

RESOLUTION NUMBER 1
of the General Shareholders' Meeting of ComArch S.A. dated 22 June 2006
regarding the approval of ComArch S.A.'s financial statement for the fiscal
year 1.01.2005 - 31.12.2005

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 2005 - 31 December 2005 which consists of:

- 1) the balance sheet as of 31 December 2005, which shows total assets and liabilities of PLN 328,188 thousand;
- 2) the profit and loss account for the period from 1 January 2005 to 31 December 2005 which shows a net profit of PLN 29,088 thousand;
- 3) the statement of changes in equity for the period from 1 January 2005 to 31 December 2005 showing an increase in equity of PLN 29,132 thousand;
- 4) the cash flow statement for the period from 1 January 2005 to 31 December 2005, which shows an increase in the state of net cash and cash equivalents of PLN 19,598 thousand;
- 5) 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. dated 22 June 2006
regarding the approval of the report of the Management Board regarding
ComArch S.A.'s activities for the fiscal year 1.01.2005 - 31.12.2005

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 2005 -31 December 2005.

§ 2.

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

RESOLUTION NUMBER 3
of the General Shareholders' Meeting of ComArch S.A. dated 22 June 2006
regarding the approval of the report of the Board of Supervisors regarding
activities of the Board of Supervisors for the fiscal year 1.01.2005 -
31.12.2005, and the audit of the Company's financial statement and of the
report of the Management Board regarding ComArch S.A.'s activities for
the fiscal year 1.01.2005 - 31.12.2005

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:

1. the report of the Board of Supervisors regarding activities of the Board of Supervisors in 2005 including assessment of the Company's situation
2. the report of the audit of the Company's financial statement and of the report of the Management Board regarding activities of the Company for the fiscal year 1 January 2005 -31 December 2005.

§ 2.

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

RESOLUTION NUMBER 4
of the General Shareholders' Meeting of ComArch S.A. dated 22 June 2006
regarding the approval of the consolidated ComArch S.A.'s financial
statement for the fiscal year 1.01.2005 - 31.12.2005

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 consolidated financial statement for the fiscal year 1 January 2005 -31 December 2005 which consists of:

- 1) the consolidated balance sheet as of 31 December 2005, which shows total assets and liabilities of PLN 346,847 thousand;
- 2) the consolidated profit and loss account for the period from 1 January 2005 to 31 December 2005 which shows a capital group's net profit of PLN 27,763 thousand;
- 3) the statement of changes in consolidated equity showing an increase in equity of PLN 28,937 thousand;
- 4) the consolidated cash flow statement which shows an increase in the state of net cash and cash equivalents of PLN 19,598 thousand, for the period from 1 January 2005 to 31 December 2005;
- 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. dated 22 June 2006
regarding the approval of the report of the Management Board regarding
ComArch Capital Group's activities for the fiscal year 1.01.2005 -
31.12.2005

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 2005 -31 December 2005.

§ 2.

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

RESOLUTION NUMBER 6
of the General Shareholders' Meeting of ComArch S.A. dated 22 June 2006
regarding the approval of the report of the Board of Supervisors regarding
audit of the Company's consolidated financial statement and of the report
of the Management Board regarding ComArch S.A. Capital Group's
activities for the fiscal year 1.01.2005 - 31.12.2005

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 Board of Supervisors regarding audit of ComArch S.A.'s consolidated financial statement and of the report of the Management Board regarding activities of ComArch Capital Group for the fiscal year 1 January 2005 -31 December 2005.

§ 2.

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

RESOLUTION NUMBER 7
of the General Shareholders' Meeting of ComArch S.A. dated 22 June 2006
regarding distribution of net profit for the fiscal year 1.01.2005 -
31.12.2005

Acting on the basis of art. 395 § 2 pt. 2 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 decides that the earned in the fiscal year 1 January 2005 -31 December 2005 net profit in the amount of PLN 29,087,956.79 (in writing: twenty nine million eighty seven thousand ninety hundred fifty six PLN and 79/100) 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. dated 22 June 2006
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2005 - 31.12.2005 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 1.01.2005 - 31.12.2005 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. dated 22 June 2006
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2005 - 31.12.2005 by Rafał Chwast, 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 1.01.2005 - 31.12.2005 by Rafał Chwast, 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. dated 22 June 2006
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2005 - 31.12.2005 by Tomasz Maciantowicz, 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 the fiscal year 1.01.2005 - 31.12.2005 by Tomasz Maciantowicz, 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. dated 22 June 2006
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2005 - 31.12.2005 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 1.01.2005 - 31.12.2005 by Paweł Prokop, 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. dated 22 June 2006
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2005 - 31.12.2005 by Paweł Przewięźlikowski, 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 the fiscal year 1.01.2005 - 31.12.2005 by Paweł Przewięźlikowski, 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. dated 22 June 2006
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2005 - 31.12.2005 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 the fiscal year 1.01.2005 - 31.12.2005 by Zbigniew Rymarczyk, 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. dated 22 June 2006
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2005 - 31.12.2005 by Christophe Debou, Member 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 1.01.2005 - 31.12.2005 by Christophe Debou, Member of the Management Board.

§ 2.

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

RESOLUTION NUMBER 8h
of the General Shareholders' Meeting of ComArch S.A. dated 22 June 2006
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2005 - 39.03.2005 by Robert Chwastek, Member 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 1.01.2005 - 31.12.2005 by Robert Chwastek, Member 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. dated 22 June 2006
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2005 - 31.12.2005 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 1.01.2005 - 31.12.2005 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. dated 22 June 2006
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2005 - 31.12.2005 by Krzysztof Zieliński, Vice 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 1.01.2005 - 31.12.2005 by Krzysztof Zielinski, 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. dated 22 June 2006
regarding the acknowledging the fulfilment of duties in the fiscal year
1.01.2005 - 31.12.2005 by Maciej Brzeziński, 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 1.01.2005 - 31.12.2005 by Maciej Brzeziński, 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. dated 22 June 2006
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2005 - 31.12.2005 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 1.01.2005 - 31.12.2005 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. dated 22 June 2006
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2005 - 31.12.2005 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 1.01.2005 - 31.12.2005 by Wojciech Kucharzyk, 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. dated 22 June 2006
regarding changes of the Company's Management Board personnel

Acting on the basis of art. 15 pt. 9 of Company's Statute, General Meeting resolves the following:

§ 1.

General Shareholders' Meeting appoints Mr. Piotr Piątosza to the post of Vice President of ComArch S.A.'s Management Board.

§ 2.

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

RESOLUTION NUMBER 11
of the General Shareholders' Meeting of ComArch S.A. dated 22 June 2006
regarding changes in the Company's Statute

Acting on the basis of art. 430 § 1 of Commercial Companies Code and art. 15 pt. 11) of the Company's Statute, General Meeting resolves the following:

§ 1.

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

Article 7 section 1 is worded as follows:

"The Company's share capital comes to 7.518.770,00 PLN (in words: seven million five hundred eighteen thousand seven hundred seventy PLN) and is divided into 7.518.770,00 (in words: seven million five hundred eighteen thousand seven hundred seventy) shares, including: 1.767.200 (one million seven hundred sixty seven thousand two hundred) registered preference shares at nominal value PLN 1,00 every share and 5.751.570 (five million seven hundred fifty one thousand five hundred seventy) ordinary bearer shares at nominal value PLN 1,00 every, including:

- 1) 883,600 series A registered preference shares,
- 2) 86,400 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"

§ 2.

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

RESOLUTION NUMBER 12
of the General Shareholders' Meeting of ComArch S.A. dated 22 June 2006
regarding changes in the Resolution Number 51 of the Ordinary General
ComArch S.A. Shareholders' Meeting dated 30 June 2005, regarding
programme of managerial option for members of the Management Board
and key employees of the Company

§ 1.

1. In § 1 of Resolution number 51 of the Ordinary General ComArch S.A. Shareholders' Meeting dated 30 June 2005 regarding programme of managerial option for members of the Management Board and key employees the following changes are done:

- 1) in § 1 sec. 2 of the above resolution pt. „2.3. Tomasz Maciantowicz” is removed,
- 2) in § 1 sec. 2 of the above resolution pt. „2.7. Christophe Debou” is removed,
- 3) in § 1 sec. of the above resolution pt. „3.10. Marek Wojciechowski” is removed,
- 4) in § 1 sec. 7 of the above resolution pt. „7.3. Tomasz Maciantowicz – 0,4% (cztery dziesiąte procenta) Wzrostu kapitalizacji Spółki” is removed,
- 5) in § 1 sec. 7 of the above resolution pt. „7.7. Christophe Debou – 0,4% (cztery dziesiąte procenta) Wzrostu kapitalizacji Spółki” is removed,
- 6) in § 1 sec. 7 of the above resolution pt. „7.17. Marek Wojciechowski – 0,2% (dwie dziesiąte procenta) Wzrostu kapitalizacji Spółki” is removed.

2. In § 1 of Resolution number 51 of the Ordinary General ComArch S.A. Shareholders' Meeting dated 30 June 2005 regarding programme of managerial option for members of the Management Board and key employees the new section is added after sec. 9 and it is following:

“9a. Absence at work of Member of the Management Board or Key Employee longer than 3 (three) months, regardless of the reason, in particular regardless of the fact whether it is excused or unexcused absence, results in termination of the Programme and loss of rights to acquire shares for the year in which sum of absences exceeded 3 (three) months and in next years. The periods of paid holidays are not included in the absence period which is mentioned in the previous sentence.”

3. In § 3 of Resolution number 51 of the Ordinary General ComArch S.A. Shareholders' Meeting dated 30 June 2005 regarding programme of managerial option for members of the Management Board and key employees after sec 2 the following new section 3 is added:

“3. General Meeting makes over its rights to the Board of Supervisors relating to removing of the particular persons mentioned in § 1 sec. 2 and 3 from the list of persons entitled to participate the Programme.”

§ 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 resolution numbers 1-9 adopting the relevant ComArch's financial statement, and the consolidated financial statement, the reports of the Management Board, and of the Board of Supervisors of the activities, relating the distribution of the profit for 2005, and acknowledging the fulfilment of duties by the members of the Management Board and the Board of Supervisors results of the duty laid on the basis of the Commercial Companies Code;
3. Presentation of the project of the resolution number 10 results from the intention to appoint Piotr Piątosza to the post of Vice President of the Management Board- the one responsible for the Telecommunication Sector;
4. Presentation of the project of the resolution number 11 results from the intention to adjust the wording of the statute to the current situation- increasing the share capital of the Company as a result of conversion of series A bonds to series H shares;
5. Presentation of the project of the resolution number 12 results from the intention to adjust number of people entitled, mentioned in resolution, to the current situation.

Pursuant to the rule number 2 of the Corporate Governance Principles, ComArch S.A.'s Management Board reports that the Board of Supervisors' opinion regarding afore-said projects of the resolutions of the General Shareholders' Meeting, which will be held on 22 June 2006, will be made public on 19 June 2006 after the Company's Board of Supervisors Meeting. Pursuant to the rule number 18 of the Corporate Governance Principles the Board of Supervisors' assessment of the Company's situation in 2005 will be made public also on 19 June 2006 after the Company's Board of Supervisors Meeting.