

Changes to the Comarch S.A. Statute proposed by BZ WBK AIB TFI SA (investment funds):

Change in Art. 9 sec. 3

- Current text: "Up until 27 June 2010, the Management Board is authorized to increase the share capital by the amount of 1,100,000.00 PLN (in words: one million one hundred thousand) (the target capital)."

- Proposed text: "Up until ... June 2013, the Management Board is authorized to increase the share capital by the amount of 400,000.00 PLN (in words: four hundred thousand) (the target capital)."

Change in art. 9 sec. 4

- Current text: "The Management Board may execute the authorization referred to in Para 3 by way of one or several consecutive increases in the share capital within the limits set forth in Para 3."

- Proposed text: "The Management Board may execute the authorization referred to in Para 3 by way of one or several consecutive increases in the share capital within the limits set forth in Para 3. The target capital may be used only in order to grant shares to the company's employees in frames of the managerial options programme passed by the General Meeting."

JUSTIFICATION

As one of the core shareholders of Comarch S.A., we want to grant the company the possibility to complete the current managerial options programme for key employees of the company and offer the possibility of commencing a new programme. In relation to the expiration of the current authorization on the 27th of June, 2010, we regard it as justified, to once again grant authorization for the Management Board to increase the share capital of the appropriate amount in frames of target capital. In our opinion, target capital should be limited compared with the current regulation in the Statute - this amount should not exceed the 400 thousand PLN (which corresponds to 400 thousand shares - circa 5% of the current share capital). We think that it is the appropriate value in order to complete the current incentive programme and in order to use other shares as part of the new programme. Assuming a 3-year duration period of the potential new programme, on average 100 thousand shares can be issued annually, justifiable considering the emission of 91,041 shares when executing the programme in 2009.