

### **Report of the Supervisory Board**

on the assessment of the Management Board's Report on the Operations of Asseco Business Solutions SA in the financial year 2012 and on the assessment of the Management Board's proposal regarding the distribution of net profit for the financial year 2012 to be submitted to the General Meeting.

#### **Assessment and auditing of financial statements by the Supervisory Board**

The Supervisory Board of Asseco Business Solutions SA, acting pursuant to Article 382(3) of the Code of Commercial Companies and Partnerships of 15 September 2000 (Journal of Laws of 2000, No. 94, item 1037 as amended) and Article 13(10)(1-3) of the Articles of Association of the Company performed an assessment of the Company's financial statements, the certified auditor's opinion for the financial year 2012 and the Management Board's report on operations for the financial year 2012.

The object of the assessment and auditing was the financial statements of Asseco Business Solutions SA seated in Lublin for the year ended 31 December 2012, including in particular:

- the balance sheet as at 31 December 2012, with total assets and liabilities amounting to PLN 276,597,000,
- profit and loss account for the period from 1 January 2012 to 31 December 2012 with the net profit of PLN 26,834,000,
- statement of changes in equity for the period from 1 January 2012 to 31 December 2012, showing a reduction in equity by PLN 5,549,000
- 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 and
- additional notes and information.

When performing the assessment, the Supervisory Board relied, in particular, upon the certified auditor's opinion and the supplementary report to this opinion. The Supervisory Board held an additional examination and sought additional information from the Management Board of the Company and the auditor.

After an in-depth analysis, the Supervisory Board states that the financial statements of the Company for the financial year 2012 and the Management Board's report on the Company's operations in the financial year 2012 are in conformity with the accounts, documents and facts.

The Supervisory Board recommends that the General Meeting approve them.

The Supervisory Board also examined:

- the Management Board's report on operations in the financial year 2012
- a proposal of the Management Board of Asseco Business Solutions SA dated 5 March 2013 concerning the distribution of net profit on operations of Asseco Business Solutions SA for the period from 1 January 2012 to 31 December 2012 amounting to PLN 26,531,010.43 (twenty six million five hundred thirty one thousand and ten 43/100) 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 distributed among the Shareholders of the Company, that is, to be paid as dividend **(PLN 0.79 per share)**;

- 2) the remainder of the net profit for the financial year 2012 of PLN 130,637.96 (one hundred thirty thousand six hundred and thirty seven 96/100) to be assigned to supplementary capital.

The Supervisory Board also issues a positive opinion on the Management Board's proposal pertaining to the distribution of net profit generated by the Company in 2012.

The Supervisory Board recommends to the General Meeting that President of the Management Board Wojciech Barcentewicz, President of the Management Board Romuald Rutkowski, Vice-President of the Management Board Piotr Masłowski and Members of the Management Board Mariusz Lizoń and Jaroslaw Adamski be given a vote of approval for the discharge of their duties in 2012.

#### **The organisation of the Supervisory Board**

In 2012, the following changes occurred in the composition of the Supervisory Board:

On 20 June 2012, Mr. Adam Góral resigned from his position of Chairman of the Supervisory Board of Asseco Business Solutions SA. The resignation became effective on 30 June 2012.

On 20 June 2012, the shareholder Asseco Poland SA, seated in Rzeszów, by exercising its powers under Article 13(3)(1) of the Articles of Association of Asseco Business Solutions SA, appointed Mr. Romuald Rutkowski as Member of the Supervisory Board; the appointment became effective on 1 July 2012.

On 2 July 2012, pursuant to the resolution of the Supervisory Board, Mr. Romuald Rutkowski was appointed as Chairman of the Supervisory Board and Mr. Adam Góral as Vice-Chairman of the Supervisory Board.

On 20 June 2012, Mr. Jaroslaw Adamski resigned from his position of Secretary of the Supervisory Board of Asseco Business Solutions SA and Member of the Supervisory Board of Asseco Business Solutions SA. The resignation became effective on 30 June 2012.

At 31 December 2012 and on the date of this report, the composition of the Supervisory Board was as follows:

Romuald Rutkowski - Chairman of the Supervisory Board

Adam Góral - Vice-Chairman of the Supervisory Board

Zbigniew Pomianek - Member of the Supervisory Board

Adam Pawłowicz - Member of the Supervisory Board

Grzegorz Ogonowski - Member of the Supervisory Board

#### **Performance of statutory duties**

In 2012 the Supervisory Board exercised a continuous supervision over the Company's current operations; as regards the exercise of its supervisory powers, the Supervisory Board held 8 meetings. The main focus of the Supervisory Board in 2012 was to assess the current performance of the Company and budget execution by the Management Board and to review the Company's strategy

in all the provinces of its activity. The Management Board regularly advised the Supervisory Board of the practicability of meeting the planned strategic objectives of the Company as well as of the Company's financial results. The Company's specific objectives and strategic plans were reported and discussed during meetings of the members of the Supervisory Board and the Management Board of the Company and obtained the Supervisory Board's approval. The Supervisory Board also performed the responsibilities of the Audit Committee referred to in Article 86(7) in connection with Article 86(3) of the Act on certified auditors and their self-government, entities authorized to audit financial statements and on public supervision (Journal of Laws of 22 May 2009, No. 77, item 649). For this purpose, the Supervisory Boards held two meetings prior to the publication of the Company's financial results for 2011 and the first six months of 2012.

The Supervisory Board confirms that the cooperation with the Management Board of Asseco Business Solutions SA is invariably effective.

Chairman of the Supervisory Board

Asseco Business Solutions SA

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Romuald Rutkowski