

PROJECTS OF RESOLUTIONS

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

DATED THE 27TH OF JUNE, 2018

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding election of the President of the General Ordinary Shareholders'
Meeting**

Acting on the basis of art. 409 § 1 of the Code of Commercial Companies and Partnerships General Meeting resolves the following:

§ 1.

General Meeting appointsto the President of the General Meeting.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding adoption of the agenda of General Shareholders' Meeting**

General Meeting resolves the following:

§ 1.

The General Shareholders' Meeting of Comarch S.A. adopts presented Agenda of the General Ordinary Shareholders' Meeting.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding the approval of Comarch S.A.'s financial statement
for the fiscal year 1.01.2017 - 31.12.2017**

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 2017 - 31 December 2017 which consists of:

- 1) Introduction to the financial statement;
- 2) the balance sheet as of 31 December 2017, which shows total assets and liabilities of PLN 1,247,206 thousand;
- 3) the income statement for the period from 1 January 2017 to 31 December 2017 which shows a net profit of PLN 39,338 thousand;
- 4) the statement of changes in equity for the period from 1 January 2017 to 31 December 2017 showing an increase in equity of PLN 25,242 thousand;
- 5) the cash flow statement for the period from 1 January 2017 to 31 December 2017, which shows an increase in the state of cash and cash equivalents of PLN 4,960 thousand;
- 6) additional information and commentary.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding the approval of the report of the Management Board
regarding Comarch S.A.'s activities
for the fiscal year 1.01.2017 - 31.12.2017**

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 2017 -31 December 2017.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding the approval of the consolidated financial statement
for the fiscal year 1.01.2017 - 31.12.2017

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 2017 -31 December 2017 which consists of:

- 1) the consolidated balance sheet as of 31 December 2017, which shows total assets and liabilities of PLN 1,501,915 thousand;
- 2) the consolidated income statement for the period from 1 January 2017 to 31 December 2017 which shows capital group's net profit of PLN 43,521 thousand;
- 3) the total income statement for the period from 1 January 2017 to 31 December 2017 which shows total income in the amount of PLN 29,168 thousand;
- 4) the statement of changes in consolidated equity for the period from 1 January 2017 to 31 December 2017 showing an increase in equity of PLN 16,968 thousand;
- 5) the consolidated cash flow statement which shows an decrease in the state of net cash and cash equivalents of PLN 13,833 thousand, for the period from 1 January 2017 to 31 December 2017;
- 6) additional information and annotations.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding the approval of the report of the Management Board
regarding Comarch Capital Group's activities
for the fiscal year 1.01.2017 - 31.12.2017

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 2017 -31 December 2017.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding approving the report of the Board of Supervisors regarding
activities of the Board of Supervisors in 2017 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 1.01.2017 - 31.12.2017,
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 1.01.2017 - 31.12.2017

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 2017,
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 1.01.2017 - 31.12.2017,
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 1.01.2017 - 31.12.2017.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding distribution of net profit
for the fiscal year 1.01.2017 - 31.12.2017**

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 2017 -31 December 2017 net profit in the amount of PLN 39,338,096.57 (thirty-nine million, three hundred and thirty-eight thousand, ninety-six zlotys and 57/100) will be distributed as follows:

1) PLN 12,200,023.50 (twelve million two hundred thousand twenty-three zlotys and 50/100) will be paid as dividend. Persons who will be the company's shareholders on the day of 10th of August, 2018 (the dividend day) will get the dividend in the amount of PLN 1.50 per one share. The dividend will be allocated to 8,133,349 shares. Dividend will be paid on the day of 31st of August, 2018.

b) The remaining part of the net profit in the amount of PLN 27,138,073.07 (twenty seven million one hundred thirty eight thousand seventy three zlotys and 07/100) will be passed to supplementary capital.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2017 - 31.12.2017
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 1.01.2017 - 31.12.2017 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 Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2017 - 31.12.2017
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 1.01.2017 - 31.12.2017 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 Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2017 - 31.12.2017
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 1.01.2017 - 31.12.2017 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 Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2017 - 31.12.2017
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 1.01.2017 - 31.12.2017 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 Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2017 - 31.12.2017
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 1.01.2017 - 31.12.2017 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 Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2017 - 31.12.2017
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 1.01.2017 - 31.12.2017 by Andrzej Przewięźlikowski, Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2017 - 31.12.2017
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 1.01.2017 - 31.12.2017 by Marcin Dąbrowski, Vice-President of the Management Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2017 - 31.12.2017
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 1.01.2017 - 31.12.2017 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 Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2017 - 31.12.2017
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 1.01.2017 - 31.12.2017 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 Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2017 - 31.12.2017
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 1.01.2017 - 31.12.2017 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 Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2017 - 31.12.2017
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 1.01.2017 - 31.12.2017 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 Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2017 - 31.12.2017
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 1.01.2017 - 31.12.2017 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 Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2017 - 31.12.2017
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 1.01.2017 - 31.12.2017 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 Ordinary Shareholders' Meeting of Comarch S.A. with its
headquarters in Kraków
dated the 27th of June, 2018
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2017 - 31.12.2017
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 1.01.2017 - 31.12.2017 by Robert Bednarski, Member of the Board of Supervisors.

§ 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. Projects of the resolutions 1 – 22 concern ordinary agenda of Ordinary General Shareholders' Meeting. Presentation of such projects results of the duty according to the Code of Commercial Companies and Partnerships.