

PROJECTS OF RESOLUTIONS

OF THE GENERAL ORDINARY
SHAREHOLDERS' MEETING
OF COMARCH S.A.

DATED THE 15TH OF JUNE, 2016

RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding the approval of Comarch S.A.'s financial statement
for the fiscal year 1.01.2015 - 31.12.2015

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Code of Commercial Companies and Partnerships and art. 15 pt. 1) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting approves the financial statement for the fiscal year 1 January 2015 - 31 December 2015 which consists of:

- 1) Introduction to the financial statement;
- 2) the balance sheet as of 31 December 2015, which shows total assets and liabilities of PLN 1,117,308 thousand;
- 3) the income statement for the period from 1 January 2015 to 31 December 2015 which shows a net profit of PLN 57,683 thousand;
- 4) the statement of changes in equity for the period from 1 January 2015 to 31 December 2015 showing an increase in equity of PLN 54,816 thousand;
- 5) the cash flow statement for the period from 1 January 2015 to 31 December 2015, which shows an increase in the state of cash and cash equivalents of PLN 16,513 thousand;
- 6) additional information and commentary.

§ 2.

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

RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding the approval of the report of the Management Board
regarding Comarch S.A.'s activities
for the fiscal year 1.01.2015 - 31.12.2015

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Code of Commercial Companies and Partnerships and art. 15 pt. 1) of the company's Articles of Association, 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 2015 -31 December 2015.

§ 2.

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

RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding the approval of the consolidated financial statement
for the fiscal year 1.01.2015 - 31.12.2015

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Code of Commercial Companies and Partnerships, art. 63c section 4 of the Act on Accounting and art. 15 pt. 1) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting approves the consolidated financial statement for the fiscal year 1 January 2015 -31 December 2015 which consists of:

- 1) the consolidated balance sheet as of 31 December 2015, which shows total assets and liabilities of PLN 1,304,828 thousand;
- 2) the consolidated income statement for the period from 1 January 2015 to 31 December 2015 which shows capital group's net profit of PLN 80,270 thousand;
- 3) the total income statement for the period from 1 January 2015 to 31 December 2015 which shows total income in the amount of PLN 79,880 thousand;
- 4) the statement of changes in consolidated equity for the period from 1 January 2015 to 31 December 2015 showing an increase in equity of PLN 79,888 thousand;
- 5) the consolidated cash flow statement which shows an increase in the state of net cash and cash equivalents of PLN 10,655 thousand, for the period from 1 January 2015 to 31 December 2015;
- 6) additional information and annotations.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding the approval of the report of the Management Board
regarding Comarch Capital Group's activities
for the fiscal year 1.01.2015 - 31.12.2015**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Code of Commercial Companies and Partnerships and art. 15 pt. 1) of the company's Articles of Association, 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 2015 -31 December 2015.

§ 2.

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

RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding approving the report of the Board of Supervisors regarding
activities of the Board of Supervisors in 2015 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 1.01.2015 - 31.12.2015,
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 1.01.2015 - 31.12.2015

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Code of Commercial Companies and Partnerships, 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 2015 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 1.01.2015 - 31.12.2015,
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 1.01.2015 - 31.12.2015

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding distribution of net profit
for the fiscal year 1.01.2015 - 31.12.2015**

Acting on the basis of art. 395 § 2 pt. 2 of the Code of Commercial Companies and Partnerships, General Meeting resolves the following:

§ 1.

General Shareholder's Meeting decides that the earned in the fiscal year 1 January 2015 -31 December 2015 net profit in the amount of PLN 57,682,617.41 (fifty-seven million six hundred eighty-two thousand six hundred and seventeen zlotys and 41/100) will be passed in whole to supplementary capital.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2015 - 31.12.2015
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 Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2015 - 31.12.2015 by Janusz Filipiak, President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2015 - 31.12.2015
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 Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2015 - 31.12.2015 by Paweł Prokop, Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2015 - 31.12.2015
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 Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2015 - 30.04.2015 by Piotr Piątosza, Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2015 - 31.12.2015
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 Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2015 - 31.12.2015 by Konrad Tarański, Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2015 - 31.12.2015
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 Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2015 - 31.12.2015 by Zbigniew Rymarczyk, Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2015 - 31.12.2015
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 Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2015 - 30.04.2015 by Piotr Reichert, Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2015 - 31.12.2015
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 Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2015 - 31.12.2015 by Marcin Warwas, Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2015 - 31.12.2015
by Andrzej Przewięźlikowski, Chairman of the Board of Supervisors**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 24.06.2015 - 31.12.2015 by Andrzej Przewięźlikowski, Chairman of the Board of Supervisors.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2015 - 31.12.2015
by Marcin Dąbrowski, Chairman of the Board of Supervisors**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 24.06.2015 - 31.12.2015 by Marcin Dąbrowski, Chairman of the Board of Supervisors.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2015 - 31.12.2015
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 Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2015 - 31.12.2015 by Elżbieta Filipiak, Chairman of the Board of Supervisors.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2015 - 31.12.2015
by Maciej Brzeziński, Vice-Chairman of the Board of Supervisors**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2015 - 31.12.2015 by Maciej Brzeziński, Vice-Chairman of the Board of Supervisors.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2015 - 31.12.2015
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 Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2015 - 31.12.2015 by Danuta Drobniak, Member of the Board of Supervisors.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding acknowledging the fulfilment of duties
in the fiscal year in the fiscal year 1.01.2015 - 31.12.2015
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 Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2015 - 31.12.2015 by Wojciech Kucharzyk, Member of the Board of Supervisors.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2015 - 31.12.2015
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 Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2015 - 31.12.2015 by Anna Ławrynowicz, Member of the Board of Supervisors.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2015 - 31.12.2015
by Anna Pruska, Member of the Board of Supervisors**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2015 - 31.12.2015 by Anna Pruska, Member of the Board of Supervisors.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2015 - 31.12.2015
by Robert Bednarski, Member of the Board of Supervisors**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Code of Commercial Companies and Partnerships and art. 15 pt. 3) of the company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2015 - 31.12.2015 by Robert Bednarski, Member of the Board of Supervisors.

§ 2.

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

RESOLUTION NO. []]
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding election of members of the Board of Supervisors

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

§ 1.

General Shareholders' Meeting appoints on the 15th of June, 2016, []] to the post of Chairman of the Board of Supervisors.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding election of members of the Board of Supervisors**

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

§ 1.

General Shareholders' Meeting appoints on the 15th of June, 2016, [] to the post of Vice-Chairman of the Board of Supervisors.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding election of members of the Board of Supervisors**

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

§ 1.

General Shareholders' Meeting appoints on the 15th of June, 2016, [
] to the post of Member of the Board of Supervisors.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding election of members of the Board of Supervisors**

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

§ 1.

General Shareholders' Meeting appoints on the 15th of June, 2016, [
] to the post of Member of the Board of Supervisors.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding election of members of the Board of Supervisors**

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

§ 1.

General Shareholders' Meeting appoints on the 15th of June, 2016, [
] to the post of Member of the Board of Supervisors.

§ 2.

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

RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding election of members of the Board of Supervisors

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

§ 1.

General Shareholders' Meeting appoints on the 15th of June, 2016, [] to the post of Member of the Board of Supervisors.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding election of members of the Board of Supervisors**

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

§ 1.

General Shareholders' Meeting appoints on the 15th of June, 2016, [] to the post of Member of the Board of Supervisors.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding election of members of the Management Board**

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

§ 1.

General Shareholders' Meeting appoints on the 15th of June, 2016, Mr. Janusz Filipiak to the post of President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding election of members of the Management Board**

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

§ 1.

General Shareholders' Meeting appoints on the 15th of June, 2016, Mr. Marcin Dąbrowski to the post of Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding election of members of the Management Board**

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

§ 1.

General Shareholders' Meeting appoints on the 15th of June, 2016, Mr. Paweł Prokop to the post of Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding election of members of the Management Board**

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

§ 1.

General Shareholders' Meeting appoints on the 15th of June, 2016, Mr. Andrzej Przewięźlikowski to the post of Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding election of members of the Management Board**

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

§ 1.

General Shareholders' Meeting appoints on the 15th of June, 2016, Mr. Zbigniew Rymarczyk to the post of Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding election of members of the Management Board**

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

§ 1.

General Shareholders' Meeting appoints on the 15th of June, 2016, Mr. Konrad Tarański to the post of Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding election of members of the Management Board**

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

§ 1.

General Shareholders' Meeting appoints on the 15th of June, 2016, Mr. Marcin Warwas to the post of Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Shareholders' Meeting of Comarch S.A.
dated the 15th of June, 2016
regarding changes in the company's Statute**

§ 1.

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

Previous article 16 section 3 of the company's statute is worded as follows:

"3. Acquiring and disposing real estate properties or shares in real estate properties to not require a resolution of the General Meeting. If this is the case, only obtaining consent of the Supervisory Board is required."

The proposed wording is:

"3. Acquiring and disposing real estate properties, perpetual usufruct or shares in real estate properties to not require a resolution of the General Meeting. If this is the case, only obtaining consent of the Supervisory Board is required."

§ 2.

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

Grounds for the resolutions:

1. Ordinary General Shareholders' Meeting was convened by the Management Board on the basis of obligations resulting of the Code of Commercial Companies and Partnerships regulations.

2. Presentation of the projects of the resolutions 1-22 results of the duty according to the Code of Commercial Companies and Partnerships.

3. Presentation of the projects of the resolutions 23-36 is related to the termination of mandates of the members at the Annual General Meeting on the 15th of June, 2016. Curriculum vitae of members of the Management Board of Comarch S.A. are available at

http://www.comarch.pl/o_firmie/zarzad

<https://www.comarch.com/company/management-board/>

4. Presentation of the project of the resolution 37 is motivated by adjusting the company's Statute to the current wording of the Code of Commercial Companies and Partnerships.