

Bielsko-Biała, March 17, 2020

### **Announcement of the Plan of Merger of Asseco Poland S.A. and SKG S.A.**

The Management Board of SKG S.A., acting on the basis of art. 500 § 2<sup>1</sup> of the Polish Commercial Companies Code (the „CCC”), hereby announces that on March 16, 2020 the Plan of Merger with Asseco Poland S.A. seated in Rzeszów (the "Merger Plan") was agreed and signed.

The merging entities are:

- 1) Asseco Poland S.A. seated at 14 Olchowa St., 35-322, Rzeszów, Poland S.A., entered in the Register of Entrepreneurs by the District Court in Rzeszów, XII Commercial Department of the National Court Register, under the KRS number 0000033391, NIP 522-000-37-82, with the share capital of PLN 83,000,303.00 paid up in full ("Asseco" or the "Acquiring Company").
- 2) SKG S.A. seated at 336 Armii Krajowej St., 43-309, Bielsko-Biała, entered in the Register of Entrepreneurs kept by the District Court in Bielsko-Biała, VIII Commercial Department of the National Court Register under the KRS number 0000047940, NIP 547-12-57-936, with the share capital of PLN 500,000 paid-up in full ("SKG" or "Acquired Company").

The Merger of both companies shall be effected pursuant to article 492 § 1 item 1 of the Polish Commercial Companies Code (a merger by a take-over), this is by transferring all the assets of SKG to Asseco ("Merger"). Following the Merger, SKG shall be dissolved without liquidation.

The current share capital of SKG amounts to PLN 500,000 and is divided into 1,000 ordinary registered shares with a par value of PLN 1,000 each, with Asseco Poland S.A. being the sole shareholder of SKG.

Because the Acquiring Company holds all the shares in the Acquired Company, the merger shall be executed according to art. 492 § 1 item 1 of the CCC as well as art. 516 § 6 of the CCC, taking into account art. 514 § 1 of the CCC, this is without increasing the share capital of the Acquiring Company and without exchanging SKG's shares as the Acquired Company for the shares in the share capital of Asseco as the Acquiring Company.

Together with this announcement, the Company publishes on [www.skg.pl](http://www.skg.pl) the Merger Plan together with the attached documents, prepared in accordance with Article 499 of the CCC. In accordance with Art.516 §5 and 6 of the CCC, the merging companies have not prepared the Management Board Reports justifying the merger and have not subjected the Merger Plan to an audit by a certified auditor as to its correctness and reliability.

The planned merger of Asseco and SKG is aimed at taking advantage of the synergy and further development of Asseco's competence in IT services in the public administration and trade sectors.