

RESOLUTION NO. 28
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 24th of June, 2020

regarding: the adopting the remuneration policy for Members of the Management Board and Supervisory Board of Comarch S.A. -----

Acting pursuant to art. 90d section 1 and item 6 of the Act of 29th of July, 2005 on public offerings and conditions governing the introduction of financial instruments to organized trading, and on public companies, the General Meeting of Comarch S.A. resolves as follows: -----

§ 1.

The General Meeting adopts the Remuneration Policy for Members of the Management Board and Supervisory Board of Comarch S.A., the content of which is attached to this Resolution:-----

ANNEX

„Remuneration Policy of Members of the Management Board and Supervisory Board of Comarch S.A. with its registered office in Krakow” -----

§ 1.

Policy purpose

The purpose of the Remuneration Policy of Members of the Management Board and Supervisory Board of Comarch S.A. is to determine the basis, principles and procedures for determining and paying remuneration for Members of the Management Board and Members of the Supervisory Board in a manner that contributes to the implementation of the business strategy, long-term interests and stability of the Company, as well as to avoiding conflicts of interest related to remuneration. -----

§ 2.

Legal basis

Remuneration Policy of Members of the Management Board and Supervisory Board of Comarch S.A. was adopted by the General Meeting of Comarch S.A. based on Article 90d of the Act of 29th of July, 2005 on public offerings and conditions governing the introduction of financial instruments to organized trading, and on public companies. -----

§ 3.

Definitions

Remuneration Policy – Remuneration Policy of Members of the Management Board and Supervisory Board of Comarch S.A. with its registered office in Krakow -----

Act - Act of 29th of July, 2005 on public offerings and conditions governing the introduction of financial instruments to organized trading, and on public companies -----

Company - Comarch Spółka Akcyjna with its registered office in Krakow -----

Supervisory Board – supervisory board of the Company -----

Member of the Supervisory Board – member of the supervisory board of the Company -----

Management Board – management board of the Company -----

Member of the Management Board – member of the management board of the Company -----

General Meeting – General Meeting of the Company -----

Capital Group – capital group, which includes the Company as a parent company and subsidiaries controlled by the Company -----

Sector – part of the organizational structure of the Company or Capital Group managed by a Member of the Management Board, in accordance with the scope of responsibility specified in the Regulations of the Company's Management Board -----

§ 4.

Remuneration of Management Board Members

1. The Company may entrust the management of the Company to a Member of the Management Board on the basis of the following legal relations: -----

- a. employment contract for an indefinite period, with three months' notice, -----
- b. ordering the Company's management service (managerial contract) for the duration of the term of office of a member of the Management Board, -----
- c. to be appointed a Member of the Management Board for the duration of the term of office of a Member of the Management Board. -----

2. The total remuneration of a Member of the Management Board consists of a fixed remuneration and variable remuneration. The Company does not apply restrictions on the proportion between fixed remuneration and variable remuneration. -----
3. Fixed remuneration consists of: -----
 - a. basic remuneration (specified in the employment contract, managerial contract or resolution of the Supervisory Board determining the remuneration for performing the function of a Member of the Management Board) -----
 - b. additional benefits (such as the right to use specific assets of the Company, additional insurance, the right to participate in the Employee Capital Plan, the right to benefit from non-wage benefits due to employees of the Company, in particular under the Company's Social Benefits Fund) -----
4. The amount of the basic remuneration of a Member of the Management Board is determined by the Supervisory Board, taking into account the knowledge, experience and skills of a Member of the Management Board, market levels of remuneration for adequate positions as well as the working and pay conditions of the Company's employees. -----
5. The variable remuneration of a Member of the Management Board depends on the achievement by the Company or the Capital Group or the Sector managed by a Member of the Management Board of certain criteria in terms of financial and non-financial results. -----

6. Criteria for financial results may include, inter alia, level of financial result, value of sales revenue, value of new contracts concluded, level of costs in a given financial year. -----

7. Criteria for non-financial results may include, inter alia, implementation of the objectives in the field of research and development, in the field of human resource development, in the consideration of social interests, environmental protection, prevention and elimination of negative social effects of the Company's operations. -----
8. Detailed criteria in terms of financial and non-financial results are determined annually by the Supervisory Board or the General Meeting in such a way that by linking to the financial and social objectives of the Company they contribute to the implementation of the business strategy, stability and implementation of the Company's long-term interests. -----
9. Assessment of the implementation of the criteria in terms of financial and non-financial results by Members of the Management Board is carried out annually by the Supervisory Board. -----

10. Dates and periods of deferring the payment of variable components of remuneration of Management Board Members, as well as the possibility of the Company requesting the return of variable components of remuneration from Management Board members are determined by the Supervisory Board. -----
11. Members of the Management Board may perform management or supervisory functions in other companies of the Capital Group and receive remuneration for performing these functions.

§ 5.

Remuneration of members of the Supervisory Board

1. The Company may pay the remuneration to a Member of the Supervisory Board for exercising the supervisory function pursuant to a resolution of the General Meeting during the term of office of a Member of the Supervisory Board. -----
2. The remuneration of a Member of the Supervisory Board consists exclusively of a flat-rate fixed remuneration, the amount of which is determined on the basis of a resolution of the General Meeting, subject to section 6. The Chairman of the Supervisory Board may receive a remuneration higher than the other Members of the

Supervisory Board, taking into account additional workload and responsibility for the function performed. -----

3. The amount of remuneration of the Members of the Supervisory Board is determined by the General Meeting, taking into account market levels of remuneration for adequate positions, the scale of the Company's operations and its financial standing.
4. The amount of remuneration of Members of the Supervisory Board does not depend on the frequency of meetings of the Supervisory Board and its committees. -----
5. The remuneration of the Supervisory Board Members for a given calendar month of membership in the Supervisory Board is paid once a month, on a date accepted by the Company. If the membership in the Supervisory Board does not cover a full calendar month, the Member of the Supervisory Board shall be entitled to remuneration in proportion to the period of exercising the supervisory function in that month. -----
6. Members of the Supervisory Board delegated to permanent and individual supervision may receive additional remuneration for their activities. The amount of such remuneration is determined by the Supervisory Board. -----
7. Members of the Supervisory Board may perform management or supervisory functions in other companies of the Capital Group and receive remuneration for performing these functions in this respect. -

§ 6.

Final Provisions

1. The Remuneration Policy is subject to adoption by way of a resolution of the General Meeting. -----
2. The Supervisory Board, pursuant to a resolution of the General Meeting and within the limits set by the General Meeting, is authorized to specify the Remuneration Policy regarding fixed and variable components of remuneration as well as criteria relating to financial and non-financial results regarding the allocation of variable components of remuneration. -----

3. The Company pays remuneration to Members of the Management Board and Supervisory Board only in accordance with the Remuneration Policy. -----
4. The Remuneration Policy is subject to an annual review by the Supervisory Board. The Supervisory Board prepares an annual remuneration report, presenting a comprehensive overview of the remuneration received by Members of the Management Board and the Supervisory Board. The scope of the remuneration report is specified by the Act. -----
5. The remuneration report is subject to an annual assessment of the audit firm, to the extent provided for by the Act. -----
6. The Supervisory Board may decide to temporarily refrain from applying the Remuneration Policy in whole or in part, if it is necessary to realize long-term interests and financial stability of the Company or to ensure its profitability. -----
7. The Remuneration Policy enters into force on the day specified in the resolution of the General Meeting and will apply from the first day after that date, however, the rules currently in force shall apply to the determination, calculation and payment of variable remuneration for Management Board Members for the financial year 2020 in the Company. -----
8. A resolution on the Remuneration Policy is adopted at least every four years. Any significant change to the Remuneration Policy requires its adoption, by resolution, by the General Meeting. -----

9. The Company publishes on its website the content of the Remuneration Policy, resolutions of the General Meeting regarding the Remuneration Policy (together with the dates of their adoption and voting results), as well as the remuneration reports prepared by the Supervisory Board. -----
10. The division of competences when determining the amount of remuneration provided for in art. 378 and 392 of the CCCP, which is also reflected in this Remuneration Policy. -----
11. The identified probability of a conflict of interest regarding a Member of the Management Board or the Supervisory Board in matters governed by the Remuneration Policy shall be reported to the

Chairman of the Supervisory Board and the President of the Company's Management Board. -----

12. In the event of receipt of the notification referred to in the previous section, the Supervisory Board and the Management Board shall take steps to eliminate or prevent a conflict of interest, in particular, initiate a procedure to update the Remuneration Policy in a manner to prevent the identified possibility of a conflict of interest.”-----

§ 2.

The General Meeting authorizes the Supervisory Board to specify the Remuneration Policy regarding fixed and variable components of remuneration and criteria related to financial and non-financial results regarding the allocation of variable components of remuneration.-----

§ 3.

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

There were 10,079,631 valid votes from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 9,784,677 votes “for”, 254,000 votes for “refrained” and 40,954 votes “against”. -----