The Management Board of **LSI Software S.A.** acting pursuant to Art. 398, 399 Par. 1 and in accordance with Art. 402^2.1 and Art. 402^2.2 of the Commercial Companies Code hereby convenes **an Extraordinary General Meeting of Shareholders** of LSI Software S.A. Company with its registered office in Łódź to be held on **28 July 2011 at 8.00 am in the Company's registered office in Łódź, at 176/178 Przybyszewskiego Street.**

AGENDA:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Statement that the Extraordinary General Meeting has been properly convened and is able to adopt resolutions.
4. Approval of the EGM Agenda.
5. Appointment of the Scrutiny Commission.
6. Adoption of the Resolutions on changes to the composition of the Supervisory Board.
7. Adoption of the Resolution on amendments to the Company's Articles of Association.
8. Closing the Extraordinary General Meeting.

Amendments to the Articles of Association:

Current wording of Par. 11 a:

1. The Management Board of the Company shall be authorized, for a period not longer than three years, to increase the share capital of the Company within the authorized capital by an amount not exceeding PLN 2,300,000 subject to the reservation that the share capital may be increased within the authorized capital in the course of one or several increases.

2. While exercising the authorization to increase the share capital of the Company within the authorized capital, the Management Board may issue shares to be taken up in exchange for cash and in-kind contributions.

3. The Management Board shall be authorized to issue subscription warrants in order to increase the share capital of the Company within the authorized capital, providing that the

subscription right is exercisable not later than at the end of the period for which the authorization to increase the share capital of the Company within the authorized capital (as referred to in point 1 has been granted.

4. With the consent of the Supervisory Board, the Management Board shall be authorized to exclude the pre-emptive right to the Company's shares applicable to each increase of the share capital made within the limits of the authorized capital.

5. The Management Board of the Company shall be authorized to decide on all issues regarding each admission and introduction to exchange trading of the securities issued by the Company, including the Company's shares and other securities arising from the securities issued by the Company (that is pre-emptive rights and rights to shares among others). The Management Board of the Company shall be particularly authorized to conclude the agreements for each registration of securities (issued by the Company, including the Company's shares and other securities arising from the securities issued by the Company) with the depositary for securities, particularly with the depositary operated by the National Depositary for Securities (Krajowy Depozyt Papierów Wartościowych S.A.).

Proposed wording of Par. 11 a:

1. The Management Board of the Company shall be authorized, to increase the share capital of the Company within the authorized capital by an amount not exceeding PLN 2,445,000 (two million four hundred and forty five thousand) through the issue not more that 2 445 000 (two million four hundred and forty five thousand) new shares of nominal value equal to PLN 1 (one) each, by way of one or several increases of the share capital within the limits determined above.

2. The authorization for the Management Board to increase the share capital of the Company within the authorized capital shall be granted for the period of three years, that shall be valid until 28 July 2014.

3. While exercising the authorization to increase the share capital within the authorized capital, the Management Board of the Company shall be authorized to determine the issue price of new shares as well as to issue the shares to be taken up in exchange for cash and in-kind contributions, excluding the requirement to obtain the consent of the Supervisory Board.

4. The Management Board shall be authorized to issue subscription warrants (as referred to in Art. 453.2 of the Commercial Companies Code) in order to increase the share capital of the Company within the authorized capital, providing that the subscription right is exercisable not later than at the end of the period as referred to in point 2 above.

5. All shareholders shall be entitled to subscribe for pre-emptive rights attached to shares issued by way of increase of the Company's share capital within the authorized capital as well as for subscription warrants as referred to in point 3 above.

6. Unless the provisions of the Commercial Companies Code provide otherwise, the Management Board of the Company shall be authorized to decide on all issues associated with the increase of the Company's share capital within the authorized capital. The Management Board shall be particularly authorized to:
a. decide on the issue of new shares of the Company by way of private or public offering;
b. decide on all issues regarding each admission and introduction to exchange trading of the securities issued by the Company, including the Company's shares and other securities.

The day of registration of a shareholder's participation in the Extraordinary General Meeting

In accordance with Art. 406(1).1 of the Commercial Companies Code, only the persons who are shareholders in the company sixteen days prior to the date of the Extraordinary General Meeting (the day of registration of a shareholder's participation in the General Meeting), that is as at 12 July 2011 at the latest, shall have the right to participate in the Extraordinary General Meeting.

Information on the right to participate

In accordance with Art. 406(1) of the Commercial Companies Code, only the persons who are shareholders in the company sixteen days prior to the date of the Extraordinary General Meeting, that is as at 12 July 2011 at the latest, shall have the right to participate in the Extraordinary General Meeting.

Those entitled under registered shares and temporary certificates, as well as the pledges and usufructuaries who have the right to vote, shall have the right to participate in the Extraordinary General Meeting if they are registered in the share register as of the day of registration of one's participation in the Extraordinary General Meeting. In the period during which the shares with regard to which the pledge or usufruct has been established are recorded in the securities account operated by an entity authorized under the provisions of the Act on trading in financial instruments, the shareholder shall be entitled to voting rights attached to these shares.

At the request of a person entitled under dematerialized bearer shares made not earlier than after the announcement of the convocation of the Extraordinary General Meeting (1 July 2011) and not later than on the first weekday following the day of one's participation in the Extraordinary General Meeting (13 July 2011), the entity that operates a securities account shall issue a registered certificate confirming the right to participate in the Extraordinary General Meeting.

Access to documentation

The full text of documentation that is to be presented during the Extraordinary General Meeting shall be available on the Company's website as of the day of the convocation of the Extraordinary General Meeting under the following address: www.lsisoftware.pl

The list of shareholders entitled to participate in the Extraordinary General Meeting shall be displayed in the Company's registered office in Łódź at 176/178 Przybyszewskiego Street for three weekdays prior the date of the Extraordinary General Meeting, that is as of 25 July

2011. The shareholder may request that the list of shareholders be sent to him by electronic mail, free of charge, provided that he identifies the address to which it should be sent. Such request may be sent electronically to the Company's email address: inwestorzy@lsisoftware.pl

The right to participate in the Extraordinary General Meeting by a proxy

The shareholder may participate in the Extraordinary General Meeting of LSI Software S.A. and exercise the voting right in person or by proxy.

The proxy shall exercise all right of the shareholder at the Extraordinary General Meeting of LSI Software S.A., unless the power of attorney provides otherwise. The proxy may grant further power of attorney if his power of attorney so allows. A proxy may represent more than one shareholder and vote differently with the shares of each of the shareholders. The shareholder who holds shares registered on more than one securities account may appoint separate proxies to exercise the share rights under the shares registered on each of the accounts. The proxy shall vote in accordance with the instructions given by the shareholder.

If a member of the Management Board, a member of the Supervisory Board or an employee of the Company serves as a proxy at the Extraordinary General Meeting of LSI Software S.A., the power of attorney may authorize him to represent the shareholder only at the Extraordinary General Meeting on 28 July 2011. The proxy shall disclose to the shareholder all circumstances giving rise to an existing or a possible conflict of interest. A further power of attorney may not be granted. The proxy shall vote in accordance with the instructions given by the shareholder.

The power of attorney to participate in the Extraordinary General Meeting of LSI Software S.A. and to exercise the voting rights shall be made in writing or electronically. As of the day of publication of the announcement hereof, the Company posts on its website the form containing the specimen of the power of attorney. The fact of being granted an electronic power of attorney shall be notified to the Company with the use of means of electronic communication. Apart from the notification on granting the power of attorney in electronic

form, the shareholder shall also submit scan of the power of attorney, scan of an identity card, passport or other document allowing the identification the shareholder as a principal and established proxy. In case the power of attorney is granted by a legal person (as referred to in Art. 33 of the Civil Code) or by an organizational entity (as referred to in Art. 33(1) of the Civil Code), the shareholder as a principal shall additionally submit scan of an excerpt from the relevant register. In case where the proxy is a legal person or an organizational entity (as referred to in Art. 33(1) of the Civil Code), then the shareholder as a principal shall additionally submit scan of excerpt from the register into which the proxy is entered. The documents sent electronically which have not been prepared in Polish shall be translated into Polish by a certified translator. All aforementioned documents shall be sent to the following email address: inwestorzy@lsisoftware.pl

The shareholder sending the notification on granting the power of attorney shall, at the same time, send an email address with the use of which the Company will be able to communicate with both the shareholder and his proxy. The Company may take appropriate measures as to ensure that the shareholder and the proxy can be identified. The verification may particularly consist in asking the shareholder and his proxy a question by telephone or in an electronic form in order to confirm that the power of attorney has been granted. The rules regarding notifying the Company on granted power of attorney as well as the identification of a proxy and a solicitor shall also apply to the revocation of a proxy.

The selection of a method of establishing a proxy shall be the decision of a shareholder and the Company shall not be responsible for the mistakes made during filling in the form of a power of attorney as well as for the actions undertaken by persons given a power of attorney. Sending electronically the aforementioned documents shall not exclude the obligation of a proxy to present, while preparing the list of persons entitled to participate in the Extraordinary General Meeting of LSI Software S.A., the documents on the basis of which he would be able to be identified.

Right of the shareholders to request the inclusion of certain items on the agenda of the General Meeting

A shareholder or shareholders representing at least one-twentieth of the share capital of the Company may require the inclusion of certain items on the agenda of the Extraordinary General Meeting. The request shall be submitted to the Management Board not later than 21 (twenty one) days prior to the date of the General Meeting (until 7 July 2011). The request may be submitted in writing to the following address: LSI Software S.A., 176/178 Przybyszewskiego Street, 93-120 Łódź or electronically at: inwestorzy@lsisoftware.pl The request shall include the justification or draft resolution on the proposed item of the agenda. The Management Board shall immediately notify about the changes to the agenda made by the shareholders, not later that eighteen day prior to the date of the Extraordinary General Meeting, that is until 10 July 2011.

Right of the shareholders to submit the draft resolutions on items placed on the agenda of the General Meeting, or matters which are to be placed on the agenda before the date of the General Meeting

A shareholder or shareholders of the Company representing at least one-twentieth of the share capital may, before the date of the Extraordinary General Meeting submit to the Company draft resolutions on items placed on the agenda of the Extraordinary General Meeting, or matters which are to be placed on the agenda.

The draft resolutions may be submitted to the Company in a written form or electronically. The Company immediately publishes the draft resolutions on its corporate website. The request may be submitted in writing to the following address: LSI Software S.A., 176/178 Przybyszewskiego Street, 93-120 Łódź or electronically at: inwestorzy@lsisoftware.pl The Company shall immediately publish the draft resolutions on its website at: www.lsisoftware.pl

Right of the shareholders to submit the draft resolutions on items placed on the agenda of the General Meeting during the General Meeting

The shareholders may, during the General Meeting, submit the draft resolutions on items placed on the agenda of the Extraordinary General Meeting. The propositions, as referred to in above, shall be presented in Polish separately for each draft resolution and shall include: name, surname or business name of a shareholder, proposed content of the draft resolution and its short justification.

Electronic communication

The Company does not provide the possibility to participate in the Extraordinary General Meeting with the use of electronic communication tools.

The Company does not provide the possibility to express opinions during the Extraordinary General Meeting with the use of electronic communication tools.

The Company does not provide the possibility to exercise the voting rights at the Extraordinary General Meeting with the use of electronic communication tools or by correspondence.

The Company shall publish full information regarding the Extraordinary General Meeting on the Company's corporate website at: www.lsisoftware.pl in IR section.