

PROJECTS OF RESOLUTIONS

OF THE GENERAL ORDINARY
SHAREHOLDERS' MEETING
OF COMARCH S.A.

DATED THE 26TH OF JUNE, 2014

RESOLUTION NO. []
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 31,661 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.

**RESOLUTION NO. []
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.

RESOLUTION NO. []
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.

**RESOLUTION NO. []
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.

RESOLUTION NO. []
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.

**RESOLUTION NO. []
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 passed in whole to supplementary capital.

§ 2.

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

RESOLUTION NO. []
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.

**RESOLUTION NO. []
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.

**RESOLUTION NO. []
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.

**RESOLUTION NO. []
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.

RESOLUTION NO. []
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.

**RESOLUTION NO. []
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.

**RESOLUTION NO. []
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.

**RESOLUTION NO. []
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.

**RESOLUTION NO. []
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.

**RESOLUTION NO. []
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.

**RESOLUTION NO. []
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.

**RESOLUTION NO. []
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.

**RESOLUTION NO. []
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.

**RESOLUTION NO. []
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.

**RESOLUTION NO. []
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.

Grounds for the resolutions:

1. Ordinary General Shareholders' Meeting was convened by the Management Board on the basis of obligations resulting of the Code of Commercial Companies and Partnerships regulations.
2. Presentation of the projects of the resolutions 1-21 results of the duty according to the Code of Commercial Companies and Partnerships.