

Appendix no. 1

**RESOLUTION NO. []
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.