

COMARCH

Report of Comarch S.A.'s Management Board Regarding the Acceptance of Corporate Governance Principles in 2023

Table of Contents:

1. Corporate Governance Principles that Apply to an Issuer	3
2. Recommendations for Corporate Governance Principles not Implemented by the Issuer along with an Explanation of the Circumstances and Reasons surrounding the Decision not to Implement a Particular Principle	3
3. Shareholders Holding Directly or Indirectly Significant Shares in Votes at the General Shareholders Meeting as at the 26 th of April, 2024	5
4. Owners of Securities Entitling them to Special Control Rights as well as a Description of these Rights	6
5. All Restrictions Relating to Execution of Voting Rights, i.e. Restriction of Voting Rights through Holding a Particular Share or Number of Votes, Time Restrictions regarding Voting Rights or Records according to which, in Collaboration with the Company, apital Rights Related to Securities are Separated from Securities Holdings	6
6. All Restrictions Regarding Transferring the Holding Rights of an Issuer's Securities	6
7. Principles for the Appointing and Dismissing of Management and their Rights, notably the Right for Decision Making on Shares Issue or Buyout	7
8. Description of Principles for Changes in Articles of Association.....	7
9. Description of Operating Principles for General Meetings and Their Essential Rights and Shareholders' Rights as well as Modality, in particular Principles resulting from Rules for General Shareholders' Meeting if such Rules were passed, unless these Infomation Results from Law	7
10. Membership, Changes in Membership during Last Financial Year and Rules of Operations of the Company's Managing and Supervising Persons as well as Their Committees.....	9
11. A Description of the Basic Features of the Internal Control and Risk Management Systems the Issuer Uses and How These Relate to the Process of Preparing the Financial Statements	22
12. Description of the Diversity Policy	23

Statement of the Management Board of Comarch S.A. on the application in the Company of corporate governance rules in accordance with § 70 section 6 point 5 of the Regulation issued by the Minister of Finance on the 29th of March, 2018, concerning current and periodical information pertaining to companies traded on the stock exchange and on the conditions for recognizing the equivalence of information required by legal regulations binding in a country which is not a member state (consolidated text, Journal of Laws from 2018, pos. 757).

1. Corporate Governance Principles that Apply to an Issuer

In the period from the 1st of January, 2023, to the 31st of December, 2023, Comarch S.A., a Company listed on the Warsaw Stock Exchange, is a subject to the corporate governance principles set out in the document "Best Practices of WSE Listed Companies 2021" (Annex to Resolution of the WSE Council No 13/1834/2021 of the 29th of March 2021, "DPSN 2021"). The rules are available on the website https://www.gpw.pl/pub/GPW/files/PDF/dobre_praktyki/DPSN21_BROSZURA.pdf (ENG: [DPSN2021_EN.pdf \(gpw.pl\)](https://www.gpw.pl/pub/GPW/files/PDF/dobre_praktyki/DPSN21_BROSZURA.pdf)), which is the official website of the Warsaw Stock Exchange devoted to these issues.

The Best Practices include six sections:

- Disclosure Policy, Investor Communications,
- Management Board, Supervisory Board,
- Internal Systems and Functions,
- General Meeting, Shareholder Relations,
- Conflict of Interest, Related Party Transactions,
- Remuneration.

On the 30th of the July, 2021, The Management Board of Comarch S.A. pursuant to § 29 section 3 of the Regulations of the Warsaw Stock Exchange S.A. published information of the Company's compliance with the principles contained in the set of the "Best Practices of WSE Listed Companies 2021", which is available on the website <https://www.comarch.pl/relacje-inwestorskie/raporty-biezace/ebi-3-2021-informacja-na-temat-stanu-stosowania-przez-spolke-zasad-zawartych-w-zbiorze-dobre-praktyki-spolek-notowanych-na-gpw-2021/> (ENG: <https://www.comarch.com/investors/investor-reports/ebi-3-2021-a-statement-on-the-companys-compliance-with-the-corporate-governance-principles-contained-in-best-practice-for-gpw-listed-companies-2021/>).

According to the published information, the Company withdrew from the following principles: 2.1., 2.2., 3.3., 3.4., 3.6., 3.7.

Additionally, on the 30th of November, 2021, the Management Board of Comarch S.A. provided an update of information of the Company's compliance the principles contained in the "Best Practices of WSE Listed Companies 2021", which is available on the website <http://www.comarch.pl/relacje-inwestorskie/lad-korporacyjny/> (ENG: <https://www.comarch.com/investors/corporate-governance/>). The reason to update the information on the application of DPSN 2021 by Comarch S.A. was the appointment of an internal auditor managing the internal audit function, therefore the principles 3.3., 3.4., 3.6., and 3.7., of DPSN 2021 began to be applied by the Company.

On the 3rd of January, 2024, in connection with the appointment by the General Meeting of Shareholders of Comarch S.A. of new members of the Management Board and the Supervisory Board, the Management Board of Comarch S.A. provided an update on Company's compliance with the principles contained in the set of the "Best Practices of WSE Listed Companies 2021". Updates were made to the comments on principle 2.1. and 2.2.

2. Recommendations for Corporate Governance Principles not Implemented by the Issuer along with an Explanation of the Circumstances and Reasons surrounding the Decision not to Implement a Particular Principle

The Management Board and the Supervisory Board

Principle 2.1. *A company should have a diversity policy towards the Management Board and the Supervisory Board, adopted respectively by the Supervisory Board or the general meeting. The diversity policy defines the goals and criteria of diversity, among others in such areas as gender, field of education, specialist knowledge, age and professional experience, as well as indicates the date and method of monitoring the achievement of these goals. In terms of gender diversity, the condition for ensuring the diversity of company bodies is the participation of a minority in a given body at a level not lower than 30%.*

Company's Comment: Comarch S.A. has a policy of diversity, including for the Management Board and the Supervisory Board. The diversity policy covers the companies of the Comarch Capital Group and has been approved by the Management Board of Comarch S.A. Comarch's diversity policy does not pose any barriers due to gender, views, sexual orientation, racial or ethnic origin in terms of employment and HR policy, it does not contribute to direct or indirect discrimination due to sex, age, disability, race, religion, nationality, political beliefs, trade union membership, ethnic origin, religion or sexual orientation. Comarch's diversity policy, however, does not provide for the participation of minorities in the given data authority at a level not lower than 30%. Nevertheless, Comarch S.A. partially meets the requirement of ensuring a 30% differentiation with regard to women and men, because in the composition of the Supervisory Board of Comarch S.A. there are four women, which accounts for 67% of women. The members of the Board differ in terms of gender, age and education. They all have knowledge and skills supported by many years of professional experience. The President of the Management Board of Comarch S.A. is a woman, while the remaining ten members of the Board are men. The predominant presence of men in the Company's Management Board is primarily associated with the nature of Comarch's activities and the specificity of the IT industry, where men constitute a significant majority. It should also be emphasized that the current members of the Management Board of Comarch S.A. are people associated with Comarch for many years, with extensive knowledge in the field of technological issues in the IT area and qualifications necessary for the positions held.

Principle 2.2. *The decision-makers on the appointment of members of the Management Board or the Supervisory Board of a company should ensure the versatility of these bodies by selecting persons who ensure diversity in their composition, enabling, inter alia, achieving the target minimum minority participation rate set at a level of not less than 30%, in line with the objectives set out in the adopted diversity policy referred to in principle 2.1.*

Company's Comment: Persons deciding on the selection of members of the Management Board or the Supervisory Board of the Company make every effort to ensure the versatility and diversity of these bodies. Composition of the Management Board of Comarch S.A. and the Supervisory Board of Comarch S.A. varies in particular in terms of education, age and work experience. The six-person Supervisory Board of the Company includes four women. The eleven-person Management Board of Comarch S.A. consists of one woman and ten men, primarily due to the nature of the Company's business and the specificity of the IT industry, where men constitute a significant majority. It should also be emphasized that the current members of the Management Board Comarch S.A. are people associated with the Company for many years (they have held managerial positions for over 5 years), with extensive knowledge within the IT area and qualifications necessary for the positions held.

3. Shareholders Holding Directly or Indirectly Significant Shares in Votes at the General Shareholders Meeting as at the 26th of April, 2024

Shareholders	Number of shares	% of share capital	Number of votes at the Company's AGM	% of votes at the Company's AGM
Janusz Filipiak	1,997,027	24.55	5,569,027	36.82
Elżbieta Filipiak	846,000	10.40	4,230,000	27.96
Other members of the Board*	57,477	0.71	57,477	0.38
Nationale-Nederlanden OFE + DFE	846,571	10.41	846,571	5.60
Generali Open Pension Funds	829,183	10.19	829,183	5.48
Other shareholders	3,557,091	43.74	3,594,691	23.76
Total	8,133,349	100.00	15,126,949	100.00

On the 3rd of February, 2023, in the current report no. [RB-2-2023](#) (ENG: [RB-2-2023](#)), the Management Board of Comarch S.A., informed that it had received a notification from Generali Powszechny Towarzystwo Emerytalne S.A. (hereinafter referred to as "Company") managing Generali Otwarty Fundusz Emerytalny (hereinafter referred to as "Generali OFE") and Generali Voluntary Pension Fund (hereinafter referred to as "Generali DFE"), that as a result of taking over the management of NNLife Otwarty Fundusz Emerytalny (hereinafter referred to as "NNLife OFE") and NNLife Dobrowolny Fundusz Emerytalny (hereinafter referred to as "NNLife DFE") on the 1st of February, 2023, share in the share capital and in the total number of votes at the General Meeting of Shareholders of Comarch S.A. on the accounts of Generali OFE, Generali DFE, NNLife OFE and NNLife DFE funds, it exceeded the 5% threshold.

On the 10th of March, 2023, in the current report no. [RB-3-2023](#) (ENG: [RB-3-2023](#)), the Management Board of Comarch S.A. informed about receiving information about the death of a Member of the Management Board of Comarch S.A., Mr. Paweł Prokop. In connection with the above, on the 10th of March, 2023, the mandate of Mr. Paweł Prokop as Vice-President of the Management Board of Comarch S.A. expired. Paweł Prokop was a member of the Management Board of Comarch S.A. since 1996.

The Management Board of Comarch S.A. informed in the current report no. [RB-8-2023](#) (ENG: [RB-8-2023](#)) that on the 28th of June, 2023, the Ordinary General Meeting of the Company adopted resolutions no. 24, 25, 26, 27, 28 and 29 on the election of members of the Company's Management Board. They were appointed:

1. Mr. Janusz Jeremiasz Filipiak for the position of Vice-President of the Management Board,
2. Mr. Arkadiusz Iłgowski for the position of Vice-President of the Management Board,
3. Mr. Tomasz Matysik for the position of Vice-President of the Management Board,
4. Mr. Wojciech Pawluś for the position of Vice-President of the Management Board,
5. Mr. Michał Pruski for the position of Vice-President of the Management Board,
6. Mr. Marcin Romanowski for the position of Vice-President of the Management Board.

Mr. Janusz Jeremiasz Filipiak, Mr. Arkadiusz Iłgowski, Mr. Tomasz Matysik, Mr. Wojciech Pawluś, Mr. Michał Pruski and Mr. Marcin Romanowski were appointed as members of the Management Board of Comarch S.A. until the end of the current term of office of the board, however, resolutions on their appointment have legal effect upon registration of amendments to the Company's Articles of Association adopted by the General Meeting of Shareholders on the 28th of June, 2023. On the 11th of July, 2023 The Management Board of Comarch S.A. received the decision, dated the 10th of July, 2023, regarding the registration by the District Court for Kraków-Śródmieście, Eleventh Economic Division of the National Court Register of the changes in the Company's Articles of Association adopted by the resolution no. 23 by the General Meeting of Shareholders of the 28th of June, 2023, as announced in current report no. [RB-11-2023](#) (ENG: [RB-11-2023](#)).

On the 25th of August, 2023 Mr. Marcin Warwas, head of the Services sector, resigned from the position of Vice-President of the Management Board of Comarch SA, effective as of the 30th of November, 2023. Mr. Marcin Warwas did not provide reasons for his resignation. The Company announced the details in current report no. [RB-13-2023](#) (ENG: [RB-13-2023](#)).

Due to the long-term indisposition of the President of the Management Board of Comarch S.A. Professor Janusz Filipiak, Supervisory Board of Comarch S.A. delegated a member of the Supervisory Board Anna Pruska, PhD, to temporarily perform the duties of the President of the Management Board of Comarch S.A. The delegation took place for a period of one month from the 2nd of October, 2023, to the 2nd of November, 2023. On the 31st of October, 2023, the Supervisory Board of Comarch S.A. decided to further delegate Anna Pruska, PhD, a member of the Supervisory Board, to temporarily perform the duties of the President of the Management Board of

Comarch S.A. The delegation is for a period of two months starting from the expiry of the previous delegation period, i.e. for the period from the 2nd of November, 2023, to the 2nd of January, 2024. The Company provided details in current reports no. [RB-14-2023 \(ENG: RB-14-2023\)](#) and [RB-15-2023 \(ENG: RB-15-2023\)](#).

On the 17th of December, 2023, the Management Board of Comarch S.A. - with the current report No. [RB-19-2023 \(ENG: RB-19-2023\)](#) - announced the death of the President of the Management Board of Comarch S.A., Professor Janusz Filipiak. As a result, Mr. Professor Janusz Filipiak's term on the Management Board of Comarch S.A. expired on the 17th of December, 2023.

On the 3rd of January 2024, the Management Board of Comarch S.A. announced-via current report no. [RB-2-2024 \(ENG: RB-2-2024\)](#) - that on the 3rd of January, 2024, the Company's Extraordinary General Meeting of Shareholders passed Resolution No. 5 on the dismissal of Mrs Anna Pruska, PhD, from the position of member of the Company's Supervisory Board, effective the 3rd of January, 2024, in connection with her planned appointment as President of the Management Board of Comarch S.A.

On the 3rd of January, 2024, the Extraordinary General Meeting of the Company adopted resolutions No. 7, 8 and 9 on the election of members of the Company's Management Board. The following were appointed:

1. [Anna Pruska \(ENG\), PhD](#), for the position of President of the Management Board,
2. [Marcin Warwas \(ENG\)](#) for the position of Vice-President of the Management Board,
3. [Marcin Kaleta \(ENG\)](#) for the position of Vice-President of the Management Board,

Mrs Anna Pruska, PhD, Mr. Marcin Warwas and Mr. Marcin Kaleta were appointed to serve as members of the Management Board of Comarch S.A. until the end of the current term of office of the Management Board.

4. Owners of Securities Entitling them to Special Control Rights as well as a Description of these Rights

Janusz Filipiak, President of the Management Board of Comarch S.A., as of the 17th of December, 2023, was the holder of 893,000 registered share preference votes (1:5). These entitled him to 4,465,000 votes at the Company's General Shareholders' Meeting. As a result of the death of Janusz Filipiak, on the 17th of December, 2023, the shares became part of the estate, and the rights related to them are vested in Janusz Filipiak's heirs. Elżbieta Filipiak, Chairman of the Supervisory Board, holds 846,000 registered share preference votes (1:5). These entitle her to 4,230,000 votes at the Company's General Shareholders' Meeting. Paweł Prokop, Vice-President of the Management Board of Comarch S.A. until the 10th of March, 2023, was the holder of 9,400 voting preference shares (1:5). They are entitled to 47,000 votes at the general meeting of the Company. As a result of Paweł Prokop's death, on the 10th of March, the shares entered the inheritance estate, and the rights related to them are vested in Paweł Prokop's heirs.

5. All Restrictions Relating to Execution of Voting Rights, i.e. Restriction of Voting Rights through Holding a Particular Share or Number of Votes, Time Restrictions regarding Voting Rights or Records according to which, in Collaboration with the Company, Capital Rights Related to Securities are Separated from Securities Holdings

None present..

6. All Restrictions Regarding Transferring the Holding Rights of an Issuer's Securities

According to art. 8 point 7 of Comarch S.A.'s Articles of Association:

„7. Disposing registered shares requires consent of the Management Board provided in writing. In case of refusal of disposing, the Management, within 2 months of filing with the Company of the intention of assigning shares, appoints the purchaser and price of shares. Price of shares may not be lower than average stock exchange price from the three recent months preceding the month of filing, provided that shares of the Company are in stock exchange trading. Otherwise, price of shares may not be lower than the book value per share as of the last balance

sheet date. Price is due within one month of the date of resolution of the Management indicating the purchaser of shares.”

7. Principles for the Appointing and Dismissing of Management and their Rights, notably the Right for Decision Making on Shares Issue or Buyout

a) Principles for Appointing and Dismissing

According to the Articles of Association of the Company, the Management Board of the Company consists of 2 to 12 persons appointed and dismissed by the Annual General Meeting. Members of the Management Board are appointed for the common term of office of three years. The AGM defines salaries for the Management Board, provided that this competency may be passed on in part or in entirety to the Supervisory Board. The Supervisory Board suspends on important reasons, selected or all members of the Management Board in their duties and delegating members of the Supervisory Board for the period not longer than 3 months for temporary execution of activities of those members of the Management Board who have been dismissed, who resigned or who cannot execute their duties on other reasons.

b) Rights according to art. 9, 20 - 22 of the Comarch S.A.'s Articles of Association and the Commercial Companies Code

- The Management Board may appoint proxies.
- In 2023, President of the Management Board single-handedly or two members of the Management Board acting jointly or one member of the Management Board acting jointly with a proxy are authorised for making statements on behalf of the Company and representing the Company in Court and off Court.
- In agreements between the Company and members of the Management Board and in disputes with them, the Company is represented by the Supervisory Board or by a proxy appointed with a resolution of the General Meeting. The Supervisory Board may authorise, by way of a resolution, one or more members of the Supervisory Board to perform such legal actions.
- The Management Board defines internal organisation of the Company.
- According to art. 445 and 446 of the Commercial Companies and Partnerships Code, (uniform text: Journal of Laws of 2024, item 18) (hereinafter: the Code of Commercial Companies and Partnerships) the General Meeting passes a resolution on amendments to the articles of association, providing for the authorisation for the management board to increase the share capital within the limits of the authorised capital. According to art. 9 sec. point 5 of the Comarch S.A.'s Articles of Association, within the target capital, the Management Board of the Company may issue shares only in conversion for cash contributions and may not issue preferential shares or allocate personal rights for the shareholder, referred to in Article 354 of the Commercial Companies and Partnerships Code of Trade Companies. In the scope of all the issues related to increasing the share capital within the target capital, in particular on excluding or limiting collection right and determining the issue price, obtaining consent of the Supervisory Board is required.

8. Description of Principles for Changes in Articles of Association

A General shareholders' Meeting may pass a resolution regarding changes in articles of association, including an increase or a decrease in share capital, and a resolution on a significant change in the Company's subject matter.

9. Description of Operating Principles for General Meetings and Their Essential Rights and Shareholders' Rights as well as Modality, in particular Principles resulting from

Rules for General Shareholders' Meeting if such Rules were passed, unless these Information Results from Law

General Meeting of Comarch S.A. operates on the basis of the provisions of the Commercial Companies and Partnerships Code, the Articles of Association, the principles of Good Practices of Listed Companies on the WSE applicable in the company, Regulations of the General Meeting of Comarch S.A. with its registered office in Kraków, adopted on the 28th of June, 2010 by the General Meeting of Shareholders (as amended) and the Regulations defining the detailed rules for participation in the General Meeting of Comarch S.A. by means of electronic communication adopted by Resolution of the Supervisory Board of Comarch S.A. No. 11/05/2020 on the 26th of May, 2020. A detailed description of the activities of the General Meeting of the company can be found in the above documents.

1. Annual General Shareholders' Meetings may be ordinary or extraordinary.
2. An ordinary General Meeting of the Management Board shall be called no later than the end of June each year.
3. Meetings shall take place at the Company's headquarters.
4. At least two members of the Company's Management Board and at least two members of its Supervisory Board should take part in the Annual General Shareholders' Meeting.
5. If the subject of debate is to concern the financial affairs of the Company an auditor shall be present.
6. Representatives of the media may attend the General Shareholders' Meeting as observers.
7. Only persons who are Company's shareholders 16 (sixteen) days prior the date of the General Meeting are entitled to participate in the General Meeting.
8. Shareholders who are physical persons may take part in the Annual General Shareholders' Meeting as well as exercise their right to vote themselves or via a proxy.
9. Shareholders who are not physical persons may take part in the Annual General Shareholders' Meeting as well as exercise their right to vote via a person empowered to submit a declaration of intent in their name, or via a proxy.
10. The chairman of the Annual General Shareholders' Meeting conducts debates, takes decisions in matters of the agenda and procedure, and is authorized to interpret the present rules.
11. The duties of the chairman of the Annual General Shareholders' Meeting include:
 - Ensuring that debates are conducted in accordance with the agenda and procedure as stipulated,
 - Directing the debate: deciding who shall speak and in what order,
 - Receiving proposed and draft resolutions and opening them to debate and
 - Organizing and conducting the voting.
12. The Annual General Shareholders' Meeting shall choose a three-person returns committee from the candidates notified by the chairman. The returns committee shall ensure that each vote is correctly conducted, supervise the practical aspects of the vote and check, confirm and declare the results. Where the Annual General Shareholders' Meeting is attended by a small number of shareholders a returns committee shall not be selected unless a shareholder or proxy submits a request for a returns committee to be selected. Where a returns committee is not selected its functions shall be performed by the chairman of the Annual General Shareholders' Meeting.
13. The Annual General Shareholders' Meeting shall take decisions in the form of resolutions adopted by open voting except:
 - Voting on an issue of selecting or deselecting members of bodies of the Company, or liquidators,
 - Motions to prosecute members of bodies of the Company or liquidators,
 - In personal matters,

- At the request of at least one shareholder,
 - In other circumstances stipulated in the regulations currently binding.
14. Shareholders shall notify the chairman of the Annual General Shareholders' Meeting of their candidates for membership of the Supervisory Board in writing or verbally.
15. Proposals for Supervisory Board candidates should be supported in detail with particular emphasis placed on the candidate's education, qualifications and professional experience.
16. Before a resolution is adopted on the composition of the Supervisory Board the General Shareholders' Meeting shall vote on a resolution to determine the number of members the Supervisory Board is to have.
17. The Company may organise the General Meeting in such a way as to enable shareholders to participate at the General Meeting using means of electronic communication.
18. The person convening the General Meeting decides about the possibility to participate in the General Meeting of the Company by means of electronic communication.
19. Shareholder's participation in the General Meeting by means of electronic communication includes:
- a) two-way real-time communication of all persons participating in the General Meeting, in which they may speak during the General Meeting, staying in a different place than the place of the General Meeting,
 - b) exercising voting rights in person or by proxy during the General Meeting via electronic means of communication.

10. Membership, Changes in Membership during Last Financial Year and Rules of Operations of the Company's Managing and Supervising Persons as well as Their Committees

a) Members of the Comarch S.A.'s Supervisory Board as at 31st of December, 2023:

Name and surname	Position
Elżbieta Filipiak	Chairman of the Supervisory Board
Andrzej Pach	Vice-Chairman of the Supervisory Board
Danuta Drobniak	Member of the Supervisory Board
Robert Jasiński	Member of the Supervisory Board
Joanna Krasodomska	Member of the Supervisory Board

AT THE 26TH OF APRIL, 2024

Name and surname	Position
Elżbieta Filipiak	Chairman of the Supervisory Board
Andrzej Pach	Vice-Chairman of the Supervisory Board
Danuta Drobniak	Member of the Supervisory Board
Maria Flis*	Member of the Supervisory Board
Robert Jasiński	Member of the Supervisory Board
Joanna Krasodomska	Member of the Supervisory Board

**On the 3rd of January 2024, the Management Board of Comarch S.A. announced-via current report no [RB-3-2024](#) (ENG: [RB-3-2024](#)) that on the 3rd of January, 2024, the Extraordinary General Meeting of the Company passed Resolution No. 6 on the election of a member of the Company's Supervisory Board, Professor Maria Jolanta Flis was appointed to the Supervisory Board. Professor Maria Jolanta Flis was appointed to serve on the Supervisory Board of Comarch S.A. until the end of the current term of the Supervisory Board.*

The Supervisory Board shall undertake constant supervision of all areas of the Company's operations. The Supervisory Board shall operate according to the regulations of the Polish Commercial Companies and Partnerships Code, the Company's Articles of Association, the Corporate Governance Principles in force at the Company and the Rules for the Supervisory Board dated the 30th of June, 2003 approved at the Annual General Shareholders' Meeting (and amendments). The detailed operations of the Supervisory Board were presented in the above-mentioned documents.

b) The most important rules included in the Rules for the Supervisory Board are:

1. The Supervisory Board shall contain three to seven people, subject to special provisions relating to public companies, chosen by the Annual General Shareholders' Meeting. The Meeting shall, by a resolution, specify the number of members of the Supervisory Board before voting commences to select candidates for that Board.
2. Supervisory Board members shall be appointed for a common term of office lasting three years.
3. Members of the Supervisory Board shall perform their rights and duties directly and in person. Any member of the Supervisory Board may be dismissed before their term of office has been completed. Members of the Supervisory Board may be re-elected.
4. General Shareholders' Meeting shall appoint from among members of the Supervisory Board the Chairperson, the Vice Chairperson, and also the Secretary of the Supervisory Board, as needed..
5. The chairman of the Supervisory Board:
 - convenes meetings of the Supervisory Board;
 - conducts meetings of the Supervisory Board
 - opens debates at the General Shareholders' Meeting.
6. When the chairman is absent his place shall be taken by the vice-chairman of the Supervisory Board, and in his absence, a previously appointed member of the Supervisory Board.
7. The Supervisory Board may select supervisory committees from amongst its members for specific scope of the Company's operations, in particular the Audit Committee.
8. These committees may sit separately and may vote on resolutions. These may concern the findings of inspections and audits concerning the way the Company operates.
9. Meetings of the Supervisory Board shall be convened by the chairman of the Supervisory Board. The Management Board or another member of the Supervisory Board may demand that the chairman convene a meeting of the Supervisory Board. This demand should be accompanied by a proposed agenda. The chairman of the Supervisory Board shall convene a meeting within two weeks of receiving the demand. If the meeting is not convened in accordance with the above provisions, the petitioner may himself call the meeting.
10. The agenda of meetings of the Supervisory Board shall be stipulated by the convener and, along with any relevant materials, be sent to members of the Supervisory Board three (3) days before the planned date of the meeting unless circumstances arise to justify shortening this period.
11. The agenda of meetings of the Supervisory Board may only be changed or supplemented.
12. Meetings of the Supervisory Board should be convened at least four times in each financial year.
13. Meetings of the Supervisory Board may also be held using means of direct remote communication, in particular in the form of teleconference, video conference, using electronic mail, the Internet or other available means of electronic communication. In such a case, it is assumed that the place of the meeting

and preparation of the minutes is the place of stay of the Chairman of the Supervisory Board or the Vice-Chairman, if the meeting is chaired by him.

14. Meetings of the Supervisory Board may be registered in the form of audio or audio-video, if everyone participating in the meeting of the Supervisory Board agrees.
15. Resolutions of the Supervisory Board shall be adopted by a majority of the votes present, and in the case of meetings taking place using means of direct remote communication - by a majority of votes attending the meeting. In the event of an equal number of votes, the Chairman has the casting vote.
16. A resolution of the Supervisory Board is validly adopted if all members have been invited to participate in the meeting of the Supervisory Board and more than half of the members of the Supervisory Board participate in the meeting, including the Chairman or Vice-Chairman of the Supervisory Board.
17. Resolutions of the Supervisory Board may also be adopted without holding a meeting by voting in writing or using means of direct remote communication.
18. Resolutions adopted at the meeting held in accordance with point 13 or point 17 will be valid when all members of the Supervisory Board have been notified of the content of the draft resolution and at least half of the members of the Supervisory Board, including the Chairman or Vice-Chairman of the Supervisory Board, participated in adopting the resolution.
19. Members of the Supervisory Board may take part in voting on resolutions of the Supervisory Board by voting in writing via another member of the Supervisory Board. Voting in writing may not apply to matters introduced to the agenda during the meeting of the Supervisory Board.
20. The Supervisory Board may adopt resolutions in writing or by using means of direct remote communication also in matters for which the Company's Articles of Association provide for secret voting, provided that no member of the Supervisory Board objects.
21. Resolutions, after their adoption, are signed by all members of the Supervisory Board participating in the voting, while in the case of resolutions adopted using means of direct remote communication, such resolutions may also be confirmed by the Chairman or Vice-Chairman of the Supervisory Board who receives votes from other members of the Supervisory Board. The resolution is confirmed by noting in the resolution the mode of its adoption and the votes cast by members of the Supervisory Board.
22. Members of the Management Board may take part in meetings of the Supervisory Board. The Management Board shall be informed of all dates and agendas of meetings of the Supervisory Board.
23. The Supervisory Board may invite indicated members of the Management Board to take part in a meeting.
24. At each of its meetings the Supervisory Board shall be informed by the Company of the current individual and consolidated financial results of the Company and of significant matters concerning the Company's operations. Where this is justified by the Company's situation, this shall include the risk associated with operations and ways to manage this risk.
25. Members of the Management Board shall not take part in those sections of meetings of the Supervisory Board which concern the dismissal, scope of responsibility, or pay and conditions of Management Board members..
26. Meetings of the Supervisory Board shall be minuted. The minutes should include the agenda for debate, the name and surname of all the Supervisory Board members participating in the meeting and the results of the votes on resolutions.
27. The Supervisory Board shall undertake constant supervision of all areas of the Company's operations.
28. The specific competences of the Supervisory Board include:
 - Assessing the Company's annual financial statement and the consolidated financial statement of the Comarch Group;

- Assessing the Management Board's reports on the Company's operations and on the Comarch Group and, in addition, assessing the Management Board's conclusions on distributing profits and covering losses;
 - Submitting a written report containing the information required by points above of the present section;
 - Supervising the work of the Management Board in effecting resolutions adopted at the Annual General Shareholders' Meeting;
 - Selecting statutory auditors for the financial statements of the Company and of the Comarch Group. The Supervisory Board may adopt a resolution to apply stricter criteria for the statutory auditor's independence than are demanded by the legal regulations;
 - Suspending, for important reasons, individual or all members of the Management Board and delegating members of the Supervisory Board for a period not longer than 3 months to temporarily perform the duties of members of the Management Board who have been dismissed, resigned or cannot perform their duties for other reasons;
 - Giving consent to increase share capital within the context of authorized capital;
 - Giving consent to acquire and dispose of real estate or shares in real estate;
 - Giving consent to conclude an agreement with an issue underwriter in accordance with the provisions set out in art. 433 paragraph 3 of the Polish Commercial Companies and Partnerships Code;
 - Exercising, in respect of members of the Management Board and on behalf of the Company, rights and privileges arising from an employment relationship;
 - Approving the Company's growth strategy;
 - Expressing its opinion on draft resolutions for the Annual General Shareholders' Meeting sent to it by the Management Board and shareholders;
 - Giving consent to the members of the Company's Management Board on the management boards or supervisory boards of companies from outside the Comarch Group;
 - Giving consent to the conclusion by the Company of a significant agreement with a shareholder holding at least 5% of the total number of votes in the Company or a related entity;
 - Preparation of an annual report on the remuneration of the Company's Management Board and Supervisory Board;
 - Performance and monitoring of the performance of obligations arising from the Best Practices of WSE Listed Companies.
29. Once every year the Supervisory Board must adopt a resolution in the matter of its assessment of the Company's situation, the Supervisory Board's report on its activities, assessment of the Company's compliance with information obligations regarding the corporate governance principles, assessment of the rationality of the Company's policy in the area of sponsorship, charity or other similar activities. These documents shall be passed on to the Annual General Shareholders' Meeting.
30. To aid it in performing its function, the Supervisory Board has the right to see all the Company's documents and may demand reports and explanations from the Executive Board and from Company's employees. The Supervisory Board may also conduct a review of the state of the Company's assets.
31. The Supervisory Board operates as a collective body but may, however, delegate its individual members to particular supervisory activities.
32. Members of the Supervisory Board should hold the interests of the Company as their highest priority. A member of the Supervisory Board should avoid undertaking professional or non-professional activity that could lead to a conflict of interests or adversely affect his reputation as a member of the company's governing body, and should he disclose a conflict of interest immediately.
33. A member of the Supervisory Board shall be bound to inform other members of the Supervisory Board of any conflict of interest arising and, following this, not take place in the debate concerning the matter that is subject to a conflict of interest. Where it is uncertain whether a conflict of interest has arisen, the Supervisory Board shall vote on a resolution to resolve this uncertainty.

34. Members of the Supervisory Board shall keep secret all information they acquire in the course of their duties concerning the Company's activities and the activities of companies within the Comarch Group.
35. Within fourteen days of their selection a member of the Supervisory Board shall make a written submission of any economical, familial or other involvements with a shareholder holding five per cent or more of the votes at the Annual General Shareholders' Meeting. The Management Board shall inform the Supervisory Board in writing at that board's next meeting of any case where any entity acquires five per cent or more of the votes at the Annual General Shareholders' Meeting. Where information of this nature is passed to them, the members of the Supervisory Board shall submit – within fourteen days of the sitting of the Supervisory Board at which they were informed – written information concerning any conflict of interest arising. Should the involvements referred to in the present section change, members of the Supervisory Board are obliged – without summoning the Company to meet – to provide details of these changes within fourteen days.
36. Members of the Supervisory Board delegated to long-term, individual supervisory duties may not, unless the Company gives permission, involve themselves in competing business interests or participate in the business of a competitor Company as a partner or associate, or as a member of a body of a joint-stock Company. Further, they may not participate in the business of a competitor Company in a different legal personality as a member of a Company body. Additionally, members of the Supervisory Board are forbidden to participate in a competitor capital group where they hold ten per cent or more of the shares or participation rights, or where they enjoy the right to appoint at least one member of the Management Board.
37. Permission for members of the Supervisory Board delegated to long-term, individual supervisory duties to pursue competing commercial interests shall be granted according to a decision of the Supervisory Board.
38. A member of the Supervisory Board may not accept benefits that could affect impartiality and objectivity in making decisions or may adversely affect the assessment of the independence of his opinions and courts.
39. If a member of the Supervisory Board finds that a decision of the Supervisory Board is contrary to the interests of the Company, he may request that his opinion be included in the minutes of the meeting of the Supervisory Board.
40. Duties of members of the Supervisory Board:
 - Members of the Supervisory Board are obliged to draw up a list of persons closely associated with them and to deliver it to the Company immediately, no later than within 7 days.
 - Members of the Supervisory Board and persons closely associated with them are obliged to provide the Company and the Polish Financial Supervision Authority with information on each transaction concluded for their own account in relation to Company's shares or debt instruments or to derivative instruments or other related financial instruments - if the value of this transaction or the sum of transaction values exceeds € 5,000. The obligation to notify transactions applies to each subsequent transaction when the total amount of EUR 5,000 is reached during one calendar year. The threshold of 5,000 euros is calculated by adding without offsetting the position of all transactions. Members of the Supervisory Board are obliged to provide information about transactions immediately, but no later than within two business days after the transaction date. Members of the Supervisory Board are obliged to notify persons closely related to their obligations under the above content and to keep a copy of this notification. In the case of the appearance of new people closely related, a member of the Supervisory Board is obliged to notify them in writing about the obligations arising from the above content and sanctions for violation of these obligations, as well as to keep a copy of this notification. A declaration signed by a person closely related should be forwarded to the Company immediately, but no later than within 7 days.
 - Members of the Supervisory Board delegated to long-term supervisory tasks shall submit a monthly, written report detailing their activities to the Supervisory Board.
 - Members of the Supervisory Board should not resign their positions in mid-term where this would make it impossible for the Supervisory Board to function or where, especially, this would delay the adoption of vital resolutions.

- Members of the Supervisory Board shall receive compensation according to terms stipulated by the Annual General Shareholders' Meeting.
- Two members of the Supervisory Board shall participate in the debates at the Annual General Shareholders' Meeting. Members of the Supervisory Board shall themselves select these delegates to represent the Board at the Annual General Shareholders' Meeting.
- Members of the Supervisory Board should make all efforts to participate in Supervisory Board meetings.
- In the case of election of Supervisory Board members by voting in separate groups, each group has the right to delegate one of the Supervisory Board members elected by it to permanent, individual performance of supervisory activities.
- Members delegated to long-term, individual supervisory tasks have the right to participate in meetings of the Management Board.
- The compensation for members of the Supervisory Board delegated to long-term, individual supervisory tasks shall be stipulated by the Supervisory Board.

41. The Company shall cover the costs of the Supervisory Board's operation.

42. The Supervisory Board shall use the Company's office space, equipment and material.

43. The Company's Management Board shall provide the Supervisory Board with administrative and technical support.

c) Committees

In 2023, the Audit Committee (equivalent of the Audit Committee within the meaning of Annex I to the European Commission Recommendation of the 15th of February, 2005 concerning executive directors (...)), consisted of Joanna Krasodomska- Chairman of the Audit Committee, Danuta Drobniak- Member of the Audit Committee and Andrzej Pach- Member of the Audit Committee.

In 2023, the Audit Committee held four meetings.

According to the information available to the Company, two members of the Audit Committee fulfilled the conditions for independence (Joanna Krasodomska and Andrzej Pach).

The knowledge of the accounting or auditing of financial statements have Ms Joanna Krasodomska (habilitated doctor in the field of Economic Sciences, chartered accountant, academic teacher, since 2016 as an associate professor at the Faculty of Finance and Law at the Department of Financial Accounting at the University of Economics in Krakow, she conducts scientific research, teaching, supervising and reviewing master's and doctoral dissertations, organizational activities for the University and the Department) and Ms Danuta Drobniak (certified auditor no. in register 9578).

The knowledge of the IT industry is held by Andrzej Pach (professor of technical sciences, author of over 250 scientific publications in the field of modelling and analysis of computer networks and radio networks, participant and manager of many research projects, full professor at the Department of Telecommunications AGH, whose head was in the years 1998 - 2016, currently performs the function Vice-Rector for Science of AGH and is a member of the Electronics and Telecommunications Committee of the Polish Academy of Sciences).

d) The most important rules included in the Regulations of the Audit Committee of the Supervisory Board of Comarch S.A.:

1. The Audit Committee operates in accordance with the Regulations of the Audit Committee of the Supervisory Board of Comarch S.A. adopted on the 27th of November, 2017, with Resolution No. 2/11/2017 of the Audit Committee of Comarch S.A, and its subsequent amendments.
2. The Audit Committee consists of at least three members, including the Chairman of the Audit Committee, appointed or removed by the Supervisory Board for the term of its term from among the members of the Supervisory Board.

3. Most members of the Audit Committee, including the Chairman, are independent of the Company, i.e. they meet the independence criteria.
4. At least one member of the Audit Committee possesses knowledge and skills in accounting or auditing.
5. At least one member of the Audit Committee possesses knowledge and skills in the field in which Comarch S.A. operates. or individual members in specific areas have the knowledge and skills in this industry.
6. The Committee performs its functions jointly.
7. The Committee's meetings shall be held at the registered office of the Company or other place indicated by the person convening the meeting.
8. The Chairman of the Audit Committee may invite to the meetings of the Audit Committee other members of the Supervisory Board, members of the Management Board and employees of the Company, a certified auditor and other persons whose participation in the Committee's meetings considers important from the point of view of the Committee's tasks.
9. The Committee shall meet as often as it is necessary for the effective performance of its tasks, but not less frequently than four times in a financial year.
10. Every member of the Committee, as well as members of the Supervisory Board and the Management Board, have the right to bring matters to committee meetings.
11. A resolution of the Audit Committee is valid if all of its members have been invited to the Audit Committee meeting and at least half of the members of the Audit Committee participate in the meeting.
12. Meetings of the Audit Committee may also take place using means of direct remote communication, in particular in the form of teleconferencing, video conferencing, using electronic mail, the Internet or other available means of electronic communication. In this case, it is assumed that the place of the meeting and preparation of the minutes is the office of the Company.
13. Resolutions of the Audit Committee are adopted by a majority of votes present and in the case of meetings taking place using means of direct remote communication - by a majority of votes attending the meeting. In the case of an equal number of votes, the Chairman's vote is decisive.
14. Resolutions of the Audit Committee may also be adopted without holding a meeting by way of a written vote or using means of direct remote communication.
15. Minutes of meetings of the Audit Committee together with conclusions, recommendations and recommendations of the Audit Committee are submitted to the Supervisory Board as well as to the Management Board of the Company.
16. Task and rights of the Audit Committee:
 - monitoring the financial reporting process;
 - submitting recommendations aimed at ensuring the reliability of the financial reporting process in the Company;
 - monitoring the performance of auditing activities;
 - controlling and monitoring the independence of the statutory auditor and the audit firm;
 - informing the Supervisory Board about the results of the audit and explaining how the audit contributed to the reliability of financial reporting in the Company, as well as the role of the Audit Committee in the audit process,
 - assessing the independence of the certified auditor and consenting to the provision of permitted non-audit services in the Company;
 - developing a policy of selecting an audit firm to conduct the audit;
 - development of a policy by the audit firm conducting the audit, by entities related to this auditing company and by a member of the auditing company's network of permitted non-audit services;
 - determination of the procedure for the selection of an audit firm by the Company;
 - reviewing and updating the policy and procedure for selecting an audit firm;

- presenting recommendations to the Supervisory Board regarding the selection of an audit firm;
- analysis of the annual transparency report published by the audit firm examining the Company's financial statements;
- examining the issues that give rise to resignation from the services of the external auditor and issuing recommendations on the required activities;
- monitoring the effectiveness of internal control systems and risk management systems as well as internal audit;
- the Committee has the right to investigate every matter in its area of responsibility.

17. Prior to the date of approval of annual reports, the Committee prepares and submits to the Supervisory Board an annual report on its activities.

18. A member of the Audit Committee should make every effort to participate in the meetings of the Audit Committee.

As at 31st of December, 2023, the Supervisory Board of Comarch S.A. did not set up a nomination committee and a remuneration committee.

e) Audit Committee and the auditor – policies, procedures

The issuer was not provided by an auditing company examining its non-audit services' financial statements.

The recommendation regarding the selection of an audit firm to conduct the audit met the applicable statutory conditions and was consistent with the principles contained in the document "Policy and procedures for selecting an audit firm to audit the statutory financial statements of Comarch S.A. and the Comarch Group and the policy for the provision of additional services by the auditing company, an entity related to the auditing company or a member of its network adopted by the Resolution by the Audit Committee of Comarch S.A." available at (comarch.pl). (ENG: (comarch.com)) It was prepared following an election procedure organized by the issuer that met the issuer's criteria.

The main assumptions of the policy elaborated for the selection of an audit firm to conduct the audit and the policy of the auditing company conducting the audit by entities related to this auditing company and by a member of the auditing company's network of permitted non-audit services:

The policy of Comarch S.A. regarding choosing an audit firm for statutory audit of financial statements

1. In accordance with the regulations in force at the Company, the audit firm is selected by the Supervisory Board in the form of a resolution, acting on the recommendation of the Audit Committee.
2. It is forbidden to introduce any contractual clauses that would require the Supervisory Board to choose an audit firm from among a specific category or list of entities authorized to audit. Such clauses shall be automatically void.
3. The Supervisory Board, when making a selection, and the Audit Committee during the preparation of recommendations, are guided by the following guidelines regarding the audit firm:
 - Confirmation of impartiality, independence and the highest quality of auditing work,
 - Knowledge of the IT industry in which the companies of the Comarch Group operate,
 - Confirmation of operating within international network in most of the countries in which the companies of the Comarch Group operate,
 - Confirmation of having experience in examining the reports of public interest entities,
 - The ability to provide the required range of services within timeframes specified by the Company,
 - Professional qualifications and experience of persons directly involved in the audit,
 - The price proposed by the entity authorized to audit
4. The contract with the audit firm for the audit of financial statements shall be concluded in time for the audit firm to take part in inventory-taking of important assets.
5. In the case of the statutory audit as defined by Article 2 item 1 of the Act from the 1st of May, 2017, on Statutory Auditors, audit firms and public supervision (consolidated text, Journal of Laws of 2020, item 1415,

of 2021, item 1598.2106) (hereinafter: the Act on Statutory Auditors) the first contract for the audit of financial statements shall be concluded with the audit firm for a period not shorter than two years with the possibility of extending it to subsequent biennial periods. The costs of conducting the audit of the financial statement shall be borne by the audited entity.

6. The maximum duration of the uninterrupted duration of statutory audit orders carried out by the same audit firm or an audit firm related to that audit firm or any member of the network operating in the European Union countries to which these audit firms belong may not exceed the period resulting from separately applicable provisions of law (at the time of adoption of the Policy, this period is 10 years). The key statutory auditor cannot conduct a statutory audit at Comarch S.A. for a period longer than that resulting from separately applicable legal provisions (at the time of adoption of the Policy, this period is 5 years). The key statutory auditor may conduct the statutory audit of the Company again after the expiry of the period resulting from the separately applicable provisions of law (at the time of adoption of the Policy, this period is 3 years).

The procedure for selecting an audit firm to audit the statutory financial statements

The Chief Financial Officer of Comarch S.A. prepares a request for selection of an auditing company to carry out a statutory audit of Comarch S.A.'s financial statement and consolidated financial statement of Comarch S.A. Group by the end of March of the year, which should be audited. The request should be published on the website www.comarch.pl (ENG: <https://www.comarch.com/>) and sent to the selected auditing service providers. Companies of the Comarch S.A. Group operating outside Poland should be audited, mostly, by subsidiaries of the selected auditing company operating in the international network.

In cases other than the extension of the audit contract with the existing auditing company, the Company conducts the tender procedure in accordance with the following procedures.

Tender documentation, prepared by Comarch S.A., for the invited audit firms:

- enables these companies to learn about the operations of the Company and the Comarch S.A. Group,
- contains an indication of financial statements subject to examination,
- contains transparent and non-discriminatory selection criteria that are used to assess the offers made by audit firms.

The selection procedure of the audit firm does not exclude from the participation companies that obtained less than 15% of their total remuneration for research from public interest entities in a given European Union country in the previous calendar year, which are listed in the list of audit firms referred to in art. 91 of the Act on Chartered Auditors.

Auditing companies operating in the international network, which audit public interest entities, submit their offers for statutory audits of Comarch S.A.'s financial statement and consolidated financial statement of Comarch Group to the Chief Financial Officer of Comarch S.A. with the timeframes laid down in the request published on the Company's website.

All offers received from the auditing companies operating in the international network are submitted to the Members of the Comarch S.A.'s Audit Committee.

Members of the Comarch S.A.'s Audit Committee analyse the received offers, determine the date of a meetings with representatives of auditing companies and, on the basis of these actions, recommend the choice of an auditor to the Supervisory Board of Comarch S.A. The Audit Committee presents the Supervisory Board with a recommendation regarding the selection of an audit firm. In its recommendation, members of the Audit Committee:

- Indicate the auditing company they propose to entrust with the statutory audit,
- Declare that the recommendation is free from the influence of third parties,

- State that the Company did not conclude agreements containing contractual clauses that would require the Supervisory Board to choose an audit firm from among a specific category or list of entities authorized to audit.

The recommendation contains at least two options for the selection of the audit firm along with justification and indication of the justified preference of the Audit Committee with respect to one of them.

Comarch S.A. evaluates the offers submitted by the audit firms in accordance with the selection criteria set out in the tender documentation and prepares a report containing the conclusions of the selection procedure approved by the Audit Committee.

During the procedure of the selection of an audit firm, Comarch S.A. and the Audit Committee take into consideration any findings or conclusions contained in the annual report referred to in art. 90 sec. 5 of the Act on Chartered Auditors, which may affect the selection of an audit firm.

If the decision of the Supervisory Board regarding the selection of an audit firm deviates from the recommendation of the Audit Committee, the Supervisory Board justifies the reasons for non-compliance with the recommendation of the Audit Committee and forwards such justification to the body approving the financial statements.

The decision of the Supervisory Board shall be announced publicly by the Management Board in the form of a current report on the selection of the audit firm.

The Supervisory Board, based on the recommendation of the Audit Committee, may extend the contract with the current auditing company to audit financial statements for subsequent at least two-year periods without the need to conduct a tender procedure after taking into account the rules of rotation of the audit firm and the key certified auditor resulting from the law.

Policy in the scope of providing additional services by an audit firm, an entity affiliated to an auditing company or a member of its network

A statutory auditor or an audit firm that performs statutory audits of the Company or an entity affiliated to the auditing firm or any member of the network to which the statutory auditor or audit firm belongs does not directly or indirectly provide to the Company or its controlled entities any prohibited services that are not audit services.

Prohibited services shall not include services indicated in Art. 136 sec. 2 of the Act on Chartered Auditors. Services that are not prohibited, are possible to the extent not related to the Company's tax policy, after approval by the Audit Committee preceded by the Audit Committee's assessment of threats and safeguards of the independence of the audit firm.

Where applicable, the Audit Committee issues guidelines on services that are not prohibited.

f) Members of Comarch S.A.'s Management Board as at 31st December, 2023:

Name and surname	Position
Anna Pruska	Member of the Supervisory Board delegated to temporarily perform the duties of the President of the Management Board
Michał Pruski	Vice-President of the Management Board
Konrad Tarański	Vice-President of the Management Board
Wojciech Pawluś	Vice-President of the Management Board
Arkadiusz Ilgowski	Vice-President of the Management Board
Tomasz Matysik	Vice-President of the Management Board
Andrzej Przewięźlikowski	Vice-President of the Management Board

Marcin Romanowski
Zbigniew Rymarczyk

Vice-President of the Management Board
Vice-President of the Management Board

On the 10th of March, 2023, in the current report no. [RB-3-2023](#) (ENG: [RB-3-2023](#)), the Management Board of Comarch S.A. informed about receiving information about the death of a Member of the Management Board of Comarch S.A., Mr. Paweł Prokop. In connection with the above, on the 10th of March, 2023, the mandate of Mr. Paweł Prokop as Vice-President of the Management Board of Comarch S.A. expired. Paweł Prokop was a member of the Management Board of Comarch S.A. since 1996.

The Management Board of Comarch S.A. informed in the current report no [RB-8-2023](#) (ENG: [RB-8-2023](#)) that on the 28th of June, 2023, the Ordinary General Meeting of the Company adopted resolutions no. 24, 25, 26, 27, 28 and 29 on the election of members of the Company's Management Board. They were appointed:

1. Mr. Janusz Jeremiasz Filipiak for the position of Vice-President of the Management Board,
2. Mr. Arkadiusz Iłgowski for the position of Vice-President of the Management Board,
3. Mr. Tomasz Matysik for the position of Vice-President of the Management Board,
4. Mr. Wojciech Pawluś for the position of Vice-President of the Management Board,
5. Mr. Michał Pruski for the position of Vice-President of the Management Board,
6. Mr. Marcin Romanowski for the position of Vice-President of the Management Board.

Mr. Janusz Jeremiasz Filipiak, Mr. Arkadiusz Iłgowski, Mr. Tomasz Matysik, Mr. Wojciech Pawluś, Mr. Michał Pruski and Mr. Marcin Romanowski were appointed as members of the Management Board of Comarch S.A. until the end of the current term of office of the board, however, resolutions on their appointment have legal effect upon registration of amendments to the Company's Articles of Association adopted by the General Meeting of Shareholders on the 28th of June, 2023. On the 11th of July, 2023 The Management Board of Comarch S.A. received the decision, dated the 10th of July, 2023, regarding the registration by the District Court for Kraków-Śródmieście, Eleventh Economic Division of the National Court Register of the changes in the Company's Articles of Association adopted by the resolution no. 23 by the General Meeting of Shareholders of the 28th of June, 2023, as announced in current report no [RB-11-2023](#) (ENG: [RB-11-2023](#)).

On the 25th of August, 2023 Mr. Marcin Warwas, head of the Services sector, resigned from the position of Vice-President of the Management Board of Comarch S.A., effective as of the 30th of November, 2023. Mr. Marcin Warwas did not provide reasons for his resignation. The Company announced the details in current report no [RB-13-2023](#) (ENG: [RB-13-2023](#)).

Due to the long-term indisposition of the President of the Management Board of Comarch S.A. Professor Janusz Filipiak, Supervisory Board of Comarch S.A. delegated a member of the Supervisory Board Anna Pruska, PhD, to temporarily perform the duties of the President of the Management Board of Comarch S.A. The delegation took place for a period of one month from the 2nd of October, 2023, to the 2nd of November, 2023. On the 31st of October, 2023, the Supervisory Board of Comarch S.A. decided to further delegate Anna Pruska, PhD, a member of the Supervisory Board, to temporarily perform the duties of the President of the Management Board of Comarch S.A. The delegation is for a period of two months starting from the expiry of the previous delegation period, i.e. for the period from the 2nd of November, 2023, to the 2nd of January, 2024. The Company provided details in current reports no. [RB-14-2023](#) (ENG: [RB-14-2023](#)) and [RB-15-2023](#) (ENG: [RB-15-2023](#)).

On the 17th of December, 2023, the Management Board of Comarch S.A. - with the current report No. [RB-19-2023](#) (ENG: [RB-19-2023](#)) - announced the death of the President of the Management Board of Comarch S.A., Professor Janusz Filipiak. As a result, Mr. Professor Janusz Filipiak's term on the Management Board of Comarch S.A. expired on the 17th of December, 2023.

AS AT 28TH OF APRIL, 2024

Name and surname	Position
Anna Pruska	President of the Management Board
Michał Pruski	Vice-President of the Management Board
Konrad Tarański	Vice-President of the Management Board
Wojciech Pawluś	Vice-President of the Management Board
Arkadiusz Iłgowski	Vice-President of the Management Board
Marcin Kaleta	Vice-President of the Management Board
Tomasz Matysik	Vice-President of the Management Board
Andrzej Przewięźlikowski	Vice-President of the Management Board
Marcin Romanowski	Vice-President of the Management Board

Zbigniew Rymarczyk

Vice-President of the Management Board

Marcin Warwas

Vice-President of the Management Board

On the 3rd of January 2024, the Management Board of Comarch S.A. announced-via current report no. [RB-2-2024 \(ENG: RB-2-2024\)](#) - that on the 3rd of January, 2024, the Company's Extraordinary General Meeting of Shareholders passed Resolution No. 5 on the dismissal of Mrs Anna Pruska, PhD, from the position of member of the Company's Supervisory Board, effective the 3rd of January, 2024, in connection with her planned appointment as President of the Management Board of Comarch S.A.

On the 3rd of January, 2024, the Extraordinary General Meeting of the Company adopted resolutions No. 7, 8 and 9 on the election of members of the Company's Management Board. The following were appointed:

- 1. [Anna Pruska \(ENG\), PhD](#), for the position of President of the Management Board,*
- 2. [Marcin Warwas \(ENG\)](#) for the position of Vice-President of the Management Board,*
- 3. [Marcin Kaleta \(ENG\)](#) for the position of Vice-President of the Management Board,*

Mrs Anna Pruska, PhD, Mr. Marcin Warwas and Mr. Marcin Kaleta were appointed to serve as members of the Management Board of Comarch S.A. until the end of the current term of office of the Management Board.

The Management Board leads the affairs of the Company and operates according to the provisions of the Polish Commercial Companies and Partnerships Code, the Company's Articles of Association, the principles of Best Practice of WSE Listed Companies applying in the company, resolutions of the Supervisory Board, resolutions of the Annual General Shareholders' Meeting, the Rules for the Management Board dated the 30th of January, 2024, and to the generally binding legal regulations. The detailed operations of the Management Board were presented in the above-mentioned documents.

g) The most important rules included in the Rules for the Management Board are:

1. The Management Board performs its functions jointly and takes resolutions at meetings of the Management Board and in the manner stipulated below.
2. Meetings of the Management Board shall be held at least once every month. Meetings of the Management Board may be held in the form of:
 - a) stationary, i.e. through the physical presence of members of the Management Board in the company's building at ul. Prof. Życzkowskiego 23 in Kraków or in any other place indicated by a person calling the meeting,
 - b) remotely, using means of direct remote communication, in particular in the form of teleconferences, videoconferences, using e-mail, the Internet or other available means of electronic communication,
 - c) combined (hybrid) mode, in which some members of the Management Board participate in the meeting of the Management Board in a stationary form, and other members of the Management Board participate in the meeting of the Management Board remotely.

In the cases referred to in points 2b) and 2c), it is assumed that the place where the meeting is held and the minutes are drawn up is the company's headquarters.

3. A meeting of the Management Board shall be called by the President of the Management Board or, in his absence, a member of the Management Board acting as the President of the Management Board.
4. Where all members of the Management Board are present at a meeting of the Management Board, a meeting of the Management Board may be called informally.
5. The President of the Management Board or, in his absence, the person acting as President of the Management Board, may call a meeting of the Management Board at the request of any member of that Board and with the agenda specified by the member making the request. Meetings of the Management Board called in this way shall, however, not be restricted exclusively to this agenda and may consider other items placed on the agenda.

6. Meetings of the Management Board shall be chaired by the President of the Management Board, a person acting as the President of the Management Board or a person nominated by the President of the Management Board.
7. The Management Board shall take decisions in the form of resolutions adopted by open vote.
8. The chairman shall order a secret vote where even one member of the Management Board taking part in the meeting requests this.
9. Resolutions shall be adopted by an absolute majority of votes.
10. A resolution adopted at a meeting of the Management Board is valid only where at least six members of the Management Board, including the President of the Management Board or the person acting as the President of the Management Board, are present.
11. The Management Board may adopt resolutions at the meeting also using means of direct remote communication.
12. Members of the Management Board may participate in the process of resolution adoption, by casting their votes in writing through another member of the Management Board.
13. The Management Board may adopt a resolution outside meetings of the Management Board in the following ways:
 - by written vote – in this case each member of the Management Board votes in writing and gives this to the President of the Management Board or to the person acting as President of the Management Board;
 - by written vote – each member of the Management Board signs the contents of the resolution and gives this to the President of the Management Board or to the person acting as the President of the Management Board;
 - Voting using electronic means of communication, including e-mail, communicators, the Internet or other means of distance communication;
14. Votes cast in the manner set forth above shall be recorded in the book of resolutions and appended to the minutes of the meeting of the Management Board.
15. Where adopted in the manner set out in the third indent, a resolution shall require the votes by all the absolute majority of members of the Management Board, including the President of the Management Board.
16. Non-members of the Management Board may be invited to attend its meetings by the President of the Management Board.
17. All meetings of the Management Board require that minutes be taken. These should include at least:
 - the date and place of the meeting;
 - the agenda of the meeting;
 - the names and surnames of the members of the Management Board present at the meeting;
 - the names and surnames of people invited to the meeting of the Management Board and present at the meeting;
 - the exact content of resolutions;
 - the number of votes cast for and against resolutions including the number of abstentions.
 - the subjects discussed;
 - a written record of dissenting opinions expressed along with their possible justification;
 - the signature of at least the member of the Management Board conducting the meeting or ordering the voting.
18. The minutes of Management Board meetings shall be kept in the Minutes Book. The Minutes Book shall be maintained by the CEO secretariat.
19. The minutes of Management Board meetings shall be drawn up immediately by CEO secretariat.

20. Performing functions in the Management Board of the Company is the main area of professional activity of a member of the Management Board. Additional professional activity of a member of the Management Board cannot lead to such a commitment of time and effort to negatively affect the proper performance of the function performed in the Company. In particular, a member of the Management Board should not be a member of bodies of other entities, if the time devoted to the performance of functions in other entities prevents him from diligently performing his duties in the Company.
21. The Management Board of the Company is responsible for the implementation and maintenance of the effective internal control systems, risk management, compliance and internal audit functions.
22. The Management Board of the Company, in the absence of a person responsible for internal audit presents to the Supervisory Board at least once a year its own assessment of the effectiveness of the systems and functions with the relevant report.
23. A member of the Management Board of the Company should avoid undertaking professional or non-professional activity that could lead to a conflict of interest or adversely affect his reputation as a member of the Company's body. A member of the Management Board in the case of a direct or indirect conflict of interests of the Company with the interests of a member of the Management Board is obliged to notify the Supervisory Board of the Company about the conflict and does not take part in the examination of a case in which a conflict of interest may arise in relation to him.
24. A member of the Management Board cannot accept benefits that could affect impartiality and objectivity in making decisions, or negatively affect the assessment of the independence of his opinions and courts.
25. If a member of the Management Board decides that the Management Board's decision conflicts with the Company's interests, he may request that his position on the subject be included in the minutes of the Management Board meeting.
26. Two members of the Management Board shall participate in the debates of the Annual General Shareholders' Meeting. Members of the Management Board shall themselves decide on which of their number should represent them at the Annual General Shareholders' Meeting.

11. A Description of the Basic Features of the Internal Control and Risk Management Systems the Issuer Uses and How These Relate to the Process of Preparing the Financial Statements

The Company's Management Board is responsible for the Company's accounting in accordance with the Act on Accounting of the 29th of September, 1994, (consolidated text, Journal of Laws from 2023, pos. 120) (hereinafter referred to as the "Act on Accounting") and compliant with the Regulation issued by the Minister of Finance on the 29th of March, 2018, concerning current and periodical information pertaining to companies traded on the stock exchange, as well as conditions for recognizing the equivalence of information required by legal regulations binding in a country which is not a member state (consolidated text, Journal of Laws from 2018, pos. 757).

The audited consolidated financial statements are prepared in all significant aspects compliant with the International Financial Reporting Standards, as approved by the European Union. When specifying the scope and methods of consolidation, as well as the relations of dependency, IFRS principles were applied. Consolidation of the Capital Group's financial statement in relation to the subsidiaries was conducted using the full method by summing all the appropriate items from the dominant unit and the consolidated subsidiaries' financial statements in the full amount. In relation to the associates the equity method was applied. The value of the share of the dominant unit in the associate was adjusted in the interest of the dominant unit by the increase in the associate's equity occurring within the consolidating period..

When preparing financial statements and consolidated financial statements internal control and risk management at Comarch S.A. are effected in accordance with the Company's internal procedures for drawing up and approving financial statements The parent company maintains documents (in accordance with the Act

on Accounting) describing the accounting principles it has adopted. These include, but are not limited to, information on the methods for valuing assets, for valuing equity and liabilities, for determining the financial result, for maintaining the accounting ledgers and for the protection and security of data and sets of data.

All economic events are recorded using computerised accounting systems with safeguards against unauthorised access and functional restrictions on access..

Both financial statements and consolidated financial statements are prepared jointly by people working in the accountancy, the capital market, the control and the finance departments under the supervision of the Head Accountant and Chief Financial Officer. Financial statements and consolidated financial statements are audited, and half-year financial statements are reviewed by an independent expert auditor elected by the Company's Supervisory Board. The financial statements of some subsidiaries are also audited by entities authorized to audit financial statements.

12. Description of the Diversity Policy

The Comarch Group consists of 59 companies located in over 30 countries around the world, most of the sales revenue come from foreign markets, Comarch is currently an international company with Polish roots. Entering new markets and functioning efficiently in them requires knowledge of local law and customs, respect for the culture and identity of local communities. It would not be possible without employing citizens of the countries in which the companies of the Comarch Group operate. Employment in foreign Comarch companies is approx. 10% of the total employment in the Comarch Group. Comarch provides employment opportunities to representatives of the local community in every location where it operates. Compliant with the Working Rules for Employees, employer is obliged to: „counteract discrimination in employment, in particular in relation to gender, age, disability, race, religion, nationality, political beliefs, union affiliation, ethnic origin, creed, sexual orientation.”

Moreover, employees of Comarch Group companies „should be treated equally within the scope of beginning and terminating work, employment conditions, promotion and trainings availability in order to improve professional qualification, in particular regardless of gender, age, disability, race, religion, nationality, political beliefs, union affiliation, ethnic origin, creed, sexual orientation, and regardless whether employed definite or indefinite time, full-time or part-time.”

Comarch's policy does not create any barriers in relation to gender, views, sexual orientation, ethnic or race origin within the scope of employing and personal policy. It does not contribute to direct or indirect discrimination due to gender, age, disability, race, religion, nationality, politic beliefs, union affiliation, ethnic origin, creed or sexual orientation.

The Comarch Group makes every effort to ensure balanced share of women and men in performing functions of management and supervisory boards' members in companies.

Representatives of the management bodies of the Comarch Group companies are citizens of different countries. The supervisory boards of Comarch Group companies as of the 31st of December, 2023 include 18 women and 22 men. The management boards of the Comarch Group companies include mainly men (108 against 22 women), which is primarily related to the nature of the Comarch Group's operations and the specifics of the IT industry, in which men form a significant majority. It should also be emphasized that a large part of the management board members are people associated with Comarch for many years, possessing extensive knowledge in the field of IT technology and qualifications necessary for the positions held.

The Comarch Group constantly increases the percentage share of women's employment, however, when deciding about 32% of employees employed by the Comarch Group companies and about 28% of the management staff of the Comarch Group companies, which is a high proportion of women in total employment, especially taking into account the technical nature of the Comarch Group's operations.

The Comarch age structure is diverse. Comarch employs a lot of people under 30, which is typical for the IT industry. Persons in managerial positions are usually in the 30-50 age group, which also characterizes the management boards. In the case of supervisory boards, the 30-50 and over 50 age groups are represented by a

similar number of people.