

**RESOLUTION NUMBER 1**  
**of the General Shareholders' Meeting of ComArch S.A.**  
**dated 22 June 2009**  
**regarding the approval of ComArch S.A.'s financial statement**  
**for the fiscal year 1.01.2008 - 31.12.2008**

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 2008 - 31 December 2008 which consists of:

- 1) Introduction to the financial statement;
- 2) the balance sheet as of 31 December 2008, which shows total assets and liabilities of 732,520,432.82 PLN;
- 3) the income statement for the period from 1 January 2008 to 31 December 2008 which shows a net profit of 39,144,140.73 PLN;
- 4) the statement of changes in equity for the period from 1 January 2008 to 31 December 2008 showing an increase in equity of 191,836,083.69 PLN;
- 5) the cash flow statement for the period from 1 January 2008 to 31 December 2008, which shows a decrease in the state of cash and cash equivalents of 11,336,152.29 thousand PLN;
- 6) additional information.

**§ 2.**

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

**RESOLUTION NUMBER 2**  
**of the General Shareholders' Meeting of ComArch S.A.**  
**22 June 2009**  
**regarding the approval of the report of the Management Board**  
**regarding ComArch S.A.'s activities**  
**for the fiscal year 1.01.2008 - 31.12.2008**

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 2008 -31 December 2008.

**§ 2.**

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

**RESOLUTION NUMBER 3**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding the approval of the report of the Board of Supervisors**  
**regarding activities of the Board of Supervisors**  
**for the fiscal year 1.01.2008 - 31.12.2008,**  
**as well as the audit of the company's financial statement**  
**and the report of the Management Board**  
**regarding ComArch S.A.'s activities**  
**for the fiscal year 1.01.2008 - 31.12.2008**

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 2008 including assessment of the company's situation,
2. the report of the audit of the company's financial statement and the report of the Management Board regarding activities of the company for the fiscal year 1 January 2008 -31 December 2008.

**§ 2.**

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

**RESOLUTION NUMBER 4**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding the approval of the**  
**consolidated ComArch S.A.'s financial statement**  
**for the fiscal year 1.01.2008 - 31.12.2008**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies' Code and art. 63c sec. 4 of the Accounting Act 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 2008 -31 December 2008 which consists of:

- 1) the consolidated balance sheet as of 31 December 2008, which shows total assets and liabilities of 915,247 thousand PLN;
- 2) the consolidated income statement for the period from 1 January 2008 to 31 December 2008 which shows a capital group's net profit of 201,222 thousand PLN;
- 3) the statement of changes in consolidated equity showing an increase in equity of 233,394 thousand PLN;
- 4) the consolidated cash flow statement which shows an increase in the state of net cash and cash equivalents of 146,977 thousand PLN, for the period from 1 January 2008 to 31 December 2008;
- 5) additional information.

**§ 2.**

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

**RESOLUTION NUMBER 5**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding the approval of the report of the Management Board**  
**regarding ComArch Capital Group's activities**  
**for the fiscal year 1.01.2008 - 31.12.2008**

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 2008 -31 December 2008.

**§ 2.**

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

**RESOLUTION NUMBER 6**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding the approval of the report of the Board of Supervisors**  
**regarding audit of the company's consolidated financial statement**  
**and report of the Management Board**  
**regarding ComArch S.A. Capital Group's activities**  
**for the fiscal year 1.01.2008 - 31.12.2008**

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 the report of the Board of Supervisors regarding audit of ComArch S.A.'s consolidated financial statement and the report of the Management Board regarding activities of ComArch Capital Group for the fiscal year 1 January 2008 -31 December 2008.

**§ 2.**

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

**RESOLUTION NUMBER 7**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding distribution of net profit**  
**for the fiscal year 1.01.2007 - 31.12.2007**

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 2008 -31 December 2008 net profit in the amount of **39,144,140.73 PLN (in writing: thirty-nine million one hundred forty-four thousand one hundred forty PLN and 73/100)** will be passed in total to supplementary capital.

**§ 2.**

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

**RESOLUTION NUMBER 8a**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding acknowledging the fulfilment of duties**  
**in the fiscal year 1.01.2008 - 31.12.2008**  
**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 1.01.2008 - 31.12.2008 by Janusz Filipiak, President of the Management Board.

**§ 2.**

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



**RESOLUTION NUMBER 8b**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding acknowledging the fulfilment of duties**  
**in the fiscal year 1.01.2008 - 31.12.2008**  
**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 company's Statute, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2008 - 31.12.2008 by Paweł Prokop, Vice President of the Management Board.

**§ 2.**

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

**RESOLUTION NUMBER 8c**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding acknowledging the fulfilment of duties**  
**in the fiscal year 1.01.2008 - 31.12.2008**  
**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 company's Statute, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2008 - 31.12.2008 by Piotr Piątosza, Vice President of the Management Board.

**§ 2.**

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

**RESOLUTION NUMBER 8d**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding acknowledging the fulfilment of duties**  
**in the fiscal year 1.01.2008 - 31.12.2008**  
**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 company's Statute, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2008 - 31.12.2008 by Zbigniew Rymarczyk, Vice President of the Management Board.

**§ 2.**

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

**RESOLUTION NUMBER 8e**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding acknowledging the fulfilment of duties**  
**in the fiscal year 1.01.2008 - 31.12.2008**  
**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 company's Statute, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 01.01.2008 - 31.12.2008 by Piotr Reichert, Vice President of the Management Board.

**§ 2.**

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

**RESOLUTION NUMBER 8f**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding acknowledging the fulfilment of duties**  
**in the fiscal year 1.01.2008 - 31.12.2008**  
**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 Commercial Companies' Code and art. 15 pt. 3 of company's Statute, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 01.01.2008 - 31.12.2008 by Marcin Warwas, Vice President of the Management Board.

**§ 2.**

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

**RESOLUTION NUMBER 8g**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding acknowledging the fulfilment of duties**  
**in the fiscal year 01.01.2008 - 31.12.2008**  
**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 company's Statute, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 25.06.2008 - 31.12.2008 by Konrad Tarański, Vice President of the Management Board.

**§ 2.**

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

**RESOLUTION NUMBER 9a**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding acknowledging the fulfilment of duties**  
**in the fiscal year 1.01.2008 - 31.12.2008**  
**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 company's Statute, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2008 - 31.12.2008 by Elżbieta Filipiak, Chairman of the Board of Supervisors.

**§ 2.**

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

**RESOLUTION NUMBER 9b**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding acknowledging the fulfilment of duties**  
**in the fiscal year 1.01.2008 - 31.12.2008**  
**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 company's Statute, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2008 - 31.12.2008 by Maciej Brzeziński, Vice Chairman of the Board of Supervisors.

**§ 2.**

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



**RESOLUTION NUMBER 9c**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding the acknowledging the fulfilment of duties**  
**in the fiscal year 1.01.2008 - 31.12.2008**  
**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 company's Statute, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2008 - 31.12.2008 by Wojciech Kucharzyk, Member of the Board of Supervisors.

**§ 2.**

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

**RESOLUTION NUMBER 9d**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding the acknowledging the fulfilment of duties**  
**in the fiscal year 1.01.2008 - 31.12.2008**  
**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 company's Statute, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2008 - 31.12.2008 by Anna Ławrynowicz, Member of the Board of Supervisors.

**§ 2.**

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

**RESOLUTION NUMBER 9e**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding the acknowledging the fulfilment of duties**  
**in the fiscal year 1.01.2008 - 31.12.2008**  
**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 company's Statute, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in the fiscal year 01.01.2008 - 31.12.2008 by Tadeusz Syryjczyk, Member of the Board of Supervisors.

**§ 2.**

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

**RESOLUTION NUMBER 9f**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding the acknowledging the fulfilment of duties**  
**in the fiscal year 1.01.2008 - 31.12.2008**  
**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 company's Statute, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in the fiscal year 25.06.2008 - 31.12.2008 by Maciej Czapiewski, Member of the Board of Supervisors.

**§ 2.**

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

**RESOLUTION NUMBER 10**  
**of the General Shareholders' Meeting of ComArch S.A. 22 June 2009**  
**regarding changes in the company's Statute**

**§ 1.**

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

**1. Article 4 is worded as follows:**

*"The subject matter of activities of the Company is:*

- 1) Software activities (62.01.Z PKD),*
- 2) Advisement within the scope of informatics (62.02.Z PKD),*
- 3) Activities within the scope of IT hardware management (62.03.Z PKD),*
- 4) Other activities within the scope of informatics and computer technologies (62.09.Z PKD),*
- 5) Data processing; hosting and similar activities (63.11.Z PKD),*
- 6) Web portals activities (63.12.Z PKD),*
- 7) Other services activities within the scope of information, which were not classified elsewhere (63.99.Z PKD),*
- 8) Editorial activities within the scope of other software (58.29.Z PKD),*
- 9) Editorial activities within the scope of computer games (58.21.Z PKD),*
- 10) Other editorial activities (58.19.Z PKD),*
- 11) Service and maintenance of computer hardware and peripheral devices (95.11.Z PKD),*
- 12) Service and maintenance of (tele)communication hardware (95.12.Z PKD),*
- 13) Reproduction of computer data carriers (18.20.Z PKD),*
- 14) Activities within the scope of wire telecommunication (61.10.Z PKD),*
- 15) Activities within the scope of wireless telecommunication, excluding satellite telecommunication (61.20.Z PKD),*
- 16) Activities within the scope of satellite telecommunication (61.30.Z PKD),*
- 17) Activities within other forms of telecommunication (61.90.Z PKD),*
- 18) Research and development work within the scope of other natural and technical sciences (72.19.Z PKD),*
- 19) Research and development work within the scope of biotechnology (72.11.Z PKD),*
- 20) Production of electronic elements (26.11.Z PKD),*
- 21) Production of electronic printed circuit boards (26.12.Z PKD),*
- 22) Production of computer and peripheral devices (26.20.Z PKD),*
- 23) Production of (tele)communication hardware (26.30.Z PKD),*
- 24) Production of electronic hardware for common use (26.40.Z PKD),*
- 25) Production of machines and office devices, excluding computer and peripheral devices (28.23.Z PKD),*
- 26) Service and maintenance of machines (33.12.Z PKD),*
- 27) Service and maintenance of electronic and optic devices (33.13.Z PKD),*
- 28) Service and maintenance of electric devices (33.14.Z PKD),*

- 29) *Installation of industry machines, hardware and equipment (33.20.Z PKD),*
- 30) *Wholesale of computers, peripheral devices and software (46.51.Z PKD),*
- 31) *Wholesale of electronic and telecommunication hardware, as well as their elements (46.52.Z PKD),*
- 32) *Retail of computers, peripheral devices and software undertaken in specialized retail outlets (47.41.Z PKD),*
- 33) *Retail of telecommunication hardware undertaken in specialized retail outlets (47.42.Z PKD),*
- 34) *Retail undertaken through mail-order houses or Internet (47.91.Z PKD),*
- 35) *Road transport of items (49.41.Z PKD),*
- 36) *Warehousing and storage of other items (52.10.B PKD),*
- 37) *Finance leasing (64.91.Z PKD),*
- 38) *The purchase and sale of real estate properties on its own account (68.10.Z PKD),*
- 39) *Rental and management of owned or leased real estate properties (68.20.Z PKD),*
- 40) *Intermediation within the scope of real estate properties' dealing (68.31.Z PKD),*
- 41) *Rental and lease of machines and office devices, including computers (77.33.Z PKD),*
- 42) *Other forms of sports education as well as sport and recreational activities (85.51.Z PKD),*
- 43) *Other extramural forms of education, which were not classified elsewhere (85.59.B PKD),*
- 44) *Activities supporting education 85.60.Z PKD),*
- 45) *Other activities supporting business activities, which were not classified elsewhere (82.99.Z PKD),*
- 46) *Sports facilities activities (93.11.Z PKD),*
- 47) *Other sports related activities (93.19.Z PKD)."*

## **2. Article 7 section 1 is worded as follows:**

*"The Company's share capital comes to 7,960,596.00 PLN (in words: seven million nine hundred sixty thousand five hundred ninety-six PLN) and is divided into 7,960,596.00 (in words: seven million nine hundred sixty thousand five hundred ninety-six) shares, including: 1,748,400 (one million seven hundred forty-eight thousand four hundred) registered preference shares of nominal value of 1.00 PLN every share and 6,212,196 (six million two hundred twelve thousand one hundred ninety-six) ordinary bearer shares of nominal value of 1.00 PLN every share, including:*

- 1) *864,800 series A registered preference shares,*
- 2) *75,200 series A ordinary bearer shares,*
- 3) *883,600 series B registered preference shares,*
- 4) *56,400 series B ordinary bearer shares,*
- 5) *3,008,000 series C ordinary bearer shares,*
- 6) *1,200,000 series D ordinary bearer shares,*
- 7) *638,600 series E ordinary bearer shares,*
- 8) *125,787 series G ordinary bearer shares,*
- 9) *102,708 series G3 ordinary bearer shares,*

- 10) 563,675 series H ordinary bearer shares,*
- 11) 441,826 series I2 ordinary bearer shares.”*

## **§ 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 projects of the resolutions no. 1-9 adopting the relevant ComArch's financial statement and the consolidated financial statement, the reports of the Management Board and the Board of Supervisors of the activities, as well as related to the distribution of the profit for 2007 and acknowledging the fulfilment of duties by the members of the Management Board and the Board of Supervisors results of the duty according to the Commercial Companies' Code.
3. Presentation of the project of the resolution no. 10 results from the intention to adjust the wording of the statute to the changes in the Polish Classification of Activities (PKD 2007) established by the Regulation of the Council of Ministers on 24<sup>th</sup> of December, 2007 (Journal of Laws No. 251, pos. 1885), as well as the intention to adjust the wording of the statute in relation to the number of shares to the current situation after conversion of registered preference share into ordinary bearer shares.