

„Rules of the Audit Committee of the Supervisory Board of Comarch S.A. with its headquarters in Kraków (hereinafter referred to as the “Company”)

§ 1.

General provisions

1. The Audit Committee (hereinafter referred to as the Committee) is a permanent committee of the Supervisory Board of Comarch S.A.
2. The Committee shall operate according to the regulations of the Act of 11th of May, 2017 on chartered auditors, auditing companies and public supervision (Journal of Laws of 6th of June, 2017, item 1089) (hereinafter referred to as the Act on Certified Auditors).
3. The Committee complies with the recommendations of the "Best Practices of Companies Listed on the Warsaw Stock Exchange 2016" regarding audit committees.
4. The Committee performs consultancy and advisory functions for the Supervisory Board in the scope of its tasks specified in § 4 of these Regulations.

§ 2.

Composition and Appointment

1. The Audit Committee consists of at least three members, including the Chairman of the Audit Committee, appointed or removed by the Supervisory Board for its term from among the members of the Supervisory Board. The term of office and the mandate of a member of the Audit Committee shall expire upon the expiry of the term of office and the mandate in the Supervisory Board. In the case of a decrease in the number of members of the Committee, the Supervisory Board immediately completes its composition. The Chairman of the Committee ensures that the new member of the Committee will take over the duties resulting from their work in the Committee.
2. Most members of the Audit Committee, including the Chairman, are independent of the Company, i.e. they meet the independence criteria referred to in art. 129 par. 3 of the Act on Auditors, taking into account the regulations resulting from Annex II to the European Commission Recommendation 2005/162/EC of the 15th of February, 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board.
3. At least one member of the Audit Committee has knowledge and skills in accounting or auditing.
4. 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.

§ 3.

The rules of functioning of the Audit Committee

1. The Committee performs its functions collectively.
2. The Committee's work is managed by the Committee Chairman, who prepares the agenda of the Committee's meetings and organizes the preparation and distribution of documents. Agenda and materials are forwarded to members of the Audit Committee 3 (three) days before the planned date of the meeting, unless there are circumstances justifying the shortening of this date.
3. The Chairman, and in his absence, another member of the Committee or the Chairman of the Supervisory Board, at the request of any of its members, convenes the meeting and chairs the work of the Committee. They are held at the registered office of the Company or other place indicated by the person convening the meeting.
4. 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.
5. 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.
6. 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.
7. 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.
8. Resolutions of the Audit Committee are adopted by a majority of votes present. In the case of an equal number of votes, the Chairman's vote is decisive.
9. Resolutions of the Audit Committee may also be adopted without holding a meeting by way of a written vote, provided that all members of the Audit Committee agree in writing to adopt resolutions in such mode.
10. Meetings of the Audit Committee may also take place using means of direct remote communication, such as telephone, fax, e-mail or the use of the Internet network in a different way, teleconference, and other telecommunications means.
11. Resolutions adopted at the meeting, which takes place in accordance with paragraph 9 will be valid when all members of the Audit Committee have been notified of the content of the draft resolution and provided that the report is signed by each member of the Audit Committee who participated in it. In such a case, it is assumed that the place of holding the meeting and preparing the minutes is the place of residence of the Chairman of the Audit Committee.
12. Members of the Audit Committee may participate in the adoption of resolutions of the Audit Committee by casting their votes in writing through another member of the Audit Committee.

13. Minutes of each Committee meeting are drawn up and signed by the Committee members present at the meeting.
14. 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.
15. Minutes of meetings of the Audit Committee and all other materials are kept together with other documentation of the Supervisory Board at the registered office of the Company.
16. The Company shall be served by the Audit Committee in the organizational and technical scope.

§ 4.

Tasks and rights of the Audit Committee

1. The Committee's tasks include:
 - a) monitoring the financial reporting process, including monitoring the accuracy of financial information provided by the Company, in particular by reviewing the appropriateness and consequences of accounting methods adopted by the Company and its group (including the consolidation criteria of the Company's financial statements);
 - b) submitting recommendations aimed at ensuring the reliability of the financial reporting process in the Company;
 - c) monitoring the performance of financial auditing activities, in particular conducting an audit by the audit firm, including all applications and findings of the Audit Oversight Commission resulting from audits carried out in the audit firm;
 - d) controlling and monitoring the independence of the statutory auditor and the audit firm, in particular when the audit firm provides services other than audit;
 - e) informing the Supervisory Board about the results of the audit and explaining how this research contributed to the reliability of financial reporting in the Company, and what was the role of the Audit Committee in the audit process;
 - f) assessing the independence of the auditor and consenting to the provision of permitted non-audit services to the Company;
 - g) developing a policy for selecting an audit firm to conduct the audit;
 - h) development of a policy by the audit firm conducting the audit, by entities related to that auditing company and by a member of the auditing company's network of permitted non-audit services;
 - i) determining the procedure for the selection of an audit firm by the Company;
 - j) presenting recommendations to the Supervisory Board regarding the selection of an audit firm, in accordance with the policies referred to in para. h and i;
 - k) examining the issues that give rise to resignation from the services of the external auditor and issuing recommendations on the required activities;

- l) monitoring the effectiveness of internal control systems and risk management systems as well as internal audit, including in the field of financial reporting, including in particular:
 - i. review, at least annually, internal control and risk management systems to ensure that the main risks (including compliance with applicable laws and regulations) are correctly identified, managed and disclosed,
 - ii. supporting the Supervisory Board in ensuring the effectiveness of the internal audit function, in particular by issuing recommendations regarding the selection, appointment, re-appointment and dismissal of the head of the internal audit department, and by monitoring the management's response to its findings and recommendations. If there is no internal audit function in the Company, the necessity of its introduction should be reviewed at least once a year.
2. The Committee may examine any matter falling within its responsibility, in particular referred to in paragraph 1 and use in their work the means necessary to carry out their tasks, including:
 - a) without the intervention of the Supervisory Board, request information, explanations and transfer of documents necessary to perform tasks, both from the authorities and employees of the Company, who are obliged to provide them and allow access to the Committee members;
 - b) may require the key auditor to discuss with the Audit Committee, the Management Board and the Supervisory Board key issues arising from the audit;
 - c) participate in the meetings and meetings of the Company's employees;
 - d) invite to meetings of the Committee and seek information and opinions of external advisers whose costs of services, after they have been approved by the Supervisory Board, shall be borne by the Company.

§ 5.

Duties of members of the Audit Committee

1. Once every six months before the date of approving annual and semi-annual reports, the Committee prepares and presents to the Supervisory Board a report on its activities.
2. In the report referred to in paragraph 1 is included information on the tasks, composition, number of meetings and attendance entrusted to the Committee, and on the main activities undertaken by the Committee, in particular on the assessment of the independence of the entity performing the review of reports. This information is published in the report on the applied principles of corporate governance.
3. A member of the Audit Committee should make every effort to participate in the meetings of the Audit Committee.

§ 6.

Final Provisions

1. In matters not covered by the Act, the provisions of the Act on Statutory Auditors, the Statutes of Comarch SA, the Regulations of the Supervisory Board and Best Practices of Companies Listed on the Warsaw Stock Exchange shall apply accordingly.
2. The operating costs of the Audit Committee shall be covered by the Company.
3. The Audit Committee uses the Company's office, equipment and materials.
4. The administrative and technical service of the Audit Committee shall be provided by the Management Board of the Company.”