

Financial Supervision Authority

Current Report No. 4/2015 - Convening the Ordinary General Meeting of Shareholders and its Draft Resolutions

According § 38 item 1-2 of the Regulation of the Minister of Finance regarding current and periodic information to be submitted by issuers of securities and conditions for recognising as equivalent information required by the laws of a non member state, dated 19 February 2009 (Journal of Laws of 2009 No. 33, item 259)

The Board of Directors of Asseco Central Europe, a. s., (hereinafter referred to as the "Board") registered office in Bratislava, Trenčianska 56/A, ZIP Code 821 09, ID Number 35 760 419, entered in the Commercial Register maintained by the District Court of Bratislava I., Section: Sa, File No.: 2024/B, (hereinafter referred to as the "Company") convenes its Ordinary General Meeting of Shareholders (hereinafter referred to as the "Meeting"), which will be held on 27 March 2015 at 10:00 am, in Room 111-112 in the Company's registered office in Bratislava, Trenčianska 56/A, 821 09, with the following agenda:

Agenda:

1. Opening of the Meeting.
2. Election of the General Meeting chairman, minutes clerk, minutes verifiers and persons authorized to count the votes.
3. Approval of the Company's annual financial statements for the financial year 2014.
4. Approval of the Board's report on the business activities of the Company for the financial year 2014.
5. Approval of the consolidated financial statements for the financial year 2014.
6. Approval of the Board's report on the business activities of the group for the financial year 2014.
7. Resolution on distribution of profit and payment of dividend for the year 2014.
8. Approval of auditor for 2015.
9. Closure of the Meeting.

In addition, the Board announces that the procedures for convening and organizing the Ordinary General Meeting of Shareholders shall apply the provisions of the Slovak Commercial Companies Code (Commercial Code No. 513/1991) and provisions of the Statute.

Each shareholder is entitled to attend and to vote at the meeting. Shareholders who own shares in bearer form and have established a lien in favour of the Company pursuant to § 184 par.3 of the Slovak Commercial Companies Code, have the right to request a copy of the company's financial statements to the address given by them at their own expense and their risk.

Each shareholder has the right to request the information and explanations pursuant to § 180 par. 1 of the Slovak Commercial Companies Code.

Shareholders may participate in the Meeting in person or by proxy pursuant to § 184 par. 1 and § 190e of the Slovak Commercial Companies Code. Proxy must be in writing with officially certified signature of the shareholder, if the shareholder is a natural person or authenticated signature of the statutory authority or members of the statutory body, authorized to act on behalf of the shareholder, if the shareholder is a legal person. A downloadable template that contains a proxy is available on the website since the publication of this current report.

Documentation to the Meeting will be available for viewing to all shareholders at the Company's registered office in Bratislava, Trenčianska 56/A, from the date of convening the Meeting until the date of the Meeting on business days from 8:00 am to 4:00 pm.

The Board informs that, pursuant to § 180 par. 2 of the Slovak Commercial Companies Code, the only persons eligible to participate in the Meeting will be holders of the Company's shares at 3 days before the Meeting date, i.e. on 24 March 2015 (the date of registration of participation in the Meeting).

The Board informs that in accordance with the Statute of the Company shareholder's right to participate in the Meeting is verified based on an extract from the account holder securities held by the institution operating the securities account on a day which is specified in the current report, i.e. 24 March 2015. The shareholder is entitled to participate in the Meeting, if he proves that he holds shares at 24 March 2015.

Registration of shareholders will start at 9:30 am on the date and at the venue of the Meeting. For registration, shareholders or his representative must submit documents in accordance with paragraphs 19.2. of the Statute.

Costs related to participation at the Meeting are borne by the shareholders.

All information regarding participation in the Meeting is available at: <http://assecocom.com/ce/investors/corporate-issues/>.

According § 39 Point 1. 3 of the Regulation of the Minister of Finance regarding current and periodic information to be submitted by issuers of securities and conditions for recognizing as equivalent information required by the laws of a non member state, dated 19 February 2009 (Journal of Laws of 2009 No. 33, item 259)

The Board of Directors of Asseco Central Europe, a. s. further submits draft resolutions to be discussed at the abovementioned Ordinary General Meeting of Shareholders convened on 27 March 2015 according to the published agenda:

Referring to the item 2 of the Meeting Agenda:

**RESOLUTION No. [●]
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY
ASSECO CENTRAL EUROPE, A. S.**

**Election of the General Meeting chairman, minutes
clerk, minutes verifiers and persons authorized to count the votes**

"The Ordinary General Meeting of Shareholders of the company Asseco Central Europe, a. s. elects [●] as Chairman of the General Meeting, [●] as Minutes Clerk, [●] and [●] as Minutes Verifiers and [●] and [●] as persons to count the votes (scrutineers)."

Referring to the item 3 of the Meeting Agenda:

**RESOLUTION No. [●]
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY
ASSECO CENTRAL EUROPE, A. S.**

**Approval of the Company's annual financial statements for the financial year
2014**

"The Ordinary General Meeting of Shareholders of the company Asseco Central Europe, a. s., identification number: 35 760 419, with headquarters Trenčianska 56/A, 821 09 Bratislava, Slovak Republic, approves annual financial statements for the financial year 2014 in its full scope."

Referring to the item 4 of the Meeting Agenda:

**RESOLUTION No. [•]
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF THE COMPANY ASSECO CENTRAL EUROPE, A. S.**

**Approval of the Board's report on the business activities of the Company for the
financial year 2014**

"The Ordinary General Meeting of Shareholders of the company Asseco Central Europe, a. s., identification number: 35 760 419, with headquarters Trenčianska 56/A, 821 09 Bratislava, Slovak Republic, approves the Board's report on the business activities of the Company for the financial year 2014 in its full scope."

Referring to the item 5 of the Meeting Agenda:

**RESOLUTION No. [•]
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF THE COMPANY ASSECO CENTRAL EUROPE, A. S.**

Approval of the consolidated financial statements for the financial year 2014

"The Ordinary General Meeting of Shareholders of the company Asseco Central Europe, a. s., identification number: 35 760 419, with headquarters Trenčianska 56/A, 821 09 Bratislava, Slovak Republic, approves consolidated financial statements for the financial year 2014 in its full scope."

Referring to the item 6 of the Meeting Agenda:

**RESOLUTION No. [•]
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF THE COMPANY ASSECO CENTRAL EUROPE, A. S.**

**Approval of the Board's report on the business activities of the group for the
financial year 2014**

"The Ordinary General Meeting of Shareholders of the company Asseco Central Europe, a. s., identification number: 35 760 419, with headquarters Trenčianska 56/A, 821 09 Bratislava, Slovak Republic, approves the Board's report on the business activities of the group for the financial year 2014 in its full scope."

Referring to the item 7 of the Meeting Agenda:

RESOLUTION No. [•]

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF THE COMPANY ASSECO CENTRAL EUROPE, A. S.**

Resolution on distribution of profit and payment of dividend for the year 2014

"The Ordinary General Meeting of Shareholders of the company Asseco Central Europe, a. s., identification number: 35 760 419, with headquarters Trenčianska 56/A, 821 09 Bratislava, Slovak Republic, approves distribution of profit and payment of dividend for the year 2014 (in words: two thousand and fourteen) in the amount of EUR 16,499,303.57 (in words: sixteen million four hundred ninety-nine thousand and three hundred three euro and fifty-seven euro cents) as follows:

- 6,460,103.57 EUR (in words: six million four hundred sixty thousand and one hundred three euro and fifty-seven euro cents), to transfer this amount to the account of retained earnings,*
- 10,039,200.00 EUR (in words: ten million thirty-nine thousand and two hundred euro) will be split between shareholders as dividend, the dividend per share is EUR 0.47 (forty-seven euro cents).*

The Ordinary General Meeting establishes a determining day for exercising the right to dividend 8 April 2015 (in words: April the eighth two thousand and fifteen) and the dividend payment in two instalments:

- 1st instalment on 28 April 2015 (in words: April the twenty-eighth two thousand and fifteen) in the amount of EUR 7,903,200.00 (in words: seven million nine hundred three thousand and two hundred euro), EUR 0.37 (thirty-seven euro cents) per share.*
- 2nd instalment on 5 June 2015 (in words: June the fifth two thousand and fifteen) in the amount of EUR 2,136,000.00 (in words: two million one hundred thirty-six thousand euro), EUR 0.10 (ten euro cents) per share."*

The company will pay the dividend on the days of dividend payment, namely with the bank transfer of funds representing a dividend onto the account of the Polish National Securities Depository (Krajowy Depozyt Papierów Wartościowych w Warszawie S.A.) in accordance with generally binding legal regulations and the relevant regulatory provisions of the Stock Exchange in Warsaw (Giełda Papierów Wartościowych w Warszawie S.A.)."

Referring to the item 8 of the Meeting Agenda:

**RESOLUTION No. [•]
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF THE COMPANY ASSECO CENTRAL EUROPE, A. S.**

Approval of auditor for 2015

"The Ordinary General Meeting of Shareholders of the company Asseco Central Europe, a. s., identification number: 35 760 419, with headquarters Trenčianska 56/A, 821 09 Bratislava, Slovak Republic, agrees to appoint an auditor Ernst & Young Slovakia, spol. s r. o with headquarters Hodžovo nám. 1/A, Bratislava, Slovak republic, identification number: 35 840 463, recorded in the Commercial Register District Court Bratislava I, Section: Sro, Entry no. 27004 / B, license no. Skau č. 257 to audit the company Asseco Central Europe, a. s. for the year 2015."