

**Report of the Supervisory Board of Comarch S.A.
on Remuneration for 2019 and 2020**

Report of the Supervisory Board of Comarch S.A. on remuneration received by individual members of the management board and supervisory board of Comarch S.A. or due to individual members of the management board and supervisory board of Comarch S.A. in the last financial year, in accordance with the remuneration policy

This report has been prepared in accordance with the requirements of Chapter 4a Remuneration Policy and Remuneration Report of the Act of 29th of July, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (hereinafter referred to as the "Act") and covers the period from 01.01.2019 to 31.12.2019 (2019 financial year) and from 01.01.2020 to 31.12.2020 (2020 financial year).

Remuneration policy for members of the Management Board and Supervisory Board of Comarch S.A. with its registered office in Krakow, was adopted by Resolution No. 28 of June 24, 2020 of the General Meeting of the Company on the adoption of the "Remuneration Policy for Members of the Management Board and Supervisory Board of Comarch S.A." and is available on the Company's website at https://www.comarch.pl/files-pl/file_229/UCHWALA_NR_28_polityka_wynagrodzen.pdf (ENG: https://www.comarch.com/files-com/file_293/Remuneration-policy-24-06-2020.pdf) The report also covers the period before the implementation of the remuneration policy for Members of the Management Board and Supervisory Board of Comarch S.A. In accordance with the adopted remuneration policy, the rules applicable in the Company will apply to the determination, calculation and payment of variable remuneration for Members of the Management Board for the financial year 2020. The implementation of the remuneration policy did not cause any significant changes in the previously applied principles of remunerating the Members of the Management Board and Supervisory Board of Comarch S.A.

The report was adopted by the resolution of the Supervisory Board No. 11/2021 of 18th of May, 2021. Pursuant to Art. 90g section 6 of the Act on Public Offering, the General Meeting adopts a resolution on the remuneration report. The resolution is of an advisory nature. As the Report is prepared by the Supervisory Board in 2021 for the first time, it does not contain an explanation of how the advisory resolution of the General Meeting referred to in Art. 90 g section 6 of the Act.

1. Composition and changes in the composition of the Management Board and Supervisory Board of Comarch S.A. in 2019 and 2020

a) Management Board of Comarch S.A.

Composition of the Management Board of Comarch S.A. as of 1st of January, 2019

First name and last name	Position
Janusz Filipiak	President of the Management Board
Marcin Dąbrowski	Vice-President of the Management Board
Paweł Prokop	Vice-President of the Management Board
Andrzej Przewięźlikowski	Vice-President of the Management Board
Zbigniew Rymarczyk	Vice-President of the Management Board
Konrad Tarański	Vice-President of the Management Board
Marcin Warwas	President of the Management Board

Changes:

On 29th of January, 2020, Marcin Dąbrowski resigned from the position of Vice President of the Management Board of Comarch S.A. with effect on January 29, 2020. The company announced details in current report no [RB-4-2020 \(ENG\)](#) of 29th of January, 2020.

Composition of the Management Board of Comarch S.A. as of 31st of December, 2020

First name and last name	Position
Janusz Filipiak	President of the Management Board
Paweł Prokop	Vice-President of the Management Board
Andrzej Przewięźlikowski	Vice-President of the Management Board
Zbigniew Rymarczyk	Vice-President of the Management Board
Konrad Tarański	Vice-President of the Management Board
Marcin Warwas	Vice-President of the Management Board

b) Supervisory Board of Comarch S.A.

Composition of the Supervisory Board of Comarch S.A. as of 1st of January, 2019

First name and last name	Position
Elżbieta Filipiak	Chairman of the Supervisory Board
Maciej Brzeziński	Vice-Chairman of the Supervisory Board
Danuta Drobniak	Member of the Management Board
Wojciech Kucharzyk	Member of the Management Board
Anna Ławrynowicz	Member of the Management Board
Robert Bednarski	Member of the Management Board
Anna Pruska	Member of the Management Board

Changes:

At the Ordinary General Meeting held on 26th of June, 2019, the following members of the Supervisory Board were appointed: Mrs. Elżbieta Filipiak to the position of the Chairman of the Supervisory Board, Mr. Andrzej Pach to the position of the Vice-Chairman of the Supervisory Board and Ms. Danuta Drobniak, Mr. Łukasz Kalinowski, Ms. Joanna Krasodomska, Ms. Anna Pruska, Mr. Tadeusz Włudyka were appointed to act as members of the Supervisory Board of Comarch SA.

Composition of the Supervisory Board of Comarch S.A. as of 31st of December, 2020

First name and last name	Position
Elżbieta Filipiak	Chairman of the Supervisory Board
Andrzej Pach	Vice-Chairman of the Supervisory Board
Danuta Drobniak	Member of the Management Board
Łukasz Kalinowski	Member of the Management Board
Joanna Krasodomska	Member of the Management Board
Anna Pruska	Member of the Management Board
Tadeusz Włudyka	Member of the Management Board

2. The amount of the total remuneration broken down into components referred to in Art. 90d section 3 point 1 of the Act, and the mutual proportions between these remuneration components

Management Board of Comarch S.A.

Name and surname, position, duration of the employment contract, mandate contract, specific task contract or other contract of a similar nature	Year	Fixed remuneration			Variable remuneration		Extraordinary items	Pension expense	Total remuneration (fixed and variable)	Proportion of fixed and variable remuneration (fixed remuneration / variable remuneration)
		Base salary	Remuneration for performing the function of a management board member	Other items	One-year variable	Multi-year variable (long-term)				
Janusz Filipiak, President of MB	2020	0.00	1,200,000.00	1,632.93	11,288,782.00	0.00	0.00	0.00	12,490,414.93	9.6% / 90.4%
	2019	0.00	1,200,000.00	1,596.76	7,783,352.00	0.00	0.00	0.00	8,984,948.76	13.4% / 86.6%
Marcin Dąbrowski*, VP President of MB	2020	53,653.34	15,238.00	263.16	0.00	0.00	0.00	0.00	69,154.50	100% / 0%
	2019	212,620.93	96,000.00	1,596.76	1,082,288.00	0.00	0.00	0.00	1,392,505.69	22.3% / 77.7%
Paweł Prokop, VP President of MB	2020	167,912.14	96,000.00	1,632.93	0.00	0.00	0.00	0.00	265,545.07	100% / 0%
	2019	166,565.00	96,000.00	1,596.76	0.00	0.00	0.00	0.00	264,161.76	100% / 0%
Andrzej Przewięźlikowski, VP President of MB	2020	224,092.78	96,000.00	1,632.93	274,217.00	0.00	0.00	0.00	595,942.71	54.0% / 46.0%
	2019	223,062.63	96,000.00	1,596.76	154,044.00	0.00	0.00	0.00	474,703.39	67.0% / 32.5%
Zbigniew Rymarczyk, VP President of MB	2020	149,917.95	96,000.00	1,632.93	3,017,811.00	0.00	0.00	0.00	3,265,361.88	7.6% / 92.4%
	2019	149,501.75	96,000.00	1,596.76	2,586,392.00	0.00	0.00	0.00	2,833,490.51	8.7% / 91.3%
Konrad Tarański, VP President of MB	2020	177,238.12	96,000.00	1,632.93	630,126.00	0.00	0.00	0.00	904,997.05	30.4% / 69.6%
	2019	177,714.30	96,000.00	1,596.76	376,630.00	0.00	0.00	0.00	651,941.06	42.2% / 57.8%
Marcin Warwas, VP President of MB	2020	151,074.13	96,000.00	1,632.93	2,835,484.00	0.00	0.00	0.00	3,084,191.06	8.1% / 91.9%
	2019	150,439.70	96,000.00	1,596.76	1,427,284.00	0.00	0.00	0.00	1,675,320.46	14.8% / 85.2%

**) On 29th of January, 2020, Marcin Dąbrowski resigned from the position of Vice President of the Management Board of Comarch S.A. with effect on 29th of January, 2020.*

All members of the Management Board were appointed on the day by the General Meeting of the Company to perform their functions for a term of office lasting 3 years and receive a fixed remuneration for their function. Members of the Management Board (except for the President of the Management Board) are also employed at Comarch S.A. on the basis of employment contracts concluded for an indefinite period and receive a fixed remuneration on this account. All members of the management board are covered by D&O insurance, the value of this benefit has been included under "other benefits". In accordance with the Remuneration Policy, variable remuneration of members of the Management Board of Comarch S.A. depends on the achievement by the Company or the Capital Group or the sector managed by a member of the Management Board of certain criteria and goals in terms of financial results in a given financial year, therefore short-term remuneration is short-term (the settlement period does not exceed 12 months)

Supervisory Board of Comarch S.A.

Name and surname, position, duration of the employment contract, mandate contract, specific task contract or other contract of a similar nature	Year	Fixed remuneration			Variable remuneration		Extraordinary items	Pension expense	Total remuneration (fixed and variable)	Proportion of fixed and variable remuneration (fixed remuneration / variable remuneration)
		Base salary	Remuneration for performing the function of a management board member	Other items	One-year variable	Base salary				
Elżbieta Filipiak, Chairman of SB	2020	0.00	240,000.00	0.00	0.00	0.00	0.00	0.00	240,000.00	100% / 0%
	2019	0.00	240,000.00	0.00	0.00	0.00	0.00	0.00	240,000.00	100% / 0%
Maciej Brzeziński*	2020	0.00	0	0.00	0.00	0.00	0.00	0.00	0.00	100% / 0%
	2019	0.00	35,000.00	0.00	0.00	0.00	0.00	0.00	35,000.00	100% / 0%
Andrzej Pach	2020	0.00	60,000.00	0.00	0.00	0.00	0.00	0.00	60,000.00	100% / 0%
	2019	0.00	30,000.00	0.00	0.00	0.00	0.00	0.00	30,000.00	100% / 0%
Robert Bednarski*	2020	0.00	0	0.00	0.00	0.00	0.00	0.00	0.00	100% / 0%
	2019	0.00	35,000.00	0.00	0.00	0.00	0.00	0.00	35,000.00	100% / 0%
Danuta Drobniak	2020	0.00	60,000.00	0.00	0.00	0.00	0.00	0.00	60,000.00	100% / 0%
	2019	0.00	60,000.00	0.00	0.00	0.00	0.00	0.00	60,000.00	100% / 0%
Łukasz Kalinowski	2020	0.00	60,000.00	0.00	0.00	0.00	0.00	0.00	60,000.00	100% / 0%
	2019	0.00	30,000.00	0.00	0.00	0.00	0.00	0.00	30,000.00	100% / 0%
	2020	0.00	61,770.91	0.00	0.00	0.00	0.00	0.00	61,770.91	100% / 0%

Joanna Krasodomska	2019	0.00	30,075.00	0.00	0.00	0.00	0.00	0.00	30,075.00	100% / 0%
Wojciech Kucharzyk*	2020	0.00	0	0.00	0.00	0.00	0.00	0.00	0.00	100% / 0%
	2019	0.00	35,000.00	0.00	0.00	0.00	0.00	0.00	35,000.00	100% / 0%
Anna Ławrynowicz*	2020	0.00	0	0.00	0.00	0.00	0.00	0.00	0.00	100% / 0%
	2019	0.00	35,000.00	0.00	0.00	0.00	0.00	0.00	35,000.00	100% / 0%
Anna Pruska	2020	0.00	60,468.10	0.00	0.00	0.00	0.00	0.00	60,468.10	100% / 0%
	2019	0.00	60,000.00	0.00	0.00	0.00	0.00	0.00	60,000.00	100% / 0%
Tadeusz Włudyka	2020	0.00	61,041.92	0.00	0.00	0.00	0.00	0.00	61,041.92	100% / 0%
	2019	0.00	30,000.00	0.00	0.00	0.00	0.00	0.00	30,000.00	100% / 0%

**) At the Ordinary General Meeting held on 26th of June, 2019, the following members of the Supervisory Board were appointed: Mrs. Elżbieta Filipiak to the position of the Chairman of the Supervisory Board, Mr. Andrzej Pach to the position of the Vice-Chairman of the Supervisory Board and Mrs. Danuta Drobnik, Mr. Łukasz Kalinowski, Mrs. Joanna Krasodomska, Ms. Anna Pruska, Mr. Tadeusz Włudyka were appointed to act as members of the Supervisory Board of Comarch SA*

All members of the Supervisory Board were appointed by the General Meeting of the Company to perform their functions for a term of office lasting 3 years and receive a fixed remuneration on this account.

3. An explanation of how the total remuneration complies with the adopted remuneration policy, including how it contributes to the long-term performance of the company

In accordance with the content of the Remuneration Policy for members of the Management Board and Supervisory Board of Comarch S.A. the amount of the basic remuneration of members of the Management Board of Comarch S.A. was determined by the Supervisory Board of Comarch S.A., taking into account the knowledge, experience and skills of members of the Management Board of the Company, market levels of remuneration for adequate positions, and the working conditions and remuneration of the Company's employees.

Variable remuneration of members of the Management Board of Comarch S.A. depends on the achievement by the Company or the Capital Group or the sector managed by a member of the Management Board of certain criteria and goals in terms of financial and non-financial results, including, among others, the level of financial result, the value of sales revenue, the value of new contracts concluded, the level of costs in a given financial year, implementation of goals in the field of research and development, in the field of human resources development, in terms of taking into account social interests, environmental protection, preventing and eliminating negative social effects of the Company's operations.

Both in 2020 and in 2019, the Supervisory Board set goals in terms of financial and non-financial results in such a way that, by linking to the financial and non-financial goals of the Company, they contribute to the implementation of the business strategy, stability and implementation of the long-term interests of the Company.

In accordance with the Remuneration Policy for members of the Management Board and Supervisory Board of Comarch S.A. the remuneration of a member of the Supervisory Board consists only of a lump-sum fixed remuneration, the amount of which is determined on the basis of a resolution of the General Meeting, with the provision that the Chairman of the Supervisory Board may receive remuneration higher than other members of the Supervisory Board, taking into account additional workload and liability for the function performed. The amount of remuneration for members of the Supervisory Board is determined by the General Meeting, taking into account the market levels of remuneration for adequate positions, the scale of the Company's operations and its financial situation. The amount of remuneration for members of the Supervisory Board does not depend on the frequency of meetings of the Supervisory Board and its committees. Members of the Supervisory Board delegated to perform permanent and individual supervision may receive additional remuneration for the performed activities. The amount of such remuneration is determined by the Supervisory Board.

4. Information on how the performance criteria have been applied

After the end of each financial year (2019 and 2020), the Supervisory Board assessed the implementation by members of the Management Board of Comarch S.A. criteria and goals in terms of financial and non-financial results, as well as set criteria and goals for the next financial year. The amount of variable remuneration for 2019 and 2020 depended on the financial result achieved by the Comarch Group and / or individual sectors managed by members of the Management Board of Comarch S.A. and the degree of implementation in a given year in individual sectors of goals in terms of the level of sales revenue, the value of signed contracts, as well as goals in the field of R&D and human resources development.

The performance criteria do not apply to members of the Supervisory Board.

5. Information on the change, on an annual basis, in the remuneration, company's results and the average remuneration of employees of this company who are not members of the management board or supervisory board, in the period of at least the last five financial years, in total, in a manner that enables a comparison

Annual change	2016 v. 2015	2017 v. 2016	2018 v. 2017	2019 v. 2018	2020 v. 2019	Remuneration in 2020
Change in the remuneration of members of the management board, in PLN						
Janusz Filipiak	-3,514,657.93	1,088,223.36	-909,566.11	2,410,247.03	3,505,466.17	12,490,414.93
Piotr Piątosza*	-973,798.07	-	-	-	-	-
Marcin Dąbrowski*	-344,033.72	224,301.15	-1,360,526.69	1,079,893.09	-1,323,351.19	69,154.50
Paweł Prokop	-257,563.27	-316,728.20	-78,328.19	-258.62	1,383.31	265,545.07
Andrzej Przewięźlikowski *	-141,731.73	-330,356.44	-321,670.02	153,410.13	121,239.32	595,942.71
Zbigniew Rymarczyk	-248,804.65	306,254.23	674,846.11	479,179.22	431,871.37	3,265,361.88
Konrad Tarański	13,095.68	-111,511.47	84,741.49	-53,463.09	253,055.99	904,997.05
Marcin Warwas	-289,274.97	586,643.79	-60,881.52	-999,996.15	1,408,870.60	3,084,191.06
Piotr Reichert*	-475,395.24	-	-	-	-	-

Change in the average remuneration of employees of this company who are not members of the management board or the supervisory board						
in PLN	465.9	539.6	346.4	-16.7	580.0	8,783.2
%	6.8%	7.4%	4.4%	-0.2%	7.1%	

*) On 29th of January, 2020, Marcin Dąbrowski resigned from the position of Vice President of the Management Board of Comarch S.A. with effect as of 29th of January, 2020. The company announced details in the current report no. RB-4-2020 of 29th of January, 2020.

On 9th of April, 2015, Piotr Piątosza and Piotr Reichert resigned from the position of Vice-Presidents of the Management Board of Comarch S.A. with effect on 30th of April, 2015.

At the Ordinary General Meeting of Comarch S.A. held on 24th of June, 2015, Marcin Dąbrowski and Andrzej Przewięźlikowski were appointed Vice-Presidents of the Management Board of Comarch S.A.

Annual change	2016 v. 2015	2017 v. 2016	2018 v. 2017	2019 v. 2018	2020 v. 2019	Value in 2020
Net profit of the Company						
PLN	- 12,095,000.00	- 6,250,000.00	10,311,000.00	7,978,000.00	22,381,000.00	80,008,000.00
%	-21.0%	-13.7%	26.2%	16.1%	38.8%	100.0%
Net profit per shareholders of the Comarch Group						
PLN	- 6,617,000.00	- 8,408,000.00	- 34,010,000.00	74,230,000.00	15,785,000.00	120,631,000.00
%	-8.3%	-11.5%	-52.6%	242.5%	15.1%	100.0%
Operating profit of the Company						
PLN	- 4,543,000.00	- 38,301,000.00	48,856,000.00	- 55,870,000.00	31,006,000.00	64,525,000.00
%	-5.4%	-48.6%	120.5%	-62.5%	92.5%	100.0%
Operating profit of the Comarch Group						
PLN	3,865,000.00	- 58,529,000.00	29,179,000.00	55,840,000.00	48,178,000.00	191,561,000.00
%	3.4%	-50.1%	50.0%	63.8%	33.6%	100.0%

Revenue of the Company						
PLN	- 343,000.00	6,304,000.00	210,583,000.00	- 14,402,000.00	47,703,000.00	999,401,000.00
%	0.0%	0.8%	27.9%	-1.5%	5.0%	100.0%

Revenue of the Comarch Group						
PLN	- 18,767,000.00	12,297,000.00	244,509,000.00	67,804,000.00	99,330,000.00	1,536,753,000.00
%	-1.7%	1.1%	21.7%	5.0%	6.9%	100.0%

6. The amount of remuneration from entities belonging to the same capital group within the meaning of the Act of 29 September 1994 on accounting (Journal of Laws of 2019 r. pos. 351, 1495, 1571, 1655 i 1680)

Management Board of Comarch S.A.

Name and surname, position, duration of the employment contract, mandate contract, specific task contract or other contract of a similar nature	Year	Fixed remuneration			Variable remuneration		Extraordinary items	Pension expense	Total remuneration (fixed and variable)	Proportion of fixed and variable remuneration (fixed remuneration / variable remuneration)
		Base salary	Remuneration for performing the function of a management board member	Other items	One-year variable	Base salary				
Janusz Filipiak, President of MB	2020	0.00	6,341,008.50	3,917.65	0.00	0.00	0.00	0.00	6,344,926.15	100% / 0%
	2019	0.00	5,989,377.48	4,295.83	0.00	0.00	0.00	0.00	5,993,673.31	100% / 0%
Marcin Dąbrowski*, VP President of MB	2020	51,819.00	270,320.40	0.00	0.00	0.00	0.00	0.00	322,139.40	100% / 0%
	2019	309,726.60	0.00	0.00	0.00	0.00	0.00	0.00	309,726.60	100% / 0%
Paweł Prokop, VP President of MB	2020	0.00	157,200.00	1,632.93	0.00	0.00	0.00	0.00	158,832.93	100% / 0%
	2019	0.00	157,200.00	1,596.76	216,000.00	0.00	0.00	0.00	374,796.76	42.4% / 57.6%
Andrzej Przewięźlikowski, VP President of MB	2020	0.00	161,069.70	0.00	179,020.53	0.00	0.00	0.00	161,069.70	100% / 0%
	2019	0.00	154,863.30	0.00	0.00	0.00	0.00	0.00	154,863.30	100% / 0%
Zbigniew Rymarczyk, VP President of MB	2020	0.00	328,139.40	1,632.93	0.00	0.00	0.00	0.00	329,772.33	100% / 0%
	2019	0.00	315,726.60	1,596.76	0.00	0.00	0.00	0.00	317,323.36	100% / 0%

Łukasz Kalinowski	2020	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
	2019	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Joanna Krasodomska	2020	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
	2019	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Wojciech Kucharzyk*	2020	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
	2019	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Anna Ławrynowicz*	2020	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
	2019	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Anna Pruska	2020	0.00	21,721.57	0.00	0.00	0.00	0.00	0.00	21,721.57	100% / 0%
	2019	0.00	20,140.12	0.00	0.00	0.00	0.00	0.00	20,140.12	100% / 0%
Tadeusz Włudyka	2020	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
	2019	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	

**) At the Ordinary General Meeting held on 26th of June, 2019, the following members of the Supervisory Board were appointed: Mrs. Elżbieta Filipiak to the position of the Chairman of the Supervisory Board, Mr. Andrzej Pach to the position of the Vice-Chairman of the Supervisory Board and Ms. Danuta Drobnia, Mr. Łukasz Kalinowski, Ms. Joanna Krasodomska, Ms. Anna Pruska, Mr. Tadeusz Włudyka were appointed to act as members of the Supervisory Board of Comarch SA.*

7. The number of granted or offered financial instruments and the main conditions for the exercise of rights from these instruments, including the price and date of exercise and their changes

Remuneration of Members of the Management Board and Supervisory Board of Comarch S.A. does not provide for remuneration based on financial instruments granted or offered to members of the management board or supervisory board.

8. Information on the use of the option to claim the return of variable remuneration components

In the financial years 2019 and 2020, the Company did not request the return of variable remuneration components from a Management Board Member or a Supervisory Board Member.

9. Information on derogations from the procedure for implementing the remuneration policy and derogations applied pursuant to Art. 90f of the Act, including an explanation of the rationale and procedure, and an indication of the elements from which the exceptions have been applied.

In the period from the adoption on 24th of June, 2020 by the General Meeting of the Company of the Remuneration Policy for Members of the Management Board and Supervisory Board of Comarch S.A. until the end of the reporting period on 31st of December, 2020, there were no exceptions to the provisions of the Policy.

10. Information on pecuniary or non-pecuniary benefits granted to relatives.

In 2019 and 2020, the remuneration of members of the Management Board and Supervisory Board of Comarch S.A. did not include cash or non-cash benefits granted to relatives, i.e. spouses, ascendants, descendants, siblings, relative by affinity in the same direct line or in the same degree, the adoption relationship and their spouses, as well as people living together.