

RESOLUTION NUMBER 1
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding the approval of ComArch S.A.'s financial statement
for the fiscal year 1.01.2006 - 31.12.2006

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

§ 1.

General Meeting approves the financial statement for the fiscal year 1 January 2006 - 31 December 2006 which consists of:

- 1) the balance sheet as of 31 December 2006, which shows total assets and liabilities of 427,236 thousand PLN;
- 2) the income statement for the period from 1 January 2006 to 31 December 2006 which shows a net profit of 42,463 thousand PLN;
- 3) the statement of changes in equity for the period from 1 January 2006 to 31 December 2006 showing an increase in equity of 80,917 thousand PLN;
- 4) the cash flow statement for the period from 1 January 2006 to 31 December 2006, which shows an increase in the state of cash and cash equivalents of 8,765 thousand PLN;
- 5) additional information.

§ 2.

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

RESOLUTION NUMBER 2
of the General Shareholders' Meeting of ComArch S.A.
dated 28 June 2007
regarding the approval of the report of the Management Board
regarding ComArch S.A.'s activities
for the fiscal year 1.01.2006 - 31.12.2006

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies Code and art. 15 pt. 1) of the Company's Statute, 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 2006 -31 December 2006.

§ 2.

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

RESOLUTION NUMBER 3
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding the approval of the report of the Board of Supervisors
regarding activities of the Board of Supervisors
for the fiscal year 1.01.2006 - 31.12.2006,
and the audit of the Company's financial statement
and of the report of the Management Board
regarding ComArch S.A.'s activities
for the fiscal year 1.01.2006 - 31.12.2006

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies Code, 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 2006 including assessment of the Company's situation
2. the report of the audit of the Company's financial statement and of the report of the Management Board regarding activities of the Company for the fiscal year 1 January 2006 -31 December 2006.

§ 2.

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

RESOLUTION NUMBER 4
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding the approval of the consolidated ComArch S.A.'s financial
statement
for the fiscal year 1.01.2006 - 31.12.2006

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

§ 1.

General Meeting approves the consolidated financial statement for the fiscal year 1 January 2006 -31 December 2006 which consists of:

- 1) the consolidated balance sheet as of 31 December 2006, which shows total assets and liabilities of 461,559 thousand PLN;
- 2) the consolidated income statement for the period from 1 January 2006 to 31 December 2006 which shows a capital group's net profit of 52,987 thousand PLN;
- 3) the statement of changes in consolidated equity showing an increase in equity of 95,611 thousand PLN;
- 4) the consolidated cash flow statement which shows an increase in the state of net cash and cash equivalents of 14,257 thousand PLN, for the period from 1 January 2006 to 31 December 2006;
- 5) additional information.

§ 2.

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

RESOLUTION NUMBER 5
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding the approval of the report of the Management Board
regarding ComArch Capital Group's activities
for the fiscal year 1.01.2006 - 31.12.2006

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies Code and art. 15 pt. 1) of the Company's Statute, 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 2006 -31 December 2006.

§ 2.

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

RESOLUTION NUMBER 6
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding the approval of the report of the Board of Supervisors
regarding audit of the Company's consolidated financial statement
and of the report of the Management Board
regarding ComArch S.A. Capital Group's activities
for the fiscal year 1.01.2006 - 31.12.2006

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

§ 1.

General Shareholder's Meeting approves the report of the Board of Supervisors regarding audit of ComArch S.A.'s consolidated financial statement and of the report of the Management Board regarding activities of ComArch Capital Group for the fiscal year 1 January 2006 -31 December 2006.

§ 2.

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

RESOLUTION NUMBER 7
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding distribution of net profit
for the fiscal year 1.01.2006 - 31.12.2006

Acting on the basis of art. 395 § 2 pt. 2 of the Commercial Companies Code and art. 15 pt. 1) of the Company's Statute, General Meeting resolves the following:

§ 1.

General Shareholder's Meeting decides that the earned in the fiscal year 1 January 2006 -31 December 2006 net profit in the amount of 42,463,185.16 PLN (in writing: forty-four million four hundred sixty-three thousand one hundred eighty-five PLN and 16/100) will be passed in total to supplementary capital.

§ 2.

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

RESOLUTION NUMBER 8a
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2006 - 31.12.2006
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 Commercial Companies Code and art. 15 pt. 3 of the Company's Statute, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2006 - 31.12.2006 by Janusz Filipiak, President of the Management Board.

§ 2.

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

RESOLUTION NUMBER 8b
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2006 - 31.12.2006
by Rafał Chwast, Vice President of the Management Board

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies' Code and art. 15 pt. 3 of Company's Statute, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2006 - 31.12.2006 by Rafał Chwast, Vice President of the Management Board.

§ 2.

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

RESOLUTION NUMBER 8c
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2006 - 31.12.2006
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 Commercial Companies' Code and art. 15 pt. 3 of Company's Statute, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 22.06.2006 - 31.12.2006 by Piotr Piątosza, Vice President of the Management Board.

§ 2.

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

RESOLUTION NUMBER 8d
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2006 - 31.12.2006
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 Commercial Companies Code and art. 15 pt. 3 of the Company's Statute, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2006 - 31.12.2006 by Paweł Prokop, Vice President of the Management Board.

§ 2.

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

RESOLUTION NUMBER 8e
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2006 - 31.12.2006
by Paweł Przewięźlikowski, Vice President of the Management Board

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies Code and art. 15 pt. 3 of the Company's Statute, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2006 - 31.12.2006 by Paweł Przewięźlikowski, Vice President of the Management Board.

§ 2.

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

RESOLUTION NUMBER 8f
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2006 - 31.12.2006
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 Commercial Companies Code and art. 15 pt. 3 of the Company's Statute, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2006 - 31.12.2006 by Zbigniew Rymarczyk, Vice President of the Management Board.

§ 2.

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

RESOLUTION NUMBER 8g
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2006 - 23.01.2006
by Christophe Debou, Member of the Management Board

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies Code and art. 15 pt. 3 of the Company's Statute, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2006 - 23.01.2006 by Christophe Debou, Member of the Management Board.

§ 2.

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

RESOLUTION NUMBER 8h
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2006 - 11.05.2006
by Tomasz Maciantowicz, Vice President of the Management Board

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies Code and art 15 pt. 3 of the Company's Statute, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2006 - 11.05.2006 by Tomasz Maciantowicz, Vice-President of the Management Board.

§ 2.

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

RESOLUTION NUMBER 9a
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2006 - 31.12.2006
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 Commercial Companies Code and art. 15 pt. 3 of the Company's Statute, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2006 - 31.12.2006 by Elżbieta Filipiak, Chairman of the Board of Supervisors.

§ 2.

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

RESOLUTION NUMBER 9b
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2006 - 31.12.2006
by Krzysztof Zieliński, Vice Chairman of the Board of Supervisors

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies Code and art. 15 pt. 3 of the Company's Statute, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2006 - 31.12.2006 by Krzysztof Zielinski, Vice-Chairman of the Board of Supervisors.

§ 2.

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

RESOLUTION NUMBER 9c
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2006 - 31.12.2006
by Maciej Brzeziński, Member of the Board of Supervisors

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies Code and art. 15 pt. 3 of the Company's Statute, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2006 - 31.12.2006 by Maciej Brzeziński, Member of the Board of Supervisors.

§ 2.

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

RESOLUTION NUMBER 9d
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2006 - 31.12.2006
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 Commercial Companies Code and art. 15 pt. 3 of the Company's Statute, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2006 - 31.12.2006 by Anna Ławrynowicz, Member of the Board of Supervisors.

§ 2.

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

RESOLUTION NUMBER 9e
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding acknowledging the fulfilment of duties
in the fiscal year 1.01.2006 - 31.12.2006
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 Commercial Companies Code and art. 15 pt. 3 of the Company's Statute, General Meeting resolves the following:

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2006 - 31.12.2006 by Wojciech Kucharzyk, Member of the Board of Supervisors.

§ 2.

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

RESOLUTION NUMBER 10
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding distribution of the net profit for the period 1.01.2004 -
31.08.2004 of ComArch Kraków S.A. and CDN - ComArch S.A. consolidated
with the Company on 31 August 2004)

General Meeting of ComArch S.A. resolves as follows:

§ 1.

General Meeting agrees that the net profit for the period 1.01.2004 r.-31.08.2004 r. in the amount of 1,814,531.16 PLN (in words: one million eight hundred fourteen thousand five hundred thirty-one and 16/100) achieved by ComArch Kraków S.A. and CDN - ComArch S.A. consolidated with the Company on 31 August 2004, will be transferred to supplementary capital.

§ 2.

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

RESOLUTION NUMBER 11
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding covering of negative equity
that arose as a result of consolidation of the Company
with ComArch Kraków S.A. and CDN - ComArch S.A. carried on 31.08.2004

General Meeting of ComArch S.A. resolves as follows:

§ 1.

General Meeting agrees that the loss that arose as a result of consolidation of the Company with ComArch Kraków S.A. and CDN - ComArch S.A. carried on 31.08.2004 in the amount of 7.334.098,24 PLN (in words: seven million three hundred thirty-four thousand ninety-eight and 24/100) will be covered with supplementary capital.

§ 2.

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

RESOLUTION NUMBER 12
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding transferring reserve capital to supplementary capital

General Meeting of ComArch S.A. resolves as follows:

§ 1.

General Meeting agrees that reserve capital in the amount of 21,203,455.97 PLN (in words: twenty-one million two hundred three thousand four hundred fifty-five and 97/100) will be transferred to supplementary capital.

§ 2.

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

RESOLUTION NUMBER 13
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding election of members of the Board of Supervisors

§ 1.

General Shareholders' Meeting appoints:

1. to the post of Chairman of the Board of Supervisors,
2. to the post of Vice Chairman of the Board of Supervisors,
3. to the post of Member of the Board of Supervisors,
4. to the post of Member of the Board of Supervisors,
5. to the post of Member of the Board of Supervisors.

§ 2.

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

RESOLUTION NUMBER 14
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding election of members of the Management Board

§ 1.

General Shareholders' Meeting appoints:

6. to the post of President of the Management Board,
7. to the post of Vice President of the Management Board,
8. to the post of Vice President of the Management Board,
9. to the post of Vice President of the Management Board,
10. to the post of Vice President of the Management Board.

§ 2.

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

RESOLUTION NUMBER 15
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding changes in the Company's Statute

Acting on the basis of art. 430 § 1 of Commercial Companies Code and art. 15 pt. 11) of the Company's Statute, General Meeting resolves the following:

§ 1.

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

1. Article 8 section 4 is worded as follows:

4. Disposal of registered preferential share results in expiration of specific rights for voting in the General Meeting related to it, whereat the following circumstances doesn't result in expiration of specific rights for voting in the General Meeting related to it:

- a) disposal for the benefit of persons who were shareholders of the Company on 18 March 1998,
- b) disposal for the benefit of descendants of a disposer,
- c) conveying property of a registered share as a result of succession.

2. Article 9 section 3 is worded as follows:

3. In the period by 27 June 2010, the Management Board is authorised to increase the share capital by the amount of 1,100,000.00 (in words: one million one hundred thousand Polish Zloty) PLN (the target capital).

§ 2.

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

RESOLUTION NUMBER 16
of the General Shareholders' Meeting of ComArch S.A. dated 28 June 2007
regarding managerial option programme
for key employees of the Company

PREAMBLE.

Bearing in mind that:

1. work provided for the Company and ComArch Group by key employees significantly affects financial results and goodwill of the Company and the ComArch Group,
2. remuneration of key employees of the Company and the Group does not reflect the significance of the activities of these persons for the success of the Company and the ComArch Group,
3. maintaining motivation of key employees of the Company and the ComArch Group is necessary in their efforts for the benefit of development of the Company and the ComArch Group,

the following is hereby passed:

§ 1. THE INCENTIVE PROGRAMME.

1. The Company hereby establishes an incentive programme for key employees (hereinafter referred to as the "Programme").
2. The objective of the Programme is to create additional motivation for key employees by options on ComArch shares (hereinafter referred to as the "Option") dependent on increases in the value of the Company.
3. In the fourth quarter of the year that precedes the year of the Option execution, the Board of Supervisors shall establish a list of key employees (hereinafter referred to as the "Key Employees") and a value of the Option for each Key Employee.
4. Increase in capitalisation of the Company (called hereafter the "Increase in capitalisation of the Company") shall constitute the basis for calculation of the Option value, calculated as follows:
 - 4.1. For 2008 – as the difference between the average capitalisation of the Company as of December 2007 and the average capitalisation of the Company as of December 2008,
 - 4.2. For 2009 - as the difference between the average capitalisation of the Company as of December 2008 and the average capitalisation of the Company as of December 2009,
 - 4.3. For 2010 - as the difference between the average capitalisation of the Company as of December 2009 and the average capitalisation of the Company as of December 2010,where the average capitalisation of the Company is the number of shares of the Company multiplied by the average stock exchange closing rate for shares of the Company as of December of the given year.
5. The programme shall be executed by offering to Key Employees:
 - 5.1. in the year 2009 – for the Increase in capitalisation of the Company in 2008,
 - 5.2. in the year 2010 – for the Increase in capitalisation of the Company in 2009,

5.3. in the year 2011 – for the Increase in capitalisation of the Company in 2010, newly issued shares of the Company so that in each year the total value of the Option equals to the difference between the average stock exchange closing rate for shares of the Company as of each December during the execution of the Programme, beginning with 2008, and the issue price for shares offered to Key Employees.

6. The Option shall be defined in each period of the Programme separately for each Key Employee, and value of the Option for all Key Employees will amount to 3 % (three per cent) of the Increase in capitalisation of the Company.

7. When a member of the Management Board is Key Employee, dismissing the member of the Management Board from the function in the Management Board of the Company or expiry of the term of their mandate, without simultaneous re-appointment to the Management Board during the Programme, results in expiry of the Programme and loss of rights for acquisition of shares for the year in which the mentioned dismissal or expiry of term of mandate occurred.

8. Termination of the contract of employment between the Company and a Key Employee, irrespective of the legal grounds for this termination, during the Programme, results in expiry of the Programme and loss of rights for acquisition of shares for the year in which this expiry of the contract of employment occurred.

9. Absence at work of Key Employee longer than 3 (three) months, regardless of the reason, in particular regardless of the fact whether it is excused or unexcused absence, results in termination of the Programme and loss of rights to acquire shares for the year in which sum of absences exceeded 3 (three) months. The periods of paid holidays and unpaid leave due to secondment to the other subsidiary of the Group are not included in the absence period which is mentioned in the previous sentence.

10. The issue of shares within the Programme shall be executed on the principle of the target capital. The Company shall issue series J shares for Key Employees, following the principles set forth in this resolution and relevant resolutions of the Board of Supervisors, J1 in case of the first issue, J2 in case of the second issue and J3 in case of the third issue, respectively.

§ 2. EXECUTION OF THE PROGRAMME

1. In the fourth quarter of the year that precedes the year of the Programme execution, after passing by Supervisory Board mentioned in § 1 sec. 3 resolution, the Company shall conclude agreements for the managerial option for each subsequent year of the Programme with Key Employees.

2. The premises for execution of the Option, i.e. Increase in capitalisation of the Company are assessed by the Supervisory Board.

3. By 31 March of each year of the Programme, beginning with 2009, the Supervisory Board of the Company shall:

1) determine the Increase in capitalisation of the Company pursuant to § 1 sec. 6 based on quotations of the Company in the Warsaw Stock Exchange S.A.,

2) determine the Option's value,

3) determine, following the principles set forth in § 1 sec. 5, the issue price for shares issued within the Programme and determine the number of the issued shares,

4) approach the Management Board of the Company for passing a resolution on issuing shares in series J1, J2 and J3, respectively, defining the detailed parameters of these issues.

4. The Management Board of the Company is obliged to pass a resolution pursuant to the application of the Supervisory Board referred to in sec. 3 point 3), within not more than 45 days of the date of passing a corresponding resolution by the Supervisory Board and to ensure submission of the offer for assumption of shares within not more than 90 days of the date of passing the corresponding resolution by the Management Board.

§ 3. DUTIES OF THE SUPERVISORY BOARD AND MANAGEMENT BOARD OF THE COMPANY

1. The Supervisory Board is hereby authorised and obliged to set issue price for shares in series J1, J2 and J3 and determine the number of shares which will be issued for each Key Employee.

2. The Management of the Company is hereby authorised and obliged to:

a) pass all activities aimed at introducing series J1, J2 and J3 shares into trading in the Warsaw Stock Exchange S.A. in Warsaw;

b) conclude an agreement with the National Deposit for Securities S.A. on registration of series J1, J2 and J3 shares, mentioned in Art. 5 of the Act on Trading in Financial Instruments, for the purpose of their dematerialisation.

§ 4. FINAL PROVISION

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

Justifications for the resolutions:

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

2. Presentation of the projects of the resolutions no. 1-9 adopting the relevant ComArch's financial statement and the consolidated financial statement, the reports of the Management Board and the Board of Supervisors of the activities, as well as related to the distribution of the profit for 2006 and acknowledging the fulfilment of duties by the members of the Management Board and the Board of Supervisors results of the duty according to the Commercial Companies Code;

3. Presentation of the project of the resolution no. 10 results from necessity of distribution of the profit of ComArch Kraków S.A. and CDN - ComArch S.A. achieved by them in 2004 before consolidation with ComArch S.A.

4. Presentation of the project of the resolution no. 11 results from necessity of covering negative equity that arose in 2004 as a result of consolidation of the Company with ComArch Kraków S.A. and CDN - ComArch S.A.

5. Presentation of the project of the resolution no. 12 results from transferring of profits for the previous years from reserve capital to supplementary capital.

6. Presentation of the projects of the resolutions no. 13-14 is related to the termination of mandates of the members at the Annual General Meeting on 28 June 2007;
7. The goal of the project of the resolution no. 15 is maintaining significant positive role of the dominant unit, in particular continuation of building and realisation of an efficient long-term development strategy, as well as enabling an execution of managerial option programme during the next years;
8. The goal of the project of the resolution no. 16 is maintaining motivation of Key Employees in their efforts for the benefit of development of the Company and the ComArch Group.