

**Rules of Procedure of the  
Supervisory Board of  
ASSECO BUSINESS SOLUTIONS SA**

Section  
1

The Supervisory Board of Asseco Business Solutions SA, hereinafter referred to as the Supervisory Board, is a standing advisory and supervisory body for all areas of the Company's activity. The Supervisory Board also performs other activities under the Company's Articles of Association, the regulations of the Commercial Companies Code and the resolutions of the General Meeting.

Section  
2

1. The Supervisory Board, hereinafter the Board, consists of five Members.
2. The Members of the Supervisory Board shall be appointed by the Shareholders or elected by the General Meeting, as specified in the Articles of Association.
3. The Supervisory Board shall be appointed for a common term of five years.
4. The Members of the Supervisory Board may be appointed and dismissed during their term of office, as stipulated in the Articles of Association. Each Member of the Supervisory Board may be re-elected to perform this function.

Section  
3

1. The Supervisory Board shall exercise its functions in accordance with law and the provisions of the Articles of Association. Its operation is defined in these Rules of Procedure adopted by the Supervisory Board.
2. The duties and responsibilities of the Supervisory Board derive from the Commercial Companies Code and the Articles of Association and include:
  - 1) to assess the Management Board's report on the Company's operation and the Company's financial statements for compliance with the accounts and documents as well as with the actual state of affairs,
  - 2) to assess the recommendations of the Management Board concerning the distribution of profits or coverage of loss, and concerning the issue of bonds,
  - 3) to submit to the General Meeting an annual written report on the results of the aforesaid assessments,
  - 4) to represent the Company in its contracts with the members of the Board and in disputes with the Board or with its members,
  - 5) to determine the remuneration of the members of the Board,
  - 6) to select a certified auditor reviewing the Company's financial statements,
  - 7) to determine a consolidated text of amended Articles of Association,
  - 8) to appoint, dismiss or suspend members of the Board,
  - 9) to approve the budget for each financial year and approve development programmes for individual areas of Company's activity,
  - 10) to approve the recommendations of the Management Board concerning the establishment of commercial companies and foundations by the Company, and

- concerning matters of entering into existing entities,
- 11) to give consent to the incurring by the Company of loans and credits or to the granting of guarantees or sureties in an amount exceeding PLN 5,000,000.00 (five million) upon performing this activity, except:
    - a) when they were provided for in the Company's budget or in the Company's development policy approved by the Supervisory Board,
    - b) the guarantees and sureties granted in contracts entered into in connection with the Company's operations, with contractors, co-performers, subcontractors in tendering procedures, and
    - c) granted to a shareholder of the Company, its subsidiaries or affiliates in accordance with the Accounting Act.
  3. In order to perform the aforesaid duties and responsibilities, the Supervisory Board may review any section of the Company's activity, require the Board and employees of the Company to submit reports and explanations, review the assets and verify Company's books and documents.
  4. The Supervisory Board is also authorised to suspend, for valid reasons, some or all members of the Management Board, as well as delegating the Members of the Supervisory Board to act temporarily as Management Board members who cannot discharge their duties.
  5. The Supervisory Board has the right to require the Management Board to convene an Extraordinary General Meeting. The Supervisory Board may convene an Ordinary General Meeting if the Management Board does not convene the same in a timely manner, and an Extraordinary General Meeting if the convening of that it deems advisable, and the Management Board fails to convene a General Meeting within two weeks as of the relevant request made by the Supervisory Board.

#### Section

##### 4

1. The Members of the Supervisory Board shall exercise their rights and obligations personally and jointly, but also have the right to individual supervision and control of the Company pursuant to the relevant resolution of the Supervisory Board.
2. For the sake of ongoing supervision of the Company's activity, the Supervisory Board may appoint a working team from among its members.

#### Section

##### 5

1. The Supervisory Board shall gather as necessary, however not less frequently than every three months.
2. At the first meeting of the Board's term and in the event of termination of the mandate or the resignation of a Member of the Board acting as the Chairperson or the Vice-Chairperson during the term, the Supervisory Board shall elect, from among its Members, the Chairperson who shall preside over the Board meetings and supervise its activities, and the Vice-Chairperson who shall act in place of the Chairperson.
3. The Supervisory Board meetings shall be convened by the Chairperson or, in his/her absence, by another Member of the Supervisory Board by registered mail, fax or via e-mail, sent to all Members prior to the meeting.
4. Each Member of the Supervisory Board and each Member of the Management Board may require the convening of the Supervisory Board, whose meeting in such a case shall be held within two weeks from the date of the request. The persons requesting the convening of the Supervisory Board may request that certain matters be entered on the agenda of such a meeting.

Section  
6

1. The notice of the meeting of the Supervisory Board should contain the date of the meeting, proposed agenda and relevant information materials, together with draft resolutions on matters listed on the agenda.
2. If all the Members of the Supervisory Board are present at the meeting, each of its Members or the Management Board may propose new items to be entered into the agenda that were not listed in the previously submitted draft agenda. The adoption of the proposal is done by a vote prior to the approval of the agenda by the Supervisory Board.
3. The Members of the Supervisory Board who do not speak the Polish language shall receive the notice and all other materials in their respective languages.

Section  
7

1. Participation of the Members of the Supervisory Board in the Board meetings is mandatory.
2. The following may participate in the meetings of the Supervisory Board in an advisory capacity: President of the Management Board and the Members of the Management Board invited by the President.
3. On the basis of the relevant decision of the Board, the meeting of the Supervisory Board may also be held – in whole or in part – in the absence of the Members of the Management Board.
4. The meetings of the Supervisory Board may be also attended, in an advisory capacity, by other persons invited by the Board who are not the Members of the Management Board or of the Supervisory Board.
5. The meetings of the Supervisory Board shall be held in Polish; the Members of the Supervisory Board present at the meeting who do not speak Polish can be provided with a simultaneous interpretation into another language.

Section  
8

1. The resolutions of the Supervisory Board are adopted by a simple majority of votes cast, unless the law provides for stricter conditions with regard to adopting resolutions. If the voting is undecided, the vote of the Chairperson of the Supervisory Board shall be decisive, and in their absence, the vote of the Chairperson of the meeting.
2. The resolutions of the Supervisory Board may be adopted if all its members were informed in writing of the date and venue of the meeting, at least one week before the meeting, and at least half of them are present at the meeting.
3. Each Member of the Supervisory Board shall have one vote.
4. Voting at the meetings of the Supervisory Board is open; yet, at the request of at least one Member of the Board, as well as in cases specified in the Code of Commercial Companies, secret ballot shall be taken.
5. The members of the Supervisory Board may participate in the process of adopting the resolutions of the Board by casting their vote in writing through another Member of the Supervisory Board, or by means of remote communications, or in writing.

## Section

### 9

1. The meeting of the Supervisory Board shall be chaired by the Chairperson of the Board of the Vice-Chairperson and, in his absence, by a Member of the Board elected by the Board. The Chairperson of the Supervisory Board shall be entitled to:
  - 1) manage the work of the Board,
  - 2) determine dates of meetings and convene meetings of the Board,
  - 3) chair the Board meeting,
  - 4) submit the draft agenda and draft resolutions,
  - 5) represent the Supervisory Board at the General Meeting and before the Management Board and other natural and legal persons.
2. In all actions concerning the functioning of the Board, the Chairperson may be substituted by the Vice-Chairperson.

## Section

### 10

1. Minutes of the Supervisory Board meeting shall be taken, which, having been approved at the following Board meeting, shall be signed by all the Board Members present at the meeting.
2. The minutes should include the agenda, the results of the proceedings and vote for particular resolutions, dissenting opinions and the content of adopted resolutions, and also include the list of attendance at the meeting.
3. To ensure proper handling of organizational and technical matters pertaining to the Supervisory Board's operations, a Secretary of the Supervisory Board may be appointed.
4. If appointed, the Secretary of the Supervisory Board shall take the minutes of the Board meetings and shall supervise, as requested by the Chairperson of the Board, the implementation of resolutions adopted by the Supervisory Board.

## Section

### 11

1. The Company shall incur the cost of the Supervisory Board's operations.
2. The Members of the Supervisory Board shall receive remuneration determined by a resolution of the General Meeting.

## Section

### 12

Matters not covered by these Rules of Procedure shall be governed by the provisions of the Articles of Association and the Commercial Companies Code.

## Section

### 13

These Rules of Procedure enter into force upon adoption by the Supervisory Board of ASSECO BUSINESS SOLUTIONS SA.