

RULES of the Comarch S.A. Management Board
as adopted by a resolution of 30 June 2003.

§ 1

The Management Board, referred to in the present document as the Management Board, leads the affairs of the company and operates according to the provisions of the Polish Commercial Companies Code, the company's Statute, resolutions of the Supervisory Board, resolutions of the Annual General Shareholders' Meeting, the present rules and to the generally binding legal regulations.

§ 2

1. The Management Board performs its functions jointly and takes resolutions at meetings of the Management Board and in the manner stipulated in paragraph 4 of the present document.
2. Meetings of the Management Board shall be held at least once every month. Meetings of the Management Board shall be held on the company's premises at Al. Jana Pawła 39A in Kraków. A meeting of the Management Board shall be valid where members receive notification of the time and date of the meeting via their email addresses no later than the day before the meeting.
3. A meeting of the Management Board shall be called by the President of the Management Board or, in his absence, a member of the Management Board acting as the President of the Management Board.
4. The rules provide for other methods of informing members of the Management Board of a planned meeting. These methods, however, must guarantee that it is possible to obtain confirmation from a given member of the Management Board that information concerning the date and time of the planned meeting has been received.
5. Where all members of the Management Board are present at a meeting of the Management Board, a meeting of the Management Board may be called informally, without observing the provisions of section 4 of the present paragraph.
6. The President of the Management Board or, in his absence, the person acting as President of the Management Board, may call a meeting of the Management Board at the request of any member of that Board and with the agenda specified by the member making the request. Meetings of the Management Board called in this way shall, however, not be restricted exclusively to this agenda and may consider other items placed on the agenda.
7. Meetings of the Management Board shall be chaired by the President of the Management Board, a person acting as the President of the Management Board or a person

nominated by the President of the Management Board.

§ 3

1. The Management Board shall take decisions in the form of resolutions adopted by open vote.
2. The chairman shall order a secret vote where even one member of the Management Board taking part in the meeting requests this.
3. Resolutions shall be adopted by an absolute majority of votes.
4. All members of the Management Board taking part in a meeting shall have the right to record a difference of opinion in the minutes of the meeting.
5. A resolution adopted at a meeting of the Management Board is valid only where at least three members of the Management Board, including the President of the Management Board or the person acting as the President of the Management Board, are present.

§ 4

1. The Management Board may adopt a resolution outside meetings of the Management Board in the following ways:
 - 1) By written vote – in this case each member of the Management Board votes in writing and gives this to the President of the Management Board or to the person acting as President of the Management Board.
 - 2) By written vote – each member of the Management Board signs the contents of the resolution and gives this to the President of the Management Board or to the person acting as the President of the Management Board. In this case members of the Management Board may each be in different offices and their votes are collected.
 - 3) Voting by facsimile or Internet.
2. Votes cast in the manner set forth in section 1 of the present paragraph shall be recorded in the book of resolutions and appended to the minutes of the meeting of the Management Board.
3. Where adopted in the manner set out in section 1, point 3), of the present paragraph a resolution shall require the votes of all members of the Management Board to be valid.

§ 5

Non-members of the Management Board may be invited to attend its meetings.

§ 6

1. All meetings of the Management Board require that minutes be taken. These should include at least:

- 1) The date and place of the meeting.
 - 2) The agenda of the meeting.
 - 3) The names and surnames of the members of the Management Board present at the meeting.
 - 4) The names and surnames of people invited to the meeting of the Management Board and present at the meeting.
 - 5) The exact content of resolutions.
 - 6) The number of votes cast for and against resolutions including the number of abstentions.
 - 7) The subjects discussed.
 - 8) A written record of dissenting opinions expressed.
 - 9) The signatures of the members of the Management Board present at the meeting.
2. The minutes of Management Board meetings shall be kept in the Minutes Book. The Minutes Book shall be maintained by the Management Board secretariat.
 3. The minutes of Management Board meetings shall be drawn up immediately by the Office of the Management Board.
 4. The Management Board secretariat shall make extracts from the minutes available to members of the Management Board.

§ 7

The individual members of the Management Board are responsible for the operation of the company in the following capacities:

- a) Janusz Filipiak – Leading the Management Board, Telecommunications Sector
- b) Rafał Chwast – Finance
- c) Robert Chwastek – Technology
- d) Tomasz Maciantowicz – Finance and Banking Sector
- e) Paweł Prokop – Public Administration Sector
- f) Paweł Przewięźlikowski – Services and Industry Sector
- g) Christophe Debou – International Sales

The President of the Management Board shall issue the orders concerning the internal, day-to-day functioning of the company.

§ 8

Where there is a direct or indirect conflict between the interests of a member of the Management Board and those of the company, that member shall inform the company's Supervisory Board that this is the case.

§ 9

Two members of the Management Board shall participate in the debates of the Annual General Shareholders' Meeting. Members of the Management Board shall themselves decide on which of their number should represent them at the Annual General Shareholders' Meeting.

§ 10

The rules shall take effect from 30 June 2003.