

Appendix no. 1

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014
regarding to annul in part and to change resolution no. 36 of the General
Shareholders' Meeting of Comarch S.A. dated the 26th of June, 2013
regarding the managerial option programme**

Acting on the basis of art. 15 pt. 10) of the company's Articles of Association, Comarch S.A.'s General Meeting resolves the following:

§ 1.

Resolution no. 36 of the General Shareholders' Meeting of Comarch S.A. dated the 26th of June, 2013 regarding the managerial option programme shall be annulled as follows:

(i) § 2 pt. 5.2. shall be deleted;

(ii) § 2 pt. 5.3. shall be deleted;

(iii) § 2 sec. 6 shall be replaced as follows:

„The programme shall be executed by offering to Members of the Management Board in 2015 - Increase in capitalisation of the Company in 2014, newly issued shares of the Company, so that Individual Option value shall be:

- a) the difference between the stock exchange closing rate for shares of the Company in 2014 and the issue price of shares offered to Members of the Management Board, and
- b) the number of shares offered to Members of the Management Board.”;

(iv) § 2 sec. 10 shall be replaced as follows:

„The issue of shares within the Programme shall be executed on the principle of the target capital. The Company shall issue series L1 shares for Key Employees, following the principles set forth in this resolution and relevant resolutions of the Board of Supervisors.”;

(v) § 3 sec. 3 shall be replaced as follows:

„By the 31st of March of 2015 the Supervisory Board of the Company shall:

- 3.1. state the meeting of the basic conditions for the Option's execution, i.e. the Increase in the Company's capitalisation,
- 3.2. determine the Increase in capitalisation of the Company pursuant to § 2 sec. 5 based on quotations of the Company in the Warsaw Stock Exchange S.A.,

3.3. determine, following the principles set forth in § 2 sec. 6, the issue price for shares issued within the Programme and determine the number of the issued shares,

3.4. approach the Management Board of the Company for passing a resolution on issuing shares in series L1, defining the detailed parameters of these issues.”;

(vi) § 4 sec. 1 shall be replaced as follows:

„The Supervisory Board is hereby authorised and obliged to set issue price for shares in series L1 and determine the number of shares which will be issued for each Member of the Management Board.”;

(vii) § 4 sec. 2 shall be replaced as follows:

„The Management Board of the Company is hereby authorised and obliged to:

2.1. pass all activities aimed at admission and introducing series L1 shares into trading in the Warsaw Stock Exchange S.A. in Warsaw;

2.2. conclude an agreement with the National Deposit for Securities S.A. on registration of series L1, mentioned in Art. 5 of the Act on Trading in Financial Instruments, for the purpose of their dematerialisation.”

§ 2.

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

Appendix no. 2

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 Statute, Comarch S.A.'s General Meeting resolves the following:

§ 1.

1. Member of the Management Board responsible for a particular sector of its business (manager of a sector) shall receive an additional bonus of 1.5% (one and a half percent) of the net profit of the sector in a given financial year, starting from 2015, shown in the consolidated financial statements of the capital group of the company. The amount being 1.5% of the profit of the sector is the gross amount and is paid after approving the consolidated financial statements of the capital group of the company for the financial year by the company's general meeting - within time limits and in accordance with the schedule established by a resolution of the Supervisory Board.
2. Member of the Management Board responsible for finance (CFO) shall receive an additional bonus of 0.5% (half percent) of the net profit of the company during the financial year, starting from 2015, shown in the consolidated financial statements of the capital group of the company. Amount equal to 0.5% of the profit of the company is the gross amount and is paid after approving the consolidated financial statements of the capital group of the Company for the financial year by the company's general meeting - within time limits and in accordance with the schedule established by a resolution of the Supervisory Board.
3. Additional bonus for Members of the Management Board referred to in sec. 1 and sec. 2 above shall be due and payable by the company to the Members of the Management Board only when all of the following conditions are met:
 - 3.1. In the fiscal year, the company reaches net profit in the amount of at least PLN 20,000,000.00 (twenty million zlotys), showed in the financial statement of the company and approved by the general meeting of the company; and
 - 3.2. In the fiscal year, the capital group of the company reaches net profit, on a consolidated level, in the amount of at least PLN 40,000,000.00 (forty million zlotys), reported in the consolidated financial statement of the capital group of the company and approved by the general meeting of the company.

§ 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.

Appendix no. 3

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014
regarding the dismissal of a Member of the Board of Supervisors**

Acting on the basis of art. 392 of the Code of Commercial Companies and Partnerships, art. 15 pt. 8) and art. 17 sec. 1) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

..... is dismissed from the position of a Member of the Board of Supervisors.

§ 2.

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

Appendix no. 4

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014
regarding the appointment of a Member of the Board of Supervisors**

Acting on the basis of art. 385 of the Code of Commercial Companies and Partnerships, art. 15 pt. 8) and art. 17 sec. 1) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

..... is appointed as a Member of the Board of Supervisors.

§ 2.

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

Appendix no. 5

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014
regarding the appointment of a Member of the Board of Supervisors**

Acting on the basis of art. 385 of the Code of Commercial Companies and Partnerships, art. 15 pt. 8) and art. 17 sec. 1) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

..... is appointed as a Member of the Board of Supervisors.

§ 2.

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

Appendix no. 6

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 26th of June, 2014
regarding remuneration of the Management Board Members**

Acting on the basis of art. 392 of the Code of Commercial Companies and Partnerships, art. 15 pt. 8) at the end of the company's Articles of Association, General Meeting resolves the following:

§ 1.

All previous resolutions of the General Meeting of the company relating to the remuneration of the Members of the Supervisory Board shall be annulled.

§ 2.

The remuneration shall be granted to:

- a) Chairperson of the Supervisory Board – in the amount of PLN 20.000,00 (twenty thousand zlotys)
- b) Member of the Supervisory Board – in the amount of PLN 5.000,00 (five thousand zlotys)

gross, paid every month till the 10th (tenth) day of the month for the previous month of fulfilling a function of the Member of the Supervisory Board and due in the above-mentioned amount for each (even incomplete but commenced) month of fulfilling a function of the Member of Supervisory Board.

§ 2.

This resolution comes into force on the 1st of July, 2014.