

RESOLUTION NO. 1
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

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 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the share capital.-----

The resolution was passed with 11,188,286 votes “for”, no votes “against” and no votes for “refrained”.-----

RESOLUTION NO. 2
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

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 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the share capital.-----

The resolution was passed with 11,182,162 votes "for", 6,124 votes for "refrained" and no votes "against".-----

RESOLUTION NO. 3
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

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

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

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the share capital.-----

The resolution was passed with 11,188,286 votes "for", no votes "against" and no votes for "refrained".-----

RESOLUTION NO. 4
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: the approval of Comarch S.A.'s financial statement for the fiscal year 1.01.2013 - 31.12.2013-----

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 2013 -31 December 2013 which consists of: -----

- 1) Introduction to the financial statement;-----
- 2) the balance sheet as of 31 December 2013, which shows total assets and liabilities of 1,009,603 thousand PLN; -----
- 3) the income statement for the period from 1 January 2013 to 31 December 2013 which shows a net profit of 45,584 thousand PLN;-----
- 4) the statement of changes in equity for the period from 1 January 2013 to 31 December 2013 showing an increase in equity of 31,660 thousand PLN;-----
- 5) the cash flow statement for the period from 1 January 2013 to 31 December 2013, which shows a decrease in the state of cash and cash equivalents of 26,657 thousand PLN; ---

- 6) additional information and commentary.-----

§ 2.

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

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the share capital.-----

The resolution was passed with 11,188,286 votes "for", no votes "against" and no votes for "refrained". -----

RESOLUTION NO. 5
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: the approval of the report of the Management Board regarding Comarch S.A.'s activities for the fiscal year 1.01.2013 - 31.12.2013-----

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 2013 -31 December 2013. -----

§ 2.

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

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the share capital.-----

The resolution was passed with 11,188,286 votes "for", no votes "against" and no votes for "refrained". -----

RESOLUTION NO. 6
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: the approval of the consolidated financial statement for the fiscal year 1.01.2013 - 31.12.2013-----

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 2013 -31 December 2013 which consists of: -----

- 1) the consolidated balance sheet as of 31 December 2013, which shows total assets and liabilities of 1,142,301 thousand PLN; -----
- 2) the consolidated income statement for the period from 1 January 2013 to 31 December 2013 which shows capital group's net profit of 23,254 thousand PLN;
- 3) the total income statement for the period from 1 January 2013 to 31 December 2013 which shows total income in the amount of 22,830 thousand PLN;-----
- 4) the statement of changes in consolidated equity showing an increase in equity of 12,769 thousand PLN;-----
- 5) the consolidated cash flow statement which shows an increase in the state of net cash and cash equivalents of 27,038 thousand PLN, for the period from 1 January 2013 to 31 December 2013; -----
- 6) additional information and annotations.-----

§ 2.

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

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the share capital.-----

The resolution was passed with 11,188,286 votes "for", no votes "against" and no votes for "refrained". -----

RESOLUTION NO. 7
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: the approval of the report of the Management Board regarding Comarch Capital Group's activities for the fiscal year 1.01.2013 - 31.12.2013-----

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 2013 -31 December 2013.---

§ 2.

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

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the share capital.-----

The resolution was passed with 11,188,286 votes "for", no votes "against" and no votes for "refrained". -----

RESOLUTION NO. 8
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: approving the report of the Board of Supervisors regarding activities of the Board of Supervisors in 2013 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 1.01.2013 - 31.12.2013, 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 1.01.2013 - 31.12.2013.-----

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 2013 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 1.01.2013 - 31.12.2013,-----
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 1.01.2013 - 31.12.2013-----

§ 2.

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

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the share capital.-----

The resolution was passed with 11,188,286 votes "for", no votes "against" and no votes for "refrained". -----

RESOLUTION NO. 9
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: distribution of net profit for the fiscal year 1.01.2013 - 31.12.2013-----

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 2013 -31 December 2013 net profit in the amount of PLN 45,584,120.35 (forty-five million five hundred eighty-four thousand one hundred and twenty zlotys and 35/100) will be distributed as follows:-

1) PLN 12,188,385 (twelve million one hundred eighty-eight thousand three hundred and eighty-five zlotys) will be paid as dividend. Persons who will be the company's shareholders on the day of 31st of July, 2014 will get the dividend in the amount of PLN 1.50 per one share. The dividend will be allocated to 8,125,590 shares. Dividend will be paid on the day of 18th of August, 2014.-----

b)The remaining part of the net profit in the amount of PLN 33,395,735.35 (thirty-three million three hundred ninety-five thousand seven hundred and thirty-five and 35/100) will be passed to supplementary capital. -----

§ 2.

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

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the share capital.-----

The resolution was passed with 6,347,242 votes "for", 4,830,081 votes "against" and 10,963 votes for "refrained". -----

RESOLUTION NO. 10
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: distribution previous year's net profit -----

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

§ 1.

General Shareholder's Meeting decides that the previous year's net profit in the amount of PLN 176,186.84 (one hundred seventy-six thousand one hundred and eighty-six zlotys and 84/100) will be passed in whole to supplementary capital.-----

§ 2.

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

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the share capital.-----
The resolution was passed with 10,803,996 votes "for", no votes "against" and 384,290 votes for "refrained". -----

RESOLUTION NO. 11
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: acknowledging the fulfilment of duties in the fiscal year 1.01.2013 - 31.12.2013
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 1.01.2013 - 31.12.2013
by Janusz Filipiak, President of the Management Board.-----

§ 2.

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

There were 6,516,646 valid votes from 3,095,046 shares, which constituted 38.09% of the
share capital.-----

The resolution was passed with 6,516,646 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. 12
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: acknowledging the fulfilment of duties in the fiscal year 1.01.2013 - 31.12.2013
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 1.01.2013 - 31.12.2013
by Paweł Prokop, Vice-President of the Management Board.-----

§ 2.

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

There were 11,113,578 valid votes from 4,157,578 shares, which constituted 51,17% of the
share capital.-----

The resolution was passed with 11,113,578 votes "for", no votes "against" and no votes for
"refrained", while shareholder Paweł Prokop has not been participating in the vote.-----

RESOLUTION NO. 13
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: acknowledging the fulfilment of duties in the fiscal year 01.01.2013 - 31.12.2013
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 1.01.2013 - 31.12.2013
by Piotr Piątosza, Vice-President of the Management Board.-----

§ 2.

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

There were 11,167,333 valid votes from 4,173,733 shares, which constituted 51.37% of the
share capital.-----

The resolution was passed with 11,167,333 votes "for", no votes "against" and no votes for
"refrained", while proxy of shareholder Piotr Piątosza has not been participating in the vote.

RESOLUTION NO. 14
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: acknowledging the fulfilment of duties in the fiscal year 01.01.2013 - 31.12.2013 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 01.01.2013 - 31.12.2013 by Konrad Tarański, Vice-President of the Management Board.-----

§ 2.

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

There were 11,178,109 valid votes from 4,184,509 shares, which constituted 51.50% of the share capital.-----

The resolution was passed with 11,178,109 votes "for", no votes "against" and no votes for "refrained", while proxy of shareholder Konrad Tarański has not been participating in the vote.-----

RESOLUTION NO. 15
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: acknowledging the fulfilment of duties in the fiscal year 01.01.2013 - 31.12.2013 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 1.01.2013 - 31.12.2013 by Zbigniew Rymarczyk, Vice-President of the Management Board.-----

§ 2.

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

There were 11,156,037 valid votes from 4,162,437 shares, which constituted 51.23% of the share capital.-----

The resolution was passed with 11,156,037 votes "for", no votes "against" and no votes for "refrained", while proxy of shareholder Zbigniew Rymarczyk has not been participating in the vote.-----

RESOLUTION NO. 16
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: acknowledging the fulfilment of duties in the fiscal year 01.01.2013 - 31.12.2013 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 01.01.2013 - 31.12.2013 by Piotr Reichert, Vice-President of the Management Board.-----

§ 2.

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

There were 11,178,109 valid votes from 4,184,509 shares, which constituted 51.50% of the share capital.-----

The resolution was passed with 11,178,109 votes "for", no votes "against" and no votes for "refrained", while proxy of shareholder Piotr Reichert has not been participating in the vote.

RESOLUTION NO. 17
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: acknowledging the fulfilment of duties in the fiscal year 01.01.2013 - 31.12.2013 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 01.01.2013 - 31.12.2013 by Marcin Warwas, Vice-President of the Management Board.-----

§ 2.

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

There were 11,178,109 valid votes from 4,184,509 shares, which constituted 51.50% of the share capital.-----

The resolution was passed with 11,178,109 votes "for", no votes "against" and no votes for "refrained", while proxy of shareholder Marcin Warwas has not been participating in the vote.

RESOLUTION NO. 18
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: acknowledging the fulfilment of duties in the fiscal year 1.01.2013-31.12.2013 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 1.01.2013 - 31.12.2013 by Elżbieta Filipiak, Chairman of the Board of Supervisors.-----

§ 2.

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

There were 6,958,286 valid votes from 3,348,686 shares, which constituted 41.21% of the share capital.-----

The resolution was passed with 6,958,286 votes "for", no votes "against" and no votes for "refrained", while shareholder Elżbieta Filipiak has not been participating in the vote.-----

RESOLUTION NO. 19
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: acknowledging the fulfilment of duties in the fiscal year 1.01.2013 - 31.12.2013
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 1.01.2013 - 31.12.2013
by Maciej Brzeziński, Vice-Chairman of the Board of Supervisors.-----

§ 2.

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

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the
share capital.-----

The resolution was passed with 11,188,286 votes "for", no votes "against" and no votes for
"refrained".-----

RESOLUTION NO. 20
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: acknowledging the fulfilment of duties in the fiscal year 01.01.2013 - 31.12.2013
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 01.01.2013 -
31.12.2013 by Danuta Drobniak, Member of the Board of Supervisors.-----

§ 2.

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

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the
share capital.-----

The resolution was passed with 11,188,286 votes "for", no votes "against" and no votes for
"refrained".-----

RESOLUTION NO. 21
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: acknowledging the fulfilment of duties in the fiscal year in the fiscal year 1.01.2013 - 31.12.2013 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 1.01.2013 - 31.12.2013 by Wojciech Kucharzyk, Member of the Board of Supervisors.-----

§ 2.

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

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the share capital.-----

The resolution was passed with 11,188,286 votes "for", no votes "against" and no votes for "refrained".-----

RESOLUTION NO. 22
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: acknowledging the fulfilment of duties in the fiscal year 01.01.2013 - 31.12.2013
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 1.01.2013 - 31.12.2013
by Anna Ławrynowicz, Member of the Board of Supervisors.-----

§ 2.

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

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the
share capital.-----

The resolution was passed with 11,188,286 votes "for", no votes "against" and no votes for
"refrained".-----

RESOLUTION NO. 23
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: acknowledging the fulfilment of duties in the fiscal year 01.01.2013 - 31.12.2013 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 01.01.2013 - 26.06.2013 by Tadeusz Syryjczyk, Member of the Board of Supervisors.-----

§ 2.

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

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the share capital.-----

The resolution was passed with 11,188,286 votes "for", no votes "against" and no votes for "refrained".-----

RESOLUTION NO. 24
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: acknowledging the fulfilment of duties in the fiscal year 01.01.2013 - 31.12.2013
by Anna Pruska, 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 26.06.2013 -
31.12.2013 by Anna Pruska, Member of the Board of Supervisors.-----

§ 2.

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

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the
share capital.-----

The resolution was passed with 11,188,286 votes "for", no votes "against" and no votes for
"refrained".-----

RESOLUTION NO. 25
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: to annul in part and to change resolution no. 36 of the General Shareholders' Meeting of Comarch S.A. dated the 26th of June, 2013 regarding the managerial option programme -----

Acting on the basis of art. 15 pt. 10) of the company's Articles of Association, Comarch S.A.'s General Meeting resolves the following:-----

§ 1.

Resolution no. 36 of the General Shareholders' Meeting of Comarch S.A. dated the 26th of June, 2013 regarding the managerial option programme shall be annulled as follows:-----

(i) § 2 pt. 5.2. shall be deleted;-----

(ii) § 2 pt. 5.3. shall be deleted;-----

(iii) § 2 sec. 6 shall be replaced as follows:-----

„The programme shall be executed by offering to Members of the Management Board in 2015 - Increase in capitalisation of the Company in 2014, 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 2014 and the issue price of shares offered to Members of the Management Board, and -----
- b) the number of shares offered to Members of the Management Board.”;-----

(iv) § 2 sec. 10 shall be replaced as follows:-----

„The issue of shares within the Programme shall be executed on the principle of the target capital. The Company shall issue series L1 shares for Key Employees, following the principles set forth in this resolution and relevant resolutions of the Board of Supervisors.”;--

(v) § 3 sec. 3 shall be replaced as follows:-----

„By the 31st of March of 2015 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, defining the detailed parameters of these issues.”;-----

(vi) § 4 sec. 1 shall be replaced as follows:-----

„The Supervisory Board is hereby authorised and obliged to set issue price for shares in series L1 and determine the number of shares which will be issued for each Member of the Management Board.”;-----

(vii) § 4 sec. 2 shall be replaced as follows:-----

„The Management Board of the Company is hereby authorised and obliged to:-----
2.1. pass all activities aimed at admission and introducing series L1 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, mentioned in Art. 5 of the Act on Trading in Financial Instruments, for the purpose of their dematerialisation.”-----

§ 2.

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

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the share capital.-----
The resolution was passed with 5,969,076 votes “for”, 4,834,920 votes “against” and 384,290 votes for “refrained”.-----

RESOLUTION NO. 26
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: to grant additional bonuses to the Management Board -----

Acting on the art. 15 pt. 10) of the company's Articles of Association, Comarch S.A.'s General Meeting resolves the following:-----

§ 1.

The Supervisory Board is authorized and obliged to prepare a new incentive program for the members of the company's Management Board which, beginning from the first of January, 2015, shall substitute the current managerial option program passed pursuant to the resolution no. 36 of the Annual General Meeting dated the 26th of June, 2013. New incentive program shall include additional monetary bonuses paid annually to members of the company's Management Board.-----

§ 2.

The Supervisory Board is authorized and obliged to adopt any resolution within the scope of where it will be necessary to be adopted in order to execute the resolution. The Supervisory Board is authorized and obliged to determine the content and sign agreements with members of the company's Management Board within the scope of where they will be necessary to be signed in order to execute the resolution.-----

§ 3.

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

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the share capital.-----

The resolution was passed with 5,969,076 votes "for", 4,839 votes "against" and 5,214,371 votes for "refrained".-----

RESOLUTION NO. 27
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: the dismissal of a Member of the Board of Supervisors-----

Acting on the basis of art. 392 of the Code of Commercial Companies and Partnerships, art. 15 pt. 8) and art. 17 sec. 1) of the company's Articles of Association, General Meeting resolves the following:-----

§ 1.

Anna Ławrynowicz is dismissed from the position of a Member of the Board of Supervisors.

§ 2.

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

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the share capital.-----

The resolution proposed by the shareholder **has not been passed** because there were 4,839 votes "against", 5,757,371 votes "for" and 5,757,371 votes for "refrained".-----

RESOLUTION NO. 28
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: the appointment of a Member of the Board of Supervisors-----

Acting on the basis of art. 385 of the Code of Commercial Companies and Partnerships, art. 15 pt. 8) and art. 17 sec. 1) of the company's Articles of Association, General Meeting resolves the following:-----

§ 1.

Robert Bednarski is appointed as a Member of the Board of Supervisors.-----

§ 2.

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

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the share capital.-----

The resolution was passed with 5,969,076 votes "for", 4,834,920 votes "against" and 384,290 votes for "refrained".-----

RESOLUTION NO. 29
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014

regarding: changes in remuneration of the Supervisory Board Members-----

Acting on the basis of art. 392 of the Code of Commercial Companies and Partnerships, art. 15 pt. 8) at the end of the company's Articles of Association, General Meeting resolves the following:-----

§ 1.

All previous resolutions of the General Meeting of the company relating to the remuneration of the Members of the Supervisory Board shall be annulled.-----

§ 2.

The remuneration shall be granted to:-----

- a) Chairperson of the Supervisory Board – in the amount of PLN 20,000.00 (twenty thousand zlotys)-----
- b) Member of the Supervisory Board – in the amount of PLN 5,000.00 (five thousand zlotys)-----

gross, paid every month till the 10th (tenth) day of the month for the previous month of fulfilling a function of the Member of the Supervisory Board and due in the above-mentioned amount for each (even incomplete but commenced) month of fulfilling a function of the Member of Supervisory Board.-----

§ 2.

This resolution comes into force on the 1st of July, 2014.-----

There were 11,188,286 valid votes from 4,194,686 shares, which constituted 51.62% of the share capital.-----

The resolution was passed with 10,640,447 votes "for", 547,839 votes "against" and 547,839 votes for "refrained".-----