

PROJECTS OF RESOLUTIONS

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

DATED THE 25TH OF JUNE, 2012

RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 25th of June, 2012
regarding the approval of Comarch S.A.'s financial statement
for the fiscal year 1.01.2011 - 31.12.2011

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies' Code 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 2011 - 31 December 2011 which consists of:

- 1) Introduction to the financial statement;
- 2) the balance sheet as of 31 December 2011, which shows total assets and liabilities of 953,265 thousand PLN;
- 3) the income statement for the period from 1 January 2011 to 31 December 2011 which shows a net profit of 55,191 thousand PLN;
- 4) the statement of changes in equity for the period from 1 January 2011 to 31 December 2011 showing an increase in equity of 50,489 thousand PLN;
- 5) the cash flow statement for the period from 1 January 2011 to 31 December 2011, which shows a decrease in the state of cash and cash equivalents of 3,089 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 25th of June, 2012
regarding the approval of the report of the Management Board
regarding Comarch S.A.'s activities
for the fiscal year 1.01.2011 - 31.12.2011

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies' Code 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 2011 -31 December 2011.

§ 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 25th of June, 2012
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 Commercial Companies' Code, 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 2011 -31 December 2011 which consists of:

- 1) the consolidated balance sheet as of 31 December 2011, which shows total assets and liabilities of 1,022,474 thousand PLN;
- 2) the consolidated income statement for the period from 1 January 2011 to 31 December 2011 which shows capital group's net profit of 33,067 thousand PLN;
- 3) the total income statement for the period from 1 January 2011 to 31 December 2011 which shows total income in the amount of 29,687 thousand PLN;
- 4) the statement of changes in consolidated equity showing an increase in equity of 25,662 thousand PLN;
- 5) the consolidated cash flow statement which shows a decrease in the state of net cash and cash equivalents of 10,423 thousand PLN, for the period from 1 January 2011 to 31 December 2011;
- 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 25th of June, 2012
regarding the approval of the report of the Management Board
regarding Comarch Capital Group's activities
for the fiscal year 1.01.2011 - 31.12.2011**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies' Code 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 2011 -31 December 2011.

§ 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 25th of June, 2012
regarding approving the report of the Board of Supervisors regarding
activities of the Board of Supervisors in 2011 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 1.01.2011 - 31.12.2011,
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 1.01.2011 - 31.12.2011

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies' Code, 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 2011 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 1.01.2011 - 31.12.2011,
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 1.01.2011 - 31.12.2011

§ 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 25th of June, 2012
regarding distribution of net profit
for the fiscal year 1.01.2011 - 31.12.2011

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

§ 1.

General Shareholder's Meeting decides that the earned in the fiscal year 1 January 2011 -31 December 2011 net profit in the amount of **55,191,262.72 PLN (in writing: fifty-five million one hundred ninety-one thousand two hundred sixty-two PLN and 72/100)** will be passed in total 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 25th of June, 2012
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2011 - 31.12.2011
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 Commercial Companies' Code 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 1.01.2011 - 31.12.2011 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 25th of June, 2012
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2011 - 31.12.2011
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 Commercial Companies' Code 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 1.01.2011 - 31.12.2011 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 25th of June, 2012
regarding acknowledging the fulfilment of duties
in the fiscal year 01.01.2011 - 31.12.2011
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 Commercial Companies' Code 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 1.01.2011 - 31.12.2011 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 25th of June, 2012
regarding acknowledging the fulfilment of duties
in the fiscal year 01.01.2011 - 31.12.2011
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 Commercial Companies' Code 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 01.01.2011 - 31.12.2011 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 25th of June, 2012
regarding acknowledging the fulfilment of duties
in the fiscal year 01.01.2011 - 31.12.2011
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 Commercial Companies' Code 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 1.01.2011 - 31.12.2011 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 25th of June, 2012
regarding acknowledging the fulfilment of duties
in the fiscal year 01.01.2011 - 31.12.2011
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 Commercial Companies' Code 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 01.01.2011 - 31.12.2011 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 25th of June, 2012
regarding acknowledging the fulfilment of duties
in the fiscal year 01.01.2011 - 31.12.2011
by Marcin Warwas, Vice-President of the Management Board**

on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies' Code 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 01.01.2011 - 31.12.2011 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 25th of June, 2012
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2011-31.12.2011
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 Commercial Companies' Code 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 1.01.2011 - 31.12.2011 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 25th of June, 2012
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2011 - 31.12.2011
by Maciej Brzeziński, Vice-Chairman of the Board of Supervisor**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies' Code 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 1.01.2011 - 31.12.2011 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 25th of June, 2012
regarding acknowledging the fulfilment of duties
in the fiscal year 01.01.2011 - 31.12.2011
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 Commercial Companies' Code 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 01.01.2011 - 31.12.2011 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 25th of June, 2012
regarding acknowledging the fulfilment of duties
in the fiscal year in the fiscal year 1.01.2011 - 31.12.2011
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 Commercial Companies' Code 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 1.01.2011 - 31.12.2011 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 25th of June, 2012
regarding acknowledging the fulfilment of duties
in the fiscal year 01.01.2011 - 31.12.2011
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 Commercial Companies' Code 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 1.01.2011 - 31.12.2011 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 25th of June, 2012
regarding acknowledging the fulfilment of duties
in the fiscal year 01.01.2011 - 29.06.2011
by Maciej Czapiewski, Member of the Board of Supervisors**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies' Code 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 01.01.2011 - 29.06.2011 by Maciej Czapiewski, 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 25th of June, 2012
regarding acknowledging the fulfilment of duties
in the fiscal year 29.06.2011 - 31.12.2011
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 Commercial Companies' Code 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 29.06.2011 - 31.12.2011 by Danuta Drobniak, Member of the Board of Supervisors.

§ 2.

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

Justifications for the resolutions:

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