

RESOLUTION NO. 1
of the General Shareholders' Meeting of Comarch S.A.
dated the 25th of June, 2012

regarding: election of the Chairman of the General Meeting.-----

Pursuant to art. 409 § 1 of the Commercial Companies Code, Ordinary General Shareholders' Meeting of Comarch S.A. with its registered seat in Krakow, elects Mr. Paweł Prokop a Chairman of the General Meeting.-----

There were 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,706,438 votes "for", no votes "against" and 47,000 votes for "refrained".

RESOLUTION NO. 2
of the General Shareholders' Meeting of Comarch S.A.
dated the 25th of June, 2012

regarding: removing from the agenda of the meeting the point regarding the election of the Returns Committee.-----

Ordinary 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 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,753,438 votes "for", no votes "against" and no votes for "refrained".

RESOLUTION NO. 3
of the General Shareholders' Meeting of Comarch S.A.
dated the 25th of June, 2012

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

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

- 1. Opening of the Meeting.-----*
- 2. Election of the Chairman of the Meeting. -----*
- 3. Voting on agenda of the Meeting. -----*
- 4. Speech of the Chairman of the company's Board of Supervisors.-----*
- 5. Speech of the President of the company's Management Board.-----*
- 6. Consideration of the reports of the company's authorities and the company's financial statement and the consolidated financial statement for the fiscal year 1.01.2011 - 31.12.2011.-----*
- 7. Voting on the resolutions on:-----*
 - 1) approving the company's financial statement for the fiscal year 1.01.2011 - 31.12.2011;-----*
 - 2) approving the report of the Management Board regarding the activities of the company in 2011;-----*
 - 3) approving the consolidated financial statement of the Comarch Group for the fiscal year 1.01.2011 - 31.12.2011;-----*
 - 4) approving the report of the Management Board of Comarch S.A. regarding the activities of the Comarch Group in 2011;-----*
 - 5) approving the report of the Board of Supervisors regarding activities of the Board of Supervisors in 2011 and regarding assessment of the company'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 Comarch Capital Group's activities for the fiscal year 1.01.2011 - 31.12.2011;-----*
 - 6) distribution of the company's net profit for the fiscal year 1.01.2011 - 31.12.2011; -----*
 - 7) acknowledging the fulfilment of duties by the members of the Management Board in the fiscal year 1.01.2011 - 31.12.2011;-----*
 - 8) acknowledging the fulfilment of duties by the members of the Board of Supervisors in the fiscal year 1.01.2011 - 31.12.2011.-----*
- 8. Closing of the Meeting.-----*

There were 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,753,438 votes “for”, no votes “against” and no votes for “refrained”.-----

RESOLUTION NO. 4
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.-----

There were 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,753,438 votes "for", no votes "against" and no votes for "refrained".-----

RESOLUTION NO. 5
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.-----

There were 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,753,438 votes "for", no votes "against" and no votes for "refrained".-----

RESOLUTION NO. 6
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.

There were 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,753,438 votes "for", no votes "against" and no votes for "refrained".-----

RESOLUTION NO. 7
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.-----

There were 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,753,438 votes "for", no votes "against" and no votes for "refrained".-----

RESOLUTION NO. 8
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.-----

There were 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,753,438 votes "for", no votes "against" and no votes for "refrained".-----

RESOLUTION NO. 9
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 divided as follows:-----*

1. 12,077,455.50 (twelve million seventy-seven thousand four hundred fifty-five and 50/100) will be paid as dividend. Persons who will be the company's shareholders on the 31st of July, 2012, will receive the dividend in the amount of 1.50 PLN per one share. The dividend will be allocated to 8,051,637 shares and paid out on the 16th of August, 2012.-----

2. The remaining part of the net profit in the amount of 43,113,807.22 PLN (forty-three million one hundred thirteen thousand eight hundred seven and 22/100) will be passed in total to supplementary capital.-----

§ 2.

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

There were 4,288,438 valid votes from 866,838 shares, which constituted 10.77% of the share capital. The resolution was passed with 4,230,002 votes "for", 50,444 votes "against" and 7,992 votes for "refrained".-----

RESOLUTION NO. 10
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.-----

There were 4,288,438 valid votes from 866,838 shares, which constituted 10.77% of the share capital. The resolution was passed in secret ballot, unanimously with 4,288,438 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. 11
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.-----

There were 8,706,438 valid votes from 1,750,438 shares, which constituted 21.74% of the share capital. The resolution was passed in secret ballot, unanimously with 8,706,438 votes "for", no votes "against" and no votes for "refrained", while shareholder Paweł Prokop has not been participating in the vote.-----

RESOLUTION NO. 12
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.-----

There were 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,753,438 votes "for", no votes "against" and no votes for "refrained".-----

RESOLUTION NO. 13
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.

There were 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,753,438 votes "for", no votes "against" and no votes for "refrained".-----

RESOLUTION NO. 14
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.

There were 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,753,438 votes "for", no votes "against" and no votes for "refrained".-----

RESOLUTION NO. 15
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.-----

There were 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,753,438 votes "for", no votes "against" and no votes for "refrained".-----

RESOLUTION NO. 16
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.-----

There were 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,753,438 votes "for", no votes "against" and no votes for "refrained".-----

RESOLUTION NO. 17
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.-----

There were 58,438 valid votes from 20.838 shares, which constituted 0.26% of the share capital. The resolution was passed in secret ballot, unanimously with 58,438 votes "for", no votes "against" and no votes for "refrained", while proxy of shareholder Elżbieta Filipiak has not been participating in the vote.-----

RESOLUTION NO. 18
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.-----

There were 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,753,438 votes "for", no votes "against" and no votes for "refrained".-----

RESOLUTION NO. 19
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.-----

There were 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,753,438 votes "for", no votes "against" and no votes for "refrained".-----

RESOLUTION NO. 20
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.

There were 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,753,438 votes "for", no votes "against" and no votes for "refrained".-----

RESOLUTION NO. 21
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.-----

There were 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,753,438 votes "for", no votes "against" and no votes for "refrained".-----

RESOLUTION NO. 22
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.-----

There were 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,753,438 votes "for", no votes "against" and no votes for "refrained".-----

RESOLUTION NO. 23
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.-----

There were 8,753,438 valid votes from 1,759,838 shares, which constituted 21.86% of the share capital. The resolution was passed with 8,753,438 votes "for", no votes "against" and no votes for "refrained".-----