Resolution of the Extraordinary General Meeting of Macrologic regarding the Merger

3) Appendix 3 – Determination of assets of the Target Company – Macrologic S.A. – as at 31 August 2017

4) Appendix 4 – Statement containing information on the accounting situation of the Target Company – Macrologic – drawn up for the Merger purposes as at 31 August 2017.

The Merger Plan was adopted by Resolution No. 1 of the Management Board of Asseco Business Solutions S.A., having its registered office in Lublin, dated 12 September 2017 and by the Resolution of the Management Board of Macrologic S.A., having its registered office in Warsaw, dated 12 September 2017. The Merger Plan shall be deemed agreed on the date of signature.



For Asseco Business Solutions S.A. For Macrologic S.A.

Draft Resolution of the Extraordinary General Meeting of Asseco BS regarding the Merger

RESOLUTION No. ...... OF THE EXTRAORDINARY GENERAL MEETING

OF ASSECO BUSINESS SOLUTIONS S.A. SEATED IN LUBLIN

dated ………

concerning: Merger of Asseco Business Solutions S.A. with Macrologic S.A.

Section 1

Acting pursuant to Article 506 of the Act of 15 September 2000 – the Code of Commercial Companies (“CCC”) in conjunction with Article 492 § 1 CCC, Article 515 § 1 CCC and Article 516 § 5 CCC, the Extraordinary General Meeting of Asseco Business Solutions S.A., having its registered office in Lublin, (“the Acquiring Company” as set out in the Merger Plan of 12 September 2017) resolve:

* 1. to merge with Macrologic Spółka Akcyjna, having its registered office in Warsaw at ul. Księdza Ignacego Kłopotowskiego 22, 03-717 Warszawa, registered in the Companies’ Register at District Court for the Capital City of Warsaw, XIII Economic Department of the National Court Register, under KRS no.: 0000045462, tax ID NIP: 5220002825 and business ID REGON 012205939, with the share capital of PLN 9.00 divided into 719 ordinary bearer shares with a nominal value of PLN 1.00 each (the Target Company) by transferring all assets of the Target Company to the Acquiring Company without increasing the share capital of the Acquiring Company, i.e. to merge as provided for in Article 492 § 1(1) CCC and Article 515 § 1 CCC and Article 516 § 5 CCC; as a result of the merger, the Target Company shall be dissolved without liquidation (Article 493 § 1 CCC),
  2. to approve the Merger Plan of Asseco Business Solutions S.A., having its registered office in Lublin (as the Acquiring Company) and Macrologic S.A., having its registered office in Warsaw (as the Target Company) agreed between the merging companies in writing on 12 September 2017 and published on the websites of these Companies pursuant to Article 500 §21 CCC dated ............... (“the Merger Plan”), in particular, approve:
     1. no increase in the share capital in the Acquiring Company,
     2. no amendments to the Articles of Association of the Acquiring Company.

Section 2

The Management Board shall be authorized to take all action necessary to implement this Resolution.

Section 3

The resolution comes into force upon its adoption.

Draft Resolution of the Extraordinary General Meeting of Macrologic S.A. regarding the Merger

RESOLUTION No. ..... OF THE EXTRAORDINARY GENERAL MEETING OF MACROLOGIC S.A. SEATED IN WARSZAWA

dated ………

concerning: Merger of Macrologic S.A. with Asseco Business Solutions S.A.

Section 1

Acting pursuant to Article 506 of the Act of 15 September 2000 – the Code of Commercial Companies (“CCC”) in conjunction with Article 492 § 1 CCC, Article 515 § 1 CCC and Article 516 § 5 CCC, the Extraordinary General Meeting of Macrologic S.A., having its registered office in Warsaw, (“the Target Company” as set out in the Merger Plan of 12 September 2017) resolve:

* + - 1. to merge with Asseco Business Solutions S.A., having its registered office in Lublin at ul. Konrada Wallenroda 4C, 20-607 Lublin, registered in the Companies’ Register at District Court Lublin-East, seated in Świdnik, VI Economic Department of the National Court Register, under KRS no.: 0000028257, tax ID NIP: 5222512717 and business ID REGON 017293003, with the share capital of PLN 167,090,965.00 divided into 33,418,193 ordinary bearer shares with a nominal value of PLN 5.00 each (the Acquiring Company) by transferring all its assets to the Acquiring Company without increasing the share capital of the Acquiring Company, i.e. to merge as provided for in Article 492 § 1(1) CCC and Article 515 § 1 CCC and Article 516 § 5 CCC; as a result of the merger, the Target Company shall be dissolved without liquidation (Article 493 § 1 CCC),
      2. to approve the Merger Plan of Asseco Business Solutions S.A., having its registered office in Lublin (as the Acquiring Company) and Macrologic S.A., having its registered office in Warsaw (as the Target Company) agreed between the merging companies in writing on 12 September 2017 and published on the websites of these Companies pursuant to Article 500 §21 CCC dated ............... 2017 (“the Merger Plan”), in particular, approve:
         1. no increase in the share capital in the Acquiring Company,
         2. no amendments to the Articles of Association of the Acquiring Company.

Section 2

The Management Board shall be authorized to take all action necessary to implement this Resolution.

Section 3

This resolution comes into force upon its adoption.

Determination of assets of the Target Company – Macrologic S.A. – as at 31 August 2017

Macrologic S.A., having its registered office in Warsaw, determines the value of assets of the Target Company to be the amount of net assets as at 31 August 2017, i.e. PLN 26,488 thousand (as shown in the balance sheet attached as Appendix 4).

For the Management Board of Macrologic S.A.

Statement containing information on the accounting situation of the Target Company – Macrologic – drawn up for the Merger purposes as at 31 August 2017

According to Article 499 § 2(4) of the Code of Commercial Companies and Partnerships, the accounting situation of the Target Company shall be enclosed to the Merger Plan.

This situation shall be presented as the balance sheet as at 31 August 2017, together with the profit and loss account for the period from 1 January 2017 to 31 August 2017, prepared using the same methods and in the same structure as the last annual balance sheet of the Target Company done at 31 December 2016.

Presentation of the balance sheet and the profit and loss account data and the method of grouping economic operation shall be consistent with the accounting principles set out in the 29 September 1994 Accounting Act.

The Management Board of Macrologic S.A. represents that as of 31 August 2017:

the balance sheet of the Target Company shows assets and liabilities of PLN 34,063 thousand,

the balance sheet of the Target Company shows net assets (equity) of PLN 26,488 thousand,

the profit and loss account of the Target Company for the period from 1 January 2017 to 31 August 2017 shows net profit of PLN 2,772 thousand.

The balance sheet and the profit and loss account of the Target Company are attached to this statement.

Appendixes:

Balance Sheet made as at 31 August 2017 in PLN thou.

Profit and Loss Account for the period from 1 January 2017 to 31 August 2017 in PLN thou.

|  |  |  |
| --- | --- | --- |
|  | BALANCE SHEET - ASSETS | As at: 31/08/2017 |
| I. | Fixed assets (non-current) | 26,595 |
| 1. | Fixed assets | 8,120 |
| 2. | Intangible assets | 16,120 |
| 3. | Shares and stock in related parties | 2,016 |
| 4. | Other financial assets | 176 |
| 5. | Deferred tax assets | 163 |
| II. | Current assets | 7,468 |
| 6. | Inventory | 37 |
| 7. | Trade receivables | 6,342 |
| 8. | Other short-term receivables | 834 |
| 9. | Cash and current investment | 255 |
| III. | TOTAL ASSETS | 34,063 |
| IV. | Total equity | 26,488 |
| 10. | Share capital | 1,889 |

|  |  |  |
| --- | --- | --- |
| II. | Premium | 9,105 |
| 12. | Other supplementary capital | 13,829 |
| 13. | Reserve capital | 10,460 |
| 14. | Acquired own shares | -10,460 |
| 15. | Capital from merger | -894 |
| 16. | Profit or loss brought forward | -213 |
| 17. | Earnings in period | 2,772 |
| V. | Long-term liabilities | 1,586 |
| 18. | Long-term loans | 0 |
| 19. | Other financial liabilities | 1,117 |
| 20. | Government grants | 65 |
| 21. | Long-term reserves | 404 |
| VI. | Short-term liabilities | 5,989 |
| 22. | Short-term trade liabilities and other | 4,183 |
| 23. | Short-term loans | 1,143 |
| : 24. | Corporate tax liabilities | 49 |
| 25. | Provisions for liabilities and short-term RMP | 332 |
| 26. | Government grants | 282 |
| VII. | TOTAL LIABILITIES | 34,063 |
|  |  |  |
|  | PROFIT AND LOSS ACCOUNT | For the period from 01/01/2017 to 31/08/2017 |
| 1. Net revenues from sales of goods and materials | | 34,580 |
| I. | Net revenues from sales of products | 31,966 |
| a) | from sale of services | 21,472 |
| b) | from sale of own licences | 10,494 |
|  | Net revenues from sales of goods and materials | 2,614 |
| II. | Goods and materials sold | 19,670 |
|  | Manufacturing cost of products sold | 17,393 |
| 0 | original cost of services sold | 12,798 |
| n | own cost of own licences sold | 4,595 |
| 4. Goods and materials sold | | 2,277 |
| III. | Gross profit/(loss) on sales | 14,950 |
| IV. | Cost of sale | 6,115 |
| V. | Administrative expenses | 5,397 |
| VI. | Profit (loss) on sales | 3,398 |
| VII. | Other operating income | 339 |
| VIII. | Other operating expenses | 201 |

|  |  |  |  |
| --- | --- | --- | --- |
| IX. | Gain/(loss) on operating activities | 3,536 | |
| X. | Financial income | 21 | |
| XI. | Financial expenses | 88 | |
| XII. | Gross profit/loss | 3,469 | |
| XIII. | Income tax | 697 | |
| 5. | Current part | 511 |  |
| 6. | Deferred part | 186 | |
| XIV. | Net profit/loss | 2,772 |  |
| XV. | Other components of comprehensive income, including: | 0 | |
| 1. | Subject to future carrying over to financial result | 0 |  |
| 2 | Not subject to future carrying over to financial result | 0 |  |
| XVI. | Total comprehensive income | 2,772 | |

For the Management Board of Macrologic S.A.