

Financial Supervision Authority

Current Report No. 3/2017 - 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) and Art. 17 REGULATION (EU) No 596/2014 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC

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 29 March 2017 at 10:00 am, in Room 111 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 2016.
4. Approval of the Board's report on the business activities of the Company for the financial year 2016.
5. Approval of the consolidated financial statements for the financial year 2016.
6. Approval of the Board's report on the business activities of the group for the financial year 2016.
7. Resolution on distribution of profit and payment of dividend for the year 2016.
8. Approval of auditor for 2017.
9. Miscellaneous.
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 26 March 2017 (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. 26 March 2017. The shareholder is entitled to participate in the Meeting, if he proves that he holds shares at 26 March 2017.

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/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 29 March 2017 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 2016

"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 2016 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
2016**

"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 2016 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 2016

"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 2016 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 2016

"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 2016 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 2016

"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 2016 (in words: two thousand and sixteen) in the amount of EUR 10,155,164.90 (in words: ten million one hundred fifty five thousand and one hundred sixty four eur and ninety euro cents) as follows:

- *EUR 10,155,164.90 (in words: ten million one hundred fifty five thousand and one hundred sixty four eur and ninety euro cents) will be split between shareholders as dividend.*

In addition approves

- *the amount of EUR 3,709,133.31 (in words: three million seven hundred nine thousand and one hundred thirty three eur and thirty one euro cents) as an undistributed profit for the year 2009 to split between shareholders as dividend,*
- *the amount of EUR 2,306,908.13 (in words: two million three hundred six thousand and nine hundred eight eur and thirteen euro cents) as an undistributed profit for the year 2010 to split between shareholders as dividend,*
- *the amount of EUR 2,424,247.98 (in words: two million four hundred twenty four thousand and two hundred forty seven eur and ninety eight euro cents) as an undistributed profit for the year 2012 to split between shareholders as dividend,*
- *the amount of EUR 4,473,345.68 (in words: four million four hundred seventy three thousand and three hundred forty five eur and sixty eight euro cents) as an undistributed profit for the year 2013 to split between shareholders as dividend.*

The total amount of dividend to be split between shareholders is EUR 23,068,800 (in words: twenty three million sixty eight thousand and eight hundred eur), i.e. EUR 1.08 (in words: one eur and eight euro cents) per one share.

The Ordinary General Meeting establishes a determining day for exercising the right to dividend 5 April 2017 (in words: April the fifth two thousand and seventeen) and the dividend payment date 28 April 2017 (in words: April the twenty-eight two thousand and seventeen).

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 2017

"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 2017."