

**RESOLUTION NO. 1**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** election of the Chairman of the General Meeting.-----

*Pursuant to art. 409 § 1 of the Code of Commercial Companies and Partnerships, Annual General Shareholders' Meeting of Comarch S.A. with its registered office in Krakow, elects Mr. Paweł Prokop a Chairman of the Annual Meeting.*-----

There were 8,755,267 valid votes from 1,761,667 shares, which constituted 21.88% of the share capital.-----

The resolution was passed with 8,708,267 votes "for", no votes "against" and 47,000 votes for "refrained".-----

**RESOLUTION NO. 2**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** removing from the agenda of the meeting the point regarding the election of the Returns Committee.-----

*General Shareholders' Meeting of Comarch S.A. decides to remove from agenda of the meeting the point regarding the election of Returns Committee.-----*

There were 8,755,267 valid votes from 1,761,667 shares, which constituted 21.88% of the share capital.-----

The resolution was passed with 8,752,966 votes "for", 2,301 votes for "refrained" and no votes "against". -----

**RESOLUTION NO. 3**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** passing of meeting agenda.-----

*The Ordinary General Shareholders' Meeting of Comarch S.A. approves the presented agenda.-----*

There were 8,755,267 valid votes from 1,761,667 shares, which constituted 21.88% of the share capital.-----

The resolution was passed with 8,755,267 votes "for", no votes for "against" and no votes "refrained". -----

As a result of the fact that a shareholder, entitled to participate in the vote, arrived at General Meeting at 10:15 a.m., from that moment, at the general meeting there were shareholders who were entitled to 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital.---

**RESOLUTION NO. 4**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** the approval of Comarch S.A.'s financial statement for the fiscal year 1.01.2012 - 31.12.2012.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Code of Commercial Companies and Partnerships and art. 15 pt. 1) of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Meeting approves the financial statement for the fiscal year 1 January 2012 -31 December 2012 which consists of:-----*

- 1) Introduction to the financial statement;-----*
- 2) the balance sheet as of 31 December 2012, which shows total assets and liabilities of 1,060,650 thousand PLN;-----*
- 3) the income statement for the period from 1 January 2012 to 31 December 2012 which shows a net profit of 41,604 thousand PLN;--*
- 4) the statement of changes in equity for the period from 1 January 2012 to 31 December 2012 showing an increase in equity of 19,689 thousand PLN;-----*
- 5) the cash flow statement for the period from 1 January 2012 to 31 December 2012, which shows a decrease in the state of cash and cash equivalents of 37,862 thousand PLN;-----*
- 6) additional information and commentary.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

There were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,267 votes "for" and 20 votes "refrained", no votes for "against". -----

**RESOLUTION NO. 5**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** the approval of the report of the Management Board regarding Comarch S.A.'s activities for the fiscal year 1.01.2012 - 31.12.2012-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Code of Commercial Companies and Partnerships and art. 15 pt. 1) of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Shareholder's Meeting approves the report of the Management Board regarding activities of the company for the fiscal year 1 January 2012 -31 December 2012.*

**§ 2.**

This resolution comes into force on the date it is passed.-----

There were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes for "against" and no votes "refrained". -----

**RESOLUTION NO. 6**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** the approval of the consolidated financial statement for the fiscal year 1.01.2012 - 31.12.2012.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Code of Commercial Companies and Partnerships, art. 63c section 4 of the Act on Accounting and art. 15 pt. 1) of the company's Statute, General Meeting resolves the following:*

**§ 1.**

*General Meeting approves the consolidated financial statement for the fiscal year 1 January 2012 -31 December 2012 which consists of:-----*

- 1) the consolidated balance sheet as of 31 December 2012, which shows total assets and liabilities of 1,146,743 thousand PLN; -----*
- 2) the consolidated income statement for the period from 1 January 2012 to 31 December 2012 which shows capital group's net profit of 37,252 thousand PLN;-----*
- 3) the total income statement for the period from 1 January 2012 to 31 December 2012 which shows total income in the amount of 33,695 thousand PLN;-----*
- 4) the statement of changes in consolidated equity showing an increase in equity of 15,091 thousand PLN;-----*
- 5) the consolidated cash flow statement which shows a decrease in the state of net cash and cash equivalents of 47,155 thousand PLN, for the period from 1 January 2012 to 31 December 2012;-----*
- 6) additional information and annotations.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

There were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes “for”, no votes for “against” and no votes “refrained”. -----

**RESOLUTION NO. 7**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** the approval of the report of the Management Board regarding Comarch Capital Group's activities for the fiscal year 1.01.2012 - 31.12.2012.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Code of Commercial Companies and Partnerships and art. 15 pt. 1) of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Shareholder's Meeting approves the report of the Management Board regarding activities of Comarch Capital Group for the fiscal year 1 January 2012 -31 December 2012.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

There were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes for "against" and no votes "refrained". -----



**RESOLUTION NO. 8**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** approving the report of the Board of Supervisors regarding activities of the Board of Supervisors in 2012 and regarding assessment of the company's and Capital Group's situation, the report regarding the audit of the company's financial statement and of the Management Board's report regarding Comarch S.A.'s activities for the fiscal year 1.01.2012 - 31.12.2012, the report regarding the audit of the Capital Group's consolidated financial statement and of the Management Board's report regarding Capital Group's activities for the fiscal year 1.01.2012 - 31.12.2012.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Code of Commercial Companies and Partnerships, General Meeting resolves the following:-----*

**§ 1.**

*General Shareholder's Meeting approves:*

- 1. the report of the Board of Supervisors regarding activities of the Board of Supervisors in 2012 and regarding assessment of the company's and Capital Group's situation,*
- 2. the report regarding the audit of the company's financial statement and of the Management Board's report regarding Comarch S.A.'s activities for the fiscal year 1.01.2012 - 31.12.2012,*
- 3. the report regarding the audit of the Capital Group's consolidated financial statement and of the Management Board's report regarding Capital Group's activities for the fiscal year 1.01.2012 - 31.12.2012.--*  
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**§ 2.**

*This resolution comes into force on the date it is passed.-----*

There were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes “for”, no votes for “against” and no votes “refrained”. -----

**RESOLUTION NO. 9**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** distribution of net profit for the fiscal year 1.01.2012 - 31.12.2012.-----

*Acting on the basis of art. 395 § 2 pt. 2 of the Code of Commercial Companies and Partnerships, General Meeting resolves the following:-----*

**§ 1.**

*General Shareholder's Meeting decides that the earned in the fiscal year 1 January 2012 -31 December 2012 net profit in the amount of PLN 41,603,839.89 (forty-one million six hundred three thousand eight hundred thirty-nine zlotys and 89/100) will be distributed as follows:-----*

*1) PLN 12,077,455.50 (twelve million seventy-seven thousand four hundred fifty-five zlotys and 50/100) will be paid as dividend. Persons who will be the company's shareholders on the day of 1st of August, 2013 will get the dividend in the amount of PLN 1.50 per one share. The dividend will be allocated to 8,051,637 shares. Dividend will be paid on the day of 19th of August, 2013.-----*

*b)The remaining part of the net profit in the amount of PLN 29,526,384.39 (twenty-nine million five hundred twenty-six thousand three hundred eighty-four and 39/100) will be passed to supplementary capital. -----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

There were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes for "against" and no votes "refrained". -----

**RESOLUTION NO. 10**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2012 - 31.12.2012 by Janusz Filipiak, President of the Management Board.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2012 - 31.12.2012 by Janusz Filipiak, President of the Management Board.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 4,290,287 valid votes from 868,687 shares, which constituted 17.00% of the share capital. The resolution was passed with 4,290,287 votes "for", no votes "against" and no votes for "refrained", while proxy of shareholder Janusz Filipiak has not been participating in the vote.--

**RESOLUTION NO. 11**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2012 - 31.12.2012 by Paweł Prokop, Vice-President of the Management Board.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2012 - 31.12.2012 by Paweł Prokop, Vice-President of the Management Board.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,708,287 valid votes from 1,752,287 shares, which constituted 21.76% of the share capital. The resolution was passed with 8,708,287 votes "for", no votes "against" and no votes for "refrained", while shareholder Paweł Prokop has not been participating in the vote.--

**RESOLUTION NO. 12**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 01.01.2012 - 31.12.2012 by Piotr Piątosza, Vice-President of the Management Board.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2012 - 31.12.2012 by Piotr Piątosza, Vice-President of the Management Board.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 13**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 01.01.2012 - 31.12.2012 by Konrad Tarański, Vice-President of the Management Board.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 01.01.2012 - 31.12.2012 by Konrad Tarański, Vice-President of the Management Board.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 14**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 01.01.2012 - 31.12.2012 by Zbigniew Rymarczyk, Vice-President of the Management Board.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2012 - 31.12.2012 by Zbigniew Rymarczyk, Vice-President of the Management Board.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".



**RESOLUTION NO. 15**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 01.01.2012 - 31.12.2012 by Piotr Reichert, Vice-President of the Management Board.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 01.01.2012 - 31.12.2012 by Piotr Reichert, Vice-President of the Management Board.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 16**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 01.01.2012 - 31.12.2012 by Marcin Warwas, Vice-President of the Management Board.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 01.01.2012 - 31.12.2012 by Marcin Warwas, Vice-President of the Management Board.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 17**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2012-31.12.2012 by Elżbieta Filipiak, Chairman of the Board of Supervisors.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2012 - 31.12.2012 by Elżbieta Filipiak, Chairman of the Board of Supervisors.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 4,525,287 valid votes from 915,687 shares, which constituted 11.37% of the share capital. The resolution was passed with 4,525,287 votes "for", no votes "against" and no votes for "refrained", while proxy of shareholder Elżbieta Filipiak has not been participating in the vote.-----

RESOLUTION NO. 18

**of the General Shareholders' Meeting of Comarch S.A.  
dated the 26<sup>th</sup> of June, 2013**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2012 - 31.12.2012 by Maciej Brzeziński, Vice-Chairman of the Board of Supervisors.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2012 - 31.12.2012 by Maciej Brzeziński, Vice-Chairman of the Board of Supervisors.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 19**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 01.01.2012 - 31.12.2012 by Wojciech Kucharzyk, Member of the Board of Supervisors.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in the fiscal year 01.01.2012 - 31.12.2012 by Wojciech Kucharzyk, Member of the Board of Supervisors.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 20**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** acknowledging the fulfilment of duties in the fiscal year in the fiscal year 1.01.2012 - 31.12.2012 by Anna Ławrynowicz, Member of the Board of Supervisors.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2012 - 31.12.2012 by Anna Ławrynowicz, Member of the Board of Supervisors.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 21**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 01.01.2012 - 31.12.2012 by Tadeusz Syryjczyk, Member of the Board of Supervisors.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2012 - 31.12.2012 by Tadeusz Syryjczyk, Member of the Board of Supervisors.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 22**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 01.01.2012 - 31.12.2012 by Danuta Drobniak, Member of the Board of Supervisors.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in the fiscal year 01.01.2012 - 31.12.2012 by Danuta Drobniak, Member of the Board of Supervisors.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".



**RESOLUTION NO. 23**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** election of members of the Board of Supervisors.-----

*Acting on the basis of art. 385 pt. 1 of the Code of Commercial Companies and Partnerships and art. 15 pt. 8 of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Shareholders' Meeting appoints Mrs. Elzbieta Filipiak to the post of Chairman of the Board of Supervisors.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 24**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** election of members of the Board of Supervisors.-----

*Acting on the basis of art. 385 pt. 1 of the Code of Commercial Companies and Partnerships and art. 15 pt. 8 of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Shareholders' Meeting appoints Mr. Maciej Brzeziński to the post of Vice-Chairman of the Board of Supervisors.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 25**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** election of members of the Board of Supervisors.-----

*Acting on the basis of art. 385 pt. 1 of the Code of Commercial Companies and Partnerships and art. 15 pt. 8 of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Shareholders' Meeting appoints Mrs. Danuta Drobniak to the post of Member of the Board of Supervisors.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 26**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** election of members of the Board of Supervisors.-----

*Acting on the basis of art. 385 pt. 1 of the Code of Commercial Companies and Partnerships and art. 15 pt. 8 of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Shareholders' Meeting appoints Mr. Wojciech Kucharzyk to the post of Member of the Board of Supervisors.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 27**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** election of members of the Board of Supervisors.-----

*Acting on the basis of art. 385 pt. 1 of the Code of Commercial Companies and Partnerships and art. 15 pt. 8 of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Shareholders' Meeting appoints Mrs. Anna Ławrynowicz to the post of Member of the Board of Supervisors.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 28**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** election of members of the Board of Supervisors.-----

*Acting on the basis of art. 385 pt. 1 of the Code of Commercial Companies and Partnerships and art. 15 pt. 8 of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Shareholders' Meeting appoints Mrs. Anna Pruska to the post of Member of the Board of Supervisors.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 29**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** election of members of the Management Board.-----

*Acting on the basis of art. 15 pt. 9 of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Shareholders' Meeting appoints Mr. Janusz Filipiak to the post of President of the Management Board.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 30**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** election of members of the Management Board.-----

*Acting on the basis of art. 15 pt. 9 of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Shareholders' Meeting appoints Mr. Piotr Piątosza to the post of Vice-President of the Management Board.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".



**RESOLUTION NO. 31**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** election of members of the Management Board.-----

*Acting on the basis of art. 15 pt. 9 of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Shareholders' Meeting appoints Mr. Paweł Prokop to the post of Vice-President of the Management Board.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 32**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** election of members of the Management Board.-----

*Acting on the basis of art. 15 pt. 9 of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Shareholders' Meeting appoints Mr. Piotr Reichert to the post of Vice-President of the Management Board.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 33**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** election of members of the Management Board.-----

*Acting on the basis of art. 15 pt. 9 of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Shareholders' Meeting appoints Mr. Zbigniew Rymarczyk to the post of Vice-President of the Management Board.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 34**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** election of members of the Management Board.-----

*Acting on the basis of art. 15 pt. 9 of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Shareholders' Meeting appoints Mr. Konrad Tarański to the post of Vice-President of the Management Board.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 35**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** election of members of the Management Board.-----

*Acting on the basis of art. 15 pt. 9 of the company's Statute, General Meeting resolves the following:-----*

**§ 1.**

*General Shareholders' Meeting appoints Mr. Marcin Warwas to the post of Vice-President of the Management Board.-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

In secret ballot there were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,755,287 votes "for", no votes "against" and no votes for "refrained".

**RESOLUTION NO. 36**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** managerial option programme.-----

**PREAMBLE.**

*Bearing in mind that:-----*

- 1. work provided for Comarch S.A. and subsidiaries of Comarch S.A. by the company's members of the Management Board significantly affects financial results and goodwill of the company and Capital Group,-----*
- 2. remuneration of company's members of the Management Board does not reflect the significance of the activities of these persons for the success of the company and Capital Group,-----*
- 3. maintaining motivation of company's members of the Management Board is necessary in their efforts for the benefit of development of the company and Capital Group,-----*

*the following is hereby passed:*

**§ 1. THE INCENTIVE PROGRAMME.**

- 1. The Company hereby establishes an incentive programme for members of the Management Board of the company and the Capital Group (hereinafter referred to as the "Programme").-----*
- 2. The objective of the Programme is to create additional motivation for company's members of the Management Board, each time indicated in the respective resolution of the Supervisory Board (hereinafter referred to as the "Members of the Management Board"), by offering Comarch S.A. (hereinafter referred to as the "Company") shares. Increase in the Company's value shall constitute the basis for this offer and will be calculated as below.-----*

**§ 2. RULES FOR THE INCENTIVE PROGRAMME.**

- 1. The individual option shall be a share in the increase in capitalisation of the Company for each Member of the Management Board, expressed in PLN and defined as the Individual Option's Ratio multiplied by the increase in capitalisation of the Company.-----*
- 2. The Individual Option's Ratio shall be a share in the increase in capitalisation of the Company, expressed in per cent, and established by*

*the Supervisory Board in the resolution mentioned in § 2 section 3, for each Member of the Management Board.-----*

3. *In the fourth quarter of the year that precedes the year of the Programme execution, the Board of Supervisors shall establish a list of Members of the Management Board and Individual Option Ratios. The list of Members of the Management Board and Individual Option's Ratios will be established independently for each year of the Programme.-----*
4. *Total value of Individual Option Ratios for all Key Employees in the given year will amount to 3.6% (three and six tenths per cent) of the increase in the Company's capitalisation, calculated according to section 5.-----*
5. *Increase in capitalisation of the Company (hereinafter referred to as the "Increase in capitalisation of the Company") shall constitute the basis for calculation of the Individual Options (hereinafter referred to as the "Option"), calculated as follows:-----*
  - 5.1. *for 2014 – as the difference between the average capitalisation of the Company in 2014 and the average capitalisation of the Company in 2013,-----*
  - 5.2. *for 2015 – as the difference between the average capitalisation of the Company in 2015 and the average capitalisation of the Company in 2014,-----*
  - 5.3. *for 2016 – as the difference between the average capitalisation of the Company in 2016 and the average capitalisation of the Company in 2015,-----*

*where the average capitalisation of the Company in the given year is the arithmetical average of the daily capitalisations of the Company in the given year, and the daily capitalisation is the number of shares of the Company multiplied by the stock exchange closing rate for shares of the Company in the given day.-----*

6. *The programme shall be executed by offering to Members of the Management Board:-----*
  - 6.1. *in the year 2015 – for the Increase in capitalisation of the Company in 2014,-----*
  - 6.2. *in the year 2016 – for the Increase in capitalisation of the Company in 2015,-----*
  - 6.3. *in the year 2017 – for the Increase in capitalisation of the Company in 2016,-----*

*newly issued shares of the Company so that Individual Option value shall be:-----*

- a) *the difference between the stock exchange closing rate for shares of the Company in the given year beginning from 2014*

- and the issue price of shares offered to Members of the Management Board, multiplied by-----*
- b) *the number of shares offered to Members of the Management Board.-----*
7. *Dismissing a Member of the Management Board from the function in the Management Board of the Company or expiry of the term of their mandate, without simultaneous re-appointment to the Management Board during the Programme, results in loss of rights for acquisition of shares for the year in which the mentioned dismissal or expiry of term of mandate occurred.-----*
  8. *When a Member of the Management Board is an employee of the Company, termination of the contract of employment between the Company and the Member of the Management Board, irrespective of the legal grounds for this termination, during the Programme, results in loss of rights for acquisition of shares for the year in which this expiry of the contract of employment occurred. -----*
  9. *When a Member of the Management Board is an employee of the Company, absence at work of the Member of the Management Board longer than 3 (three) months, regardless of the reason, in particular regardless of the fact whether it is excused or unexcused absence, results in loss of rights to acquire shares for the year in which sum of absences exceeded 3 (three) months. The periods of paid holidays and unpaid leave due to secondment to the other subsidiary of the Capital Group are not included in the absence period which is mentioned in the previous sentence.-----*
  10. *The issue of shares within the Programme shall be executed on the principle of the target capital. The Company shall issue series L shares for Key Employees, following the principles set forth in this resolution and relevant resolutions of the Board of Supervisors, L1 in case of the first issue, L2 in case of the second issue and L3 in case of the third issue, respectively.-----*

### **§ 3. EXECUTION OF THE PROGRAMME**

1. *In the fourth quarter of the year that precedes the year of the Programme execution, the Supervisory Board is to pass the resolution mentioned in § 2 sec. 3.-----*
2. *Within 30 days of passage by the Supervisory Board of the above-mentioned resolution, the company shall conclude incentive Programme contracts with Members of the Management Board for the given year.-----*
3. *By the 31<sup>st</sup> of March of 2015, 2016 and 2017, respectively, the Supervisory Board of the Company shall:-----*



- 3.1. *state the meeting of the basic conditions for the Option's execution, i.e. the Increase in the Company's capitalisation,-----*
- 3.2. *determine the Increase in capitalisation of the Company pursuant to § 2 sec. 5 based on quotations of the Company in the Warsaw Stock Exchange S.A.,-----*
- 3.3. *determine, following the principles set forth in § 2 sec. 6, the issue price for shares issued within the Programme and determine the number of the issued shares, -----*
- 3.4. *approach the Management Board of the Company for passing a resolution on issuing shares in series L1, L2 and L3, respectively, defining the detailed parameters of these issues.-----*
4. *The Management Board of the Company is obliged to pass a resolution pursuant to the application of the Supervisory Board referred to in sec. 3 point 4), within not more than 45 days of the date of passing a corresponding resolution by the Supervisory Board and to ensure submission of the offer for assumption of shares within not more than 90 days of the date of passing the corresponding resolution by the Management Board.-----*

**§ 4. DUTIES OF THE SUPERVISORY BOARD  
AND MANAGEMENT BOARD OF THE COMPANY**

1. *The Supervisory Board is hereby authorised and obliged to set issue price for shares in series L1, L2 and L3 and determine the number of shares which will be issued for each Member of the Management Board.-----*
2. *The Management Board of the Company is hereby authorised and obliged to:-----*
  - 2.1. *pass all activities aimed at admission and introducing series L1, L2 and L3 shares into trading in the Warsaw Stock Exchange S.A. in Warsaw;-----*
  - 2.2. *conclude an agreement with the National Deposit for Securities S.A. on registration of series L1, L2 and L3 shares, mentioned in Art. 5 of the Act on Trading in Financial Instruments, for the purpose of their dematerialisation.-----*

**§ 5. FINAL PROVISION**

*This resolution comes into force on the date it is passed.-----*

There were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,751,942 votes “for”, 3,345 votes “against” and no votes for “refrained”.

**RESOLUTION NO. 37**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 26<sup>th</sup> of June, 2013**

**regarding:** changes in the company's Statute.-----

**§ 1.**

*General Shareholders' Meeting changes the company's Statute as follows:--*

*Previous article 9 section 3 and 4 of the company's statute is worded as follows:-----*

*„3. In the period by 27 June 2013, the Management Board is authorised to increase the share capital by the amount of PLN 500,000.00 (in words: five hundred thousand) (the target capital).--*

*4. The Management Board may execute the authorization referred to in Para 3 by way of one or several consecutive increases in the share capital within the limits set forth in Para 3. The target capital may be used only in order to grant shares to the company's employees in frames of the managerial options programme passed by the General Meeting.”-----*

**The new meaning is:-----**

*„3. In the period by 26 June 2016, the Management Board is authorised to increase the share capital by the amount of PLN 500,000.00 (in words: five hundred thousand) (the target capital).*

*4. The Management Board may execute the authorization referred to in Para 3 by way of one or several consecutive increases in the share capital within the limits set forth in Para 3. The target capital may be used only in order to grant shares in frames of the managerial options programme passed by the General Meeting.”-----*

**§ 2.**

*This resolution comes into force on the date it is passed.-----*

There were 8,755,287 valid votes from 1,761,687 shares, which constituted 21.88% of the share capital. The resolution was passed with 8,751,942 votes “for”, 3,345 votes “against” and no votes for “refrained”.