

## Financial Supervision Authority

### **Current Report No. 6/2014 - 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 09 April 2014 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 2013.
4. Approval of the Board's report on the business activities of the Company for the financial year 2013.
5. Approval of the consolidated financial statements for the financial year 2013.
6. Approval of the Board's report on the business activities of the group for the financial year 2013.
7. Resolution on distribution of profit and payment of dividend for the year 2013.
8. Approval of auditor for 2014.
9. Recalling and re-appointing members of Supervisory Board of the Company.
10. 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 6 April 2014 (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. 6 April 2014. The shareholder is entitled to participate in the Meeting, if he proves that he holds shares at 6 April 2014.

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 09 April 2014 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  
2013**

*"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 2013 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 2013**

*"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 2013 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 2013**

*"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 2013 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 2013**

*"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 2013 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 2013**

*"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 2013 (in words: two thousand and thirteen) in the amount of EUR 13,993,714.80 (in words: thirteen million nine hundred ninety-three thousand and seven hundred fourteen euro and eighty euro cents) as follows:*

- 6,090,514.80 EUR (in words: six million ninety thousand and five hundred fourteen euro and eighty euro cents), to transfer this amount to the account of retained earnings,*
- 7,903,200.00 EUR (in words: seven million nine hundred three thousand and two hundred euro) will be split between shareholders as dividends, the dividend per share is EUR 0.37 (thirty-seven euro cents).*

*The Ordinary General Meeting establishes a determining day for exercising the right to dividend 17 April 2014 (in words: April the seventeenth two thousand and fourteen) and the dividend payment date 28 April 2014 (in words: April the twenty-eighth two thousand and fourteen)."*

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 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, 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 2014."*

Referring to the item 9 of the Meeting Agenda:

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

**Recalling and re-appointing members of Supervisory Board of the Company**

*"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, recalls with the effect from 09 April 2014:*

- Mr. Adam Góral, ID number: [●], date of birth: [●], residential address: [●], from the office of Supervisory Board Chairman of the Company
- Mr. Andrej Košári, ID number: [●], date of birth: [●], residential address: [●], from the office of Supervisory Board Vice-chairman of the Company
- Mr. Marek Pawel Panek, ID number: [●], date of birth: [●], residential address: [●], from the office of Supervisory Board member of the Company.

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

**Recalling and re-appointing members of Supervisory Board of the Company**

*"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, appoints, with the effect from 09 April 2014, Mr. Adam Góral, ID number: [●], date of birth: [●], residential address: [●], as a Supervisory Board member of the Company and concurrently recommends the Supervisory Board to appoint him as a Supervisory Board Chairman of the Company.*

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

**Recalling and re-appointing members of Supervisory Board of the Company**

*"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, appoints, with the effect from 09 April 2014, Mr. Andrej Košári, ID number: [●], date of birth: [●], residential address: [●], as a Supervisory Board member of the Company and concurrently recommends the Supervisory Board to appoint him as a Supervisory Board Vice-chairman of the Company.*

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

**Recalling and re-appointing members of Supervisory Board of the Company**

*"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, appoints, with the effect from 09 April 2014, Mr. Marek Pawel Panek, ID number: [●], date of birth: [●], residential address: [●], as a Supervisory Board member of the Company.*