

Draft of the Extraordinary General Assembly of Prokom Software S.A. resolution on Merger

Resolution No. [•]

of the Extraordinary General Assembly
of Prokom Software S.A. with head office in Warsaw

of February 20th, 2008

on the merger of Prokom Software S.A. with 'Asseco Poland' S.A. and on the approval of the amendments to the statutes of 'Asseco Poland' S.A.

The Extraordinary General Assembly resolves:

§ 1

1. On the basis of article 506 of the Polish Commercial Companies Code (hereinafter referred to as 'KSH') the Extraordinary General Assembly adopts the merger of 'Asseco Poland' S.A. with head office in Rzeszów (hereinafter referred to as 'Asseco', 'Acquiring Company') as the acquiring company with Prokom Software S.A. with head office in Warsaw (hereinafter referred to as 'Prokom', 'Company being acquired') as the Company being acquired, effected pursuant to the method stated in article 492 paragraph 1 item 1 of KSH, i.e. by transfer of all assets of Prokom to Asseco for shares of the new issue to be allocated by Asseco to the shareholders of Prokom. The said shares shall be introduced to exchange trading at Warsaw Stock Exchange pursuant to applicable laws.
2. Pursuant to article 506 paragraph 4 of KSH the Extraordinary General Assembly approves the Draft Terms of Merger agreed between the Companies in writing on November 29th, 2007 and published in Monitor Sądowy i Gospodarczy No 240 (2837) of 11th December 2007 item 15377 (hereinafter referred to as the 'Draft Terms of Merger') which constitute Addendum No. 1 to this Resolution, in particular the Extraordinary General Assembly approves the rules governing the allocation of the Merger Shares (as defined below) and the amendments to the statutes of Asseco stated in Addendum 5 to the Draft Terms of Merger and in Addendum 2 to this Resolution.
3. The merger shall be effected provided that all necessary approvals, permits and court judgments have been duly received.

§ 2

1. In connection with the Merger of the Companies the share capital of Asseco shall be increased by up to PLN 19,847,748 (nineteen million eight hundred forty seven thousand seven hundred and forty eight zloty), having its equivalent in the assets of Prokom ascertained for the purposes of the Merger, by means of issue of 19,847,748 ordinary bearer's shares of a nominal value of 1 (one) zloty each share (hereinafter referred to as the 'Merger Shares').
2. The Merger Shares shall be allocated through the National Depository of Securities to Prokom's entitled shareholders pro rata to their respective shareholdings in Prokom based on a ratio of 1.82 Merger Shares for 1 Prokom share (hereinafter referred to as the "Exchange Ratio").
3. The entitled shareholders shall be persons other than Asseco or dependent entities of Asseco on whose securities accounts or for whom in appropriate registers, kept by brokerage houses or banks running brokerage activities, Prokom's shares are registered on the Reference Date (regardless of type and series).
4. The Management Board of Asseco is entitled to indicate the Reference Date to the National Depository for Securities, however, the Reference Date has to fall within 7 (seven) business days from the registration of the Merger by the court, unless the applicable laws or the National Depository for Securities internal regulations require that a different date be set as the Reference Date. In connection with the obligation to indicate the Reference Date the Management Board of Asseco shall arrange with the Management Board of Prokom that the latter takes necessary actions in order to suspend listing of Prokom shares within the period starting not earlier than after the submission of the motion to have the Merger entered in the entrepreneurs register and ending on the day of exclusion of Prokom shares from listing.
5. The number of the Merger Shares to be allocated to each entitled shareholder of Prokom shall be determined by multiplying the number of Prokom shares held by each such shareholder on the Reference Date by the Exchange Ratio (i.e. 1.82) and rounding down the product of such multiplication (if such product is not an integer) to the nearest integer.
6. Each entitled shareholder of Prokom who does not receive a fractional part of a Merger Share which he would have received based on the Exchange Ratio had it not been for the rounding down process referred to above, shall be entitled to receive an additional cash payment (the "Additional Payment").
7. The Additional Payment due to the given entitled shareholder of Prokom will be calculated based on the following formula:

$$D = A \times W,$$

where: D means the Additional Payment, A means the fraction by which the product referred to in item 5 above has been rounded down, and W means the arithmetical average of the rate of one Asseco share from the consecutive 30 (thirty) listing days at the Warsaw Stock Exchange in accordance with the closing rate (in real time quotes system) preceding the Reference Date.

8. Should the total amount of Additional Payments for all shareholders exceed 10% of the balance sheet value of the Merger Shares, as in statement mentioned in article 499 paragraph 2 item 4 of KSH, the amount of the Additional Payments for respective shareholders shall be decreased proportionately.

§ 3

The Merger Shares shall participate in the dividends starting from January 1st, 2007. Should the registration of the Merger take place after the respective general assemblies of Asseco and Prokom on the distribution of profits or the financing of losses for the financial year 2007, the Merger Shares shall participate in the dividends starting from January 1st, 2008.

§ 4

The Management Board of Prokom is authorised to take all necessary actions in order to implement this Resolution.

§ 5

With the reservation that the mention of the merger is entered into the entrepreneurs register, the Extraordinary General Assembly decides that the merger of Asseco and Prokom may be entered into the entrepreneurs register provided it is effected simultaneously with the entering into the entrepreneurs register of the resolution of Asseco General Assembly on the contingent increase of the share capital with exclusion of pre-emptive right by means of issue of G series shares mentioned in item 10.1 of the draft terms of merger.

§ 6

The Resolution becomes effective on the date of its adoption.

ADDENDUM NO. 1

DRAFT TERMS OF MERGER

(draft terms of merger were published in the current report No. 43/2007)

ADDENDUM NO. 2

DRAFT AMENDMENTS TO THE STATUTES OF ASSECO POLAND S.A.

The introduction of the following amendments to the statutes of Asseco Poland S.A. (hereinafter referred to as the 'Statutes') is proposed:

Paragraph 5 of the company's Statutes is amended by addition of two consecutive items following item 1.23 having the following wording:

1.24. Service activities related to the installation, repair and maintenance of electrical equipment n.e.c. (PKD 31.62.B);

1.25 Installation of central heating and ventilation equipment (PKD 45.33.A).

1. Paragraph 6 of the Statutes is given the following wording:

„1. The share capital amounts to not more than PLN 70,938,132 (seventy million nine hundred thirty eight thousand one hundred and thirty two zloty).

2. The share capital is divided into not more than 70,938,132 (seventy million nine hundred thirty eight thousand one hundred and thirty two) shares of a nominal value of 1 (one) zloty each.

3. The Company's shares are divided into series marked by the consecutive letters of the alphabet in the following way:

- (1) 25,174,713 shares of A series,
- (2) 3,210,000 shares of B series,
- (3) 17,735,815 shares of C series,
- (4) 30,276 shares of R series,
- (5) 295,000 shares of D series,
- (6) do 4,644,580 shares of E series,
- (7) do 19,847,748 shares of F series.

4. The Company's shares are ordinary bearer's shares.

5. Each share carries one vote at the General Assembly.

6. Conversion of bearer's shares into registered shares is impermissible.

2. Paragraph 7 of the Statutes is given the following wording:

‘Contingent increase of the share capital

1. Contingent share capital amounts to not more than PLN 356,515 (three hundred fifty six thousand five hundred and fifteen zloty) and consists of up to 356,515 (three hundred fifty six thousand five hundred and fifteen) shares of G series.
2. Pre-emptive right to shares of G series taken up within the scope of contingent share capital is excluded.
3. Right to take up shares of G series is vested upon holders of subscription warrants issued by the Company on the basis of the Extraordinary General Assembly resolution of 20 February 2008.
4. Right to take up shares of G series can be executed within 14 (fourteen) days following the registration by the competent court of merger of the Company with Prokom Software S.A.’

3. Paragraph 13 section 2 of the Statutes is given the following wording:

The Supervisory Board is composed of five (5) members.

4. Paragraph 13 section 3 of the Statutes is given the following wording:

The Supervisory Board is appointed in the following manner:

- (1) deleted
- (2) One (1) member of the Supervisory Board is appointed and dismissed by Adam Góral.
- (3) The rest of the members of the Supervisory Board are appointed and dismissed by the General Assembly.

Personal rights, mentioned in section 3 item 1) and item 2) above are executed by means of delivery of a written statement regarding appointment or dismissal of the Supervisory Board member to the Company.’

5. Paragraph 14 section 2 of the Statutes is given the following wording:

‘The Management Board is composed of 1 (one) to 12 (twelve) members, including the President, Vice-Presidents and other Members. Joint term of office of the members of the Management Board lasts 5 (five) years. Each of the members of the Management Board may be re-elected for another term of office.’

6. Paragraph 19 section 3 of the Statutes in hitherto wording is deleted:

“Personal right mentioned in paragraph 13 section 3 item 1) vested upon Prokom Software S.A. expires in case Prokom Software S.A. ceases to hold at least 25% (twenty five per cent) shares in the share capital.’.

7. Paragraph 19 section 3 of the Statutes is given the following wording:

„Personal right mentioned in paragraph 13 section 3 item 2) vested upon Adam Góral expires in case Adam Góral S.A. ceases to hold at least 8% (eight per cent) shares in the share capital.’