

**PROJECTS OF RESOLUTIONS**

**OF THE GENERAL ORDINARY**  
**SHAREHOLDERS' MEETING**

**OF COMARCH S.A. WITH ITS REGISTERED OFFICE**  
**IN KRAKOW**

**ON THE DAY OF 24<sup>th</sup> of JUNE, 2021**

**RESOLUTION NO. [ ]  
of the General Ordinary Shareholders' Meeting  
of Comarch S.A. with its headquarters in Kraków  
dated 24<sup>th</sup> of June, 2021  
regarding election of the President  
of the General Ordinary Shareholders' Meeting**

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

**§ 1.**

General Meeting appoints ..... to 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 24<sup>th</sup> of June, 2021  
regarding passing of meeting agenda**

General Meeting resolves the following:

**§ 1.**

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

**§ 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 24<sup>th</sup> of June, 2021**  
**regarding the approval of Comarch S.A.'s financial statement**  
**for the fiscal year 1.01.2020 - 31.12.2020**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies and Partnerships Code 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 2020 - 31 December 2020 which consists of:

- 1) Introduction to the financial statement;
- 2) the balance sheet as of 31 December 2020, which shows total assets and liabilities of PLN 1,447,977 thousand;
- 3) the income statement for the period from 1 January 2020 to 31 December 2020 which shows a net profit of PLN 80,008 thousand;
- 4) the statement of changes in equity for the period from 1 January 2020 to 31 December 2020 showing an increase in equity of PLN 67,898 thousand;
- 5) the cash flow statement for the period from 1 January 2020 to 31 December 2020, which shows an increase in the state of cash and cash equivalents of PLN 25,738 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 24<sup>th</sup> of June, 2021**  
**regarding the approval of the report of the Management Board regarding**  
**Comarch S.A.'s activities for the fiscal year 1.01.2020 - 31.12.2020**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies and Partnerships Code 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 2020 -31 December 2020.

**§ 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 24<sup>th</sup> of June, 2021**  
**regarding the approval of the consolidated financial statement for the**  
**fiscal year 1.01.2020 - 31.12.2020**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies and Partnerships Code, 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 2020 -31 December 2020 which consists of:

- 1) the consolidated balance sheet as of 31 December 2020, which shows total assets and liabilities of PLN 2,003,558 thousand;
- 2) the consolidated income statement for the period from 1 January 2020 to 31 December 2020 which shows capital group's net profit of PLN 120,493 thousand;
- 3) the total income consolidated statement for the period from 1 January 2020 to 31 December 2020 which shows total income in the amount of PLN 139,991 thousand;
- 4) the statement of changes in consolidated equity for the period from 1 January 2020 to 31 December 2020 showing an increase in equity of PLN 127,791 thousand;
- 5) the consolidated cash flow statement which shows an increase in the state of net cash and cash equivalents of PLN 122,179 thousand, for the period from 1 January 2020 to 31 December 2020;
- 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 24<sup>th</sup> of June, 2021**  
**regarding the approval of the report of the Management Board on Comarch**  
**Capital Group's activities**  
**for the fiscal year 1.01.2020 - 31.12.2020**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies and Partnerships Code 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 of activities of Comarch Capital Group for the fiscal year 1 January 2020 -31 December 2020.

**§ 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 24<sup>th</sup> of June, 2021**

**regarding approving the report of the Supervisory Board of activities of the Supervisory Board in 2020 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 1.01.2020 - 31.12.2020 and the report regarding the audit of the Capital Group's consolidated financial statement and of the Management Board's report of Capital Group's activities for the fiscal year 1.01.2020 - 31.12.2020**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies and Partnerships Code, General Meeting resolves the following:

**§ 1.**

General Shareholder's Meeting approves:

1. the report of the Supervisory Board regarding activities of the Supervisory Board in 2020,
2. the report regarding the audit of the Company's financial statement and of the Management Board's report on Comarch S.A.'s activities for the fiscal year 1.01.2020 - 31.12.2020,
3. the report on the audit of the Capital Group's consolidated financial statement and the Management Board's report on Capital Group's activities for the fiscal year 1.01.2020 - 31.12.2020.

**§ 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 24<sup>th</sup> of June, 2021**  
**regarding distribution of net profit**  
**for the fiscal year 1.01.2020 - 31.12.2020**

Acting on the basis of art. 395 § 2 pt. 2 of the Commercial Companies and Partnerships Code, the General Meeting of Comarch S.A. resolves the following:

**§ 1.**

General Shareholder's Meeting decides that the earned in the fiscal year 1 January 2020 -31 December 2020 net profit in the amount of PLN 80,008,432.99 (in words: eighty million, eight thousand four hundred thirty two zlotys and 99/100) will be divided in such a way that:

1) part of the net profit of PLN 24,400,047 (in words: twenty four million four hundred thousand forty seven zlotys) will be used to pay dividend. The dividend in the amount of PLN 3.00 (in words: three zlotys) per share will be given to persons who are shareholders of the Company on 6<sup>th</sup> of July, 2021 (dividend day), and the dividend will be paid on 16<sup>th</sup> of July, 2021;

2) the remaining part of the net profit in the amount of PLN 55,608,385.99 (in words: fifty five million six hundred eight thousand three hundred eighty five zlotys and 99/100) will be transferred 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 24<sup>th</sup> of June, 2021  
regarding acknowledging the fulfilment of duties in the fiscal year  
1.01.2020 - 31.12.2020 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 and Partnerships Code 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 1.01.2020 - 31.12.2020 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 24<sup>th</sup> of June, 2021  
regarding acknowledging the fulfilment of duties in the fiscal year  
1.01.2020 - 31.12.2020 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 and Partnerships Code 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 1.01.2020 - 31.12.2020 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 24<sup>th</sup> of June, 2021**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2020 - 31.12.2020 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 Commercial Companies and Partnerships Code 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 1.01.2020 - 31.12.2020 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 24<sup>th</sup> of June, 2021**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2020 - 31.12.2020 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 and Partnerships Code 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 1.01.2020 - 31.12.2020 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 24<sup>th</sup> of June, 2021**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2020 - 31.12.2020 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 Commercial Companies and Partnerships Code 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 1.01.2020 - 31.12.2020 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 24<sup>th</sup> of June, 2021**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2020 - 31.12.2020 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 Commercial Companies and Partnerships Code 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 1.01.2020 - 31.12.2020 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 24<sup>th</sup> of June, 2021**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2020 - 31.12.2020 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 Commercial Companies and Partnerships Code 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 1.01.2020 – 29.01.2020 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 24<sup>th</sup> of June, 2021  
regarding acknowledging the fulfilment of duties in the fiscal year  
1.01.2020 - 31.12.2020 by Elżbieta Filipiak,  
Chairman of the Supervisory Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code 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 1.01.2020 - 31.12.2020 by Elżbieta Filipiak, Chairman of the Supervisory 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 24<sup>th</sup> of June, 2021**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2020 - 31.12.2020 by Andrzej Pach,**  
**Vice-Chairman of the Supervisory Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code 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 01.01.2020 – 31.12.2020 by Andrzej Pach, Vice-Chairman of the Supervisory 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 24<sup>th</sup> of June, 2021  
regarding acknowledging the fulfilment of duties in the fiscal year  
1.01.2020 - 31.12.2020 by Danuta Drobniak,  
Member of the Supervisory Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code 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 1.01.2020 - 31.12.2020 by Danuta Drobniak, Member of the Supervisory 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 24<sup>th</sup> of June, 2021  
regarding acknowledging the fulfilment of duties in the fiscal year  
1.01.2020 - 31.12.2020 by Anna Pruska,  
Member of the Supervisory Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code 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 1.01.2020 - 31.12.2020 by Anna Pruska, Member of the Supervisory 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 24<sup>th</sup> of June, 2021  
regarding acknowledging the fulfilment of duties in the fiscal year  
1.01.2020 - 31.12.2020 by Joanna Krasodomska,  
Member of the Supervisory Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code 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 01.01.2020 – 31.12.2020 by Joanna Krasodomska, Member of the Supervisory 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 24<sup>th</sup> of June, 2021  
regarding acknowledging the fulfilment of duties in the fiscal year  
1.01.2020 - 31.12.2020 by Łukasz Kalinowski,  
Member of the Supervisory Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code 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 01.01.2020 – 31.12.2020 by Łukasz Kalinowski, Member of the Supervisory 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 24<sup>th</sup> of June, 2021  
regarding acknowledging the fulfilment of duties in the fiscal year  
1.01.2020 - 31.12.2020 by Tadeusz Włudyka,  
Member of the Supervisory Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code 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 01.01.2020 – 31.12.2020 by Tadeusz Włudyka, Member of the Supervisory 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 24<sup>th</sup> of June, 2021  
regarding dismissal of Tadeusz Włudyka from the position of  
the Member of the Supervisory Board**

Acting on the basis of art. 385 § 1 of the Commercial Companies and Partnerships Code and art. 15 pt. 8) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the dismissal of Tadeusz Włudyka from the position of the Member of the Supervisory 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 24<sup>th</sup> of June, 2021**  
**regarding the opinion of the General Meeting regarding**  
**Supervisory Board reports on remuneration**  
**members of the Management Board and Supervisory Board of Comarch**  
**S.A. for the years 2019 - 2020**

Acting pursuant to art. 90g section 6 of the Act of 29<sup>th</sup> of July, 2005 on public offerings and conditions governing the introduction of financial instruments to organized trading, and on public companies and article 395 § 2<sup>1</sup> of the Commercial Companies and Partnerships Code, the General Meeting of Comarch S.A. resolves as follows:

**§ 1.**

The General Meeting, after reading the report on the remuneration of members of the Management Board and Supervisory Board of Comarch S.A. prepared by the Supervisory Board. for the years 2019 - 2020, audited by the certified auditor UHY ECA Audyt sp.z o. o. sp.k. with its registered office in Warsaw, expresses a positive opinion on the content of this report.

**§ 2.**

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

### **Justifications for draft resolutions:**

1. The Ordinary General Meeting of Shareholders was convened by the Management Board in the performance of obligations under the provisions of the Commercial Companies and Partnerships Code.
2. Draft resolutions No. 1 - 22 are related to the ordinary subject matter of the Ordinary General Meeting, and their presentation and the need to take is the result of obligations imposed by the provisions of the Commercial Companies and Partnerships Code.
3. The presentation of the draft resolution no. 23 results from the fact that Mr. Tadeusz Włudyka submitted to the Management Board and the Supervisory Board of the Company a request to dismiss him from the function of a member of the Supervisory Board on the grounds of personal reasons.
4. Presentation of the draft resolutions No. 24 is related to the Company's fulfilment of the obligation under art. 90g section 6 of the Act of 29<sup>th</sup> of July, 2005 on public offerings and conditions governing the introduction of financial instruments to organized trading, and on public companies and article 395 § 2<sup>1</sup> of the Commercial Companies and Partnerships Code.