

**RESOLUTION NO. 1**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> of June, 2016**

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

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

There were 9,792,490 valid votes in secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9.745.490 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 15<sup>th</sup> of June, 2016**

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

*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 9,792,490 valid votes from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 3**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> of June, 2016**

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

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

There were 9,792,490 valid votes from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 4**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 a decrease 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.-----*

There were 9,792,490 valid votes from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 5**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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.-----*

There were 9,792,490 valid votes from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 6**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 which shows an increase in equity of PLN 79,888 thousand;*
- 5) the consolidated cash flow statement for the period from 1 January 2015 to 31 December 2015 which shows a decrease in the state of net cash and cash equivalents of PLN 10,655 thousand;*
- 6) additional information and annotations.*

**§ 2.**

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

There were 9,792,490 valid votes from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes “for”, no votes “against” and no votes for “refrained”.-----

**RESOLUTION NO. 7**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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.-----*

There were 9,792,490 valid votes from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----



**RESOLUTION NO. 8**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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.-----*

There were 9,792,490 valid votes from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 9**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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.-----*

There were 9,792,490 valid votes from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 8,823,416 votes "for", no votes "against" and 969,074 votes for "refrained".-----

**RESOLUTION NO. 10**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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.-----*

There were 5,327,490 valid votes in the secret voting from 1,905,890 shares, which constituted 23.43% of the share capital. The resolution was passed with 5,327,490 votes "for", no votes "against" and no votes for "refrained", while proxy of shareholder Janusz Filipiak has not been participating in the voting.-

**RESOLUTION NO. 11**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 2015, i.e. 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.-----*

There were 9,745,490 valid votes in the secret voting from 2,789,490 shares, which constituted 34,30% of the share capital. The resolution was passed with 9,745,490 votes "for", no votes "against" and no votes for "refrained", while shareholder Paweł Prokop has not been participating in the voting.-----

**RESOLUTION NO. 12**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> of June, 2016**

**regarding** acknowledging the fulfilment of duties in the fiscal year 01.01.2015 - 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 2015, i.e. 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.-----*

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 13**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> of June, 2016**

**regarding** acknowledging the fulfilment of duties in the fiscal year 01.01.2015 - 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 2015, i.e. 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.-----*

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes “for”, no votes “against” and no votes for “refrained”.-----

**RESOLUTION NO. 14**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> of June, 2016**

**regarding** acknowledging the fulfilment of duties in the fiscal year 01.01.2015 - 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 2015, i.e. 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.-----*

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 15**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> of June, 2016**

**regarding** acknowledging the fulfilment of duties in the fiscal year 01.01.2015 - 31.12.2015 by Marcin Dąbrowski, 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 2015, i.e. 24.06.2015 - 31.12.2015 by Marcin Dąbrowski, Vice-President of the Management Board.-----*

**§ 2.**

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

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----



**RESOLUTION NO. 16**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> of June, 2016**

**regarding** acknowledging the fulfilment of duties in the fiscal year 01.01.2015 - 31.12.2015 by Andrzej Przewięźlikowski, 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 2015, i.e. 24.06.2015 - 31.12.2015 by Andrzej Przewięźlikowski, Vice-President of the Management Board.-----*

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**§ 2.**

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

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 17**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> of June, 2016**

**regarding** acknowledging the fulfilment of duties in the fiscal year 01.01.2015 - 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 2015, i.e. 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.-----*

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 18**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> of June, 2016**

**regarding** acknowledging the fulfilment of duties in the fiscal year 01.01.2015 - 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 2015, i.e. 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.-----*

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was not passed because in the voting there were 1,050,490 valid votes "for", no votes "against" and 8,742,000 votes for "refrained" and therefore **the fulfilment of duties was not acknowledged.**-----

**RESOLUTION NO. 19**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> of June, 2016**

**regarding** acknowledging the fulfilment of duties in the fiscal year 1.01.2015-31.12.2015 by Elzbieta 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 2015, i.e. 1.01.2015 - 31.12.2015 by Elzbieta Filipiak, Chairman of the Board of Supervisors.-----*

**§ 2.**

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

There were 5,562,490 valid votes in the secret voting from 1,952,890 shares, which constituted 24.01% of the share capital. The resolution was passed with 5,562,490 votes "for", no votes "against" and no votes for "refrained", while shareholder Elzbieta Filipiak has not been participating in the voting.-----

**RESOLUTION NO. 20**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 2015, i.e. 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.-----*

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 21**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> of June, 2016**

**regarding** acknowledging the fulfilment of duties in the fiscal year 01.01.2015 - 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 2015, i.e. 01.01.2015 - 31.12.2015 by Danuta Drobniak, Member of the Board of Supervisors.-----*

**§ 2.**

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

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 22**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> of June, 2016**

**regarding** acknowledging the fulfilment of duties in the fiscal year 01.01.2015 - 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 2015, i.e. 01.01.2015 - 31.12.2015 by Wojciech Kucharzyk, Member of the Board of Supervisors.-----*

**§ 2.**

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

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 23**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> of June, 2016**

**regarding** acknowledging the fulfilment of duties in the fiscal year 01.01.2015 - 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 2015, i.e. 01.01.2015 - 31.12.2015 by Anna Ławrynowicz, Member of the Board of Supervisors.-----*

**§ 2.**

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

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----



**RESOLUTION NO. 24**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> of June, 2016**

**regarding** acknowledging the fulfilment of duties in the fiscal year 01.01.2015 - 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 2015, i.e. 01.01.2015 - 31.12.2015 by Anna Pruska, Member of the Board of Supervisors.-----*

**§ 2.**

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

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 25**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> of June, 2016**

**regarding** acknowledging the fulfilment of duties in the fiscal year 01.01.2015 - 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 2015, i.e. 01.01.2015 - 31.12.2015 by Robert Bednarski, Member of the Board of Supervisors.-----*

**§ 2.**

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

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 26**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 15<sup>th</sup> of June, 2016, Mrs. Elżbieta Filipiak to the post of Chairman of the Board of Supervisors.-----*

**§ 2.**

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

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,717,941 votes "for", with 74,549 votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 27**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 15<sup>th</sup> of June, 2016, Mr. Maciej Brzeziński to the post of Vice-Chairman of the Board of Supervisors.-*

**§ 2.**

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

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,717,941 votes "for", with 74,549 votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 28**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 15<sup>th</sup> of June, 2016, Mrs. Danuta Drobnik to the post of Member of the Board of Supervisors.-----*

**§ 2.**

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

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,717,941 votes "for", with 74,549 votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 29**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 15<sup>th</sup> of June, 2016, Mrs. Anna Ławrynowicz to the post of Member of the Board of Supervisors.-----*

**§ 2.**

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

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,717,941 votes "for", with 74,549 votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 30**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 15<sup>th</sup> of June, 2016, Mr. Wojciech Kucharzyk to the post of Member of the Board of Supervisors.-----*

**§ 2.**

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

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,717,941 votes "for", with 74,549 votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 31**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 15<sup>th</sup> of June, 2016, Mrs. Anna Pruska to the post of Member of the Board of Supervisors.-----*

**§ 2.**

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

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,717,941 votes "for", with 74,549 votes "against" and no votes for "refrained".-----



**RESOLUTION NO. 32**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 15<sup>th</sup> of June, 2016, Mr. Robert Bednarski to the post of Member of the Board of Supervisors.-----*

**§ 2.**

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

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,717,941 votes "for", with 74,549 votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 33**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 15<sup>th</sup> 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.-----*

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 34**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 15<sup>th</sup> 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.-----*

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 35**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 15<sup>th</sup> 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.-----*

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 36**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 15<sup>th</sup> 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.-----*

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 37**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 15<sup>th</sup> 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.-----*

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 38**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 15<sup>th</sup> 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.-----*

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----

**RESOLUTION NO. 39**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 15<sup>th</sup> 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.-----*

There were 9,792,490 valid votes in the secret voting from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,792,490 votes "for", no votes "against" and no votes for "refrained".-----



**RESOLUTION NO. 40**  
**of the General Shareholders' Meeting of Comarch S.A.**  
**dated the 15<sup>th</sup> 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 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."*-----

*is amended as follows:-----*

*"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.*-----

There were 9,792,490 valid votes from 2,798,890 shares, which constituted 34.41% of the share capital. The resolution was passed with 9,717,941 votes "for", with 74,549 votes "against" and no votes for "refrained".-----