

**RESOLUTION NO. 1**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> of June, 2020**

**regarding:** election of the President of the General Ordinary Shareholders' Meeting. -----

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

**§ 1.**

*General Meeting appoints Mr. Paweł Prokop to the President of the General Meeting.* -----

**§ 2.**

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

There were 10,079,631 valid votes in voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,079,631 votes "for", no votes "against" and no votes for "refrained" by secret voting. -----

**RESOLUTION NO. 2**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> of June, 2020**

**regarding:** removing from the agenda of the meeting the point regarding the election of the Returns Committee.-----

*General Shareholders' Meeting of Comarch S.A. decides to remove from agenda of the meeting the point regarding the election of Returns Committee.*

There were 10,079,631 valid votes in voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,079,631 votes “for”, no votes “refrained” and no votes for “against”. ----

**RESOLUTION NO. 3**  
**of the General Ordinary Shareholders’ Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> of June, 2020**

**regarding:** passing of meeting agenda. -----

*General Meeting resolves the following:* -----

**§ 1.**

*The Ordinary General Shareholders’ Meeting of Comarch S.A. approves the presented agenda.* -----

**§ 2.**

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

There were 10,079,631 valid votes in voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,079,631 votes “for”, no votes “refrained” and no votes for “against”. ----

**RESOLUTION NO. 4**  
**of the General Ordinary Shareholders’ Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> of June, 2020**

**regarding:** the approval of Comarch S.A.’s financial statement for the fiscal year 1.01.2019 - 31.12.2019. -----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies and Partnerships Code and art. 15 pt. 1) of the Company's Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting approves the financial statement for the fiscal year 1 January 2019 - 31 December 2019 which consists of: -----*

- 1) Introduction to the financial statement; -----*
- 2) the balance sheet as of 31 December 2019, which shows total assets and liabilities of PLN 1,395,045 thousand; -----*
- 3) the income statement for the period from 1 January 2019 to 31 December 2019 which shows a net profit of PLN 57,627 thousand; -----*
- 4) the statement of changes in equity for the period from 1 January 2019 to 31 December 2019 showing an increase in equity of PLN 47 350 thousand*
- 5) the cash flow statement for the period from 1 January 2019 to 31 December 2019, which shows an increase in the state of cash and cash equivalents of PLN 94 thousand; -----*
- 6) additional information and commentary. -----*

**§ 2.**

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

There were 10,079,631 valid votes in voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,079,631 votes “for”, no votes “refrained” and no votes for “against”. ----

**RESOLUTION NO. 5**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> of June, 2020**

**regarding:** the approval of the report of the Management Board regarding Comarch S.A.'s activities for the fiscal year 1.01.2019 - 31.12.2019.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies and Partnerships Code and art. 15 pt. 1) of the Company's Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Shareholder's Meeting approves the report of the Management Board regarding activities of the company for the fiscal year 1 January 2019 - 31 December 2019.-----*

**§ 2.**

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

There were 10,079,631 valid votes in voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,079,631 votes "for", no votes "refrained" and no votes for "against". ----

**RESOLUTION NO. 6  
of the General Ordinary Shareholders' Meeting  
of Comarch S.A. with its headquarters in Kraków  
dated 24<sup>th</sup> of June, 2020**

**regarding:** the approval of the consolidated financial statement for the fiscal year 1.01.2019 - 31.12.2019. -----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies and Partnerships Code, art. 63c section 4 of the Act on Accounting and art. 15 pt. 1) of the Company's Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting approves the consolidated financial statement for the fiscal year 1 January 2019 -31 December 2019 which consists of:*

*1) the consolidated balance sheet as of 31 December 2019, which shows total assets and liabilities of PLN 1,842,711 thousand; -----*

- 2) *the consolidated income statement for the period from 1 January 2019 to 31 December 2019 which shows capital group's net profit of PLN 105,518 thousand; -----*
- 3) *the total income consolidated statement for the period from 1 January 2019 to 31 December 2019 which shows total income in the amount of PLN 106,848 thousand; -----*
- 4) *the statement of changes in consolidated equity for the period from 1 January 2019 to 31 December 2019 showing an increase in equity of PLN 94,648 thousand; -----*
- 5) *the consolidated cash flow statement which shows an increase in the state of net cash and cash equivalents of PLN 76,206 thousand, for the period from 1 January 2019 to 31 December 2019; -----*
- 6) *additional information and annotations. -----*

## **§ 2.**

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

There were 10,079,631 valid votes in voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,079,631 votes "for", no votes "refrained" and no votes for "against". ----

### **RESOLUTION NO. 7 of the General Ordinary Shareholders' Meeting of Comarch S.A. with its headquarters in Kraków dated 24<sup>th</sup> of June, 2020**

**regarding:** the approval of the report of the Management Board on Comarch Capital Group's activities for the fiscal year 1.01.2019 - 31.12.2019. -----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies and Partnerships Code and art. 15 pt. 1) of the Company's Articles of Association, General Meeting resolves the following: -----*

## **§ 1.**

*General Shareholder's Meeting approves the report of the Management Board of activities of Comarch Capital Group for the fiscal year 1 January 2019 -31 December 2019. -----*

**§ 2.**

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

There were 10,079,631 valid votes in voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,079,631 votes "for", no votes "refrained" and no votes for "against". ----

**RESOLUTION NO. 8  
of the General Ordinary Shareholders' Meeting  
of Comarch S.A. with its headquarters in Kraków  
dated 24<sup>th</sup> of June, 2020**

**regarding:** approving the report of the Supervisory Board of activities of the Supervisory Board in 2019 and regarding assessment of the Company's and Capital Group's situation, the report regarding the audit of the Company's financial statement and of the Management Board's report regarding Comarch S.A.'s activities for the fiscal year 1.01.2019 - 31.12.2019 and the report regarding the audit of the Capital Group's consolidated financial statement and of the Management Board's report of Capital Group's activities for the fiscal year 1.01.2019 - 31.12.2019. -----

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

**§ 1.**

*General Shareholder's Meeting approves: -----*

- 1. the report of the Supervisory Board regarding activities of the Supervisory Board in 2019; -----*
- 2. the report regarding the audit of the Company's financial statement and of the Management Board's report on Comarch S.A.'s activities for the fiscal year 1.01.2019 - 31.12.2019; -----*

3. *the report on the audit of the Capital Group's consolidated financial statement and the Management Board's report on Capital Group's activities for the fiscal year 1.01.2019 - 31.12.2019. -----*

**§ 2.**

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

There were 10,079,631 valid votes in voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,079,631 votes "for", no votes "refrained" and no votes for "against". ----

**RESOLUTION NO. 9  
of the General Ordinary Shareholders' Meeting  
of Comarch S.A. with its headquarters in Kraków  
dated 24<sup>th</sup> of June, 2020**

**regarding:** distribution of net profit for the fiscal year 1.01.2019 - 31.12.2019. -----

*Acting on the basis of art. 395 § 2 pt. 2 of the Commercial Companies and Partnerships Code, and art. 15 pt. 2) of the Company's Articles of Association, the General Meeting resolves the following: -----*

**§ 1.**

*General Shareholder's Meeting decides that the earned in the fiscal year 1 January 2019 -31 December 2019 net profit in the amount of PLN 57,627,263.86 (fifty seven million, six hundred and twenty seven thousand, two hundred sixty three zlotys and 86/100) will be distributed as follows: ---*

*1) part of the net profit in the amount of PLN 12,200,023.50 (twelve million two hundred thousand twenty-three zlotys and 50/100) will be paid as dividend. Persons who will be the Company's shareholders on the day of 6<sup>th</sup> of July, 2019 (the dividend day) will get the dividend in the amount of PLN 1.50 per one share. The dividend will be allocated to 8,133,349 shares. Dividend will be paid on the day of 16<sup>th</sup> of July, 2020. -----*

2) *The remaining part of the net profit in the amount of PLN 45,427,240.36 (forty five million four hundred twenty seven thousand two hundred forty zlotys and 36/100) will be passed to supplementary capital. -----*

**§ 2.**

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

There were 10,079,631 valid votes in voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,079,631 votes “for”, no votes “refrained” and no votes for “against”. ----

**RESOLUTION NO. 10  
of the General Ordinary Shareholders’ Meeting  
of Comarch S.A. with its headquarters in Kraków  
dated 24<sup>th</sup> of June, 2020**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Janusz Filipiak, President of the Management Board. -----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company’s Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Janusz Filipiak, President of the Management Board. -----*

**§ 2.**

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

There were 5,614,631 valid votes in the secret voting from 2,193,031 shares, which constituted 26.96% of the share capital. The resolution was passed



with 5,614,631 votes “for”, no votes “against” and no votes for “refrained”, while shareholder Janusz Filipiak has not been participating in the voting. --

**RESOLUTION NO. 11**  
**of the General Ordinary Shareholders’ Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> of June, 2020**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Paweł Prokop, Vice-President of the Management Board. -----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company’s Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2019 - 31.12.2019 by Paweł Prokop, Vice-President of the Management Board. -----*

**§ 2.**

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

There were 10,032,631 valid votes in the secret voting from 3,076,631 shares, which constituted 37.83% of the share capital. The resolution was passed with 10,032,631 votes “for”, no votes “against” and no votes for “refrained”, while shareholder Paweł Prokop has not been participating in the voting. -----

**RESOLUTION NO. 12**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> of June, 2020**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Konrad Tarański, Vice-President of the Management Board. -----  
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*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2019 - 31.12.2019 by Konrad Tarański, Vice-President of the Management Board. -----*

**§ 2.**

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

There were 10,079,631 valid votes in the secret voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,079,631 votes "for", no votes "against" and no votes for "refrained. -----

**RESOLUTION NO. 13**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> of June, 2020**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Zbigniew Rymarczyk, Vice-President of the Management Board. -----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2019 - 31.12.2019 by Zbigniew Rymarczyk, Vice-President of the Management Board.-----*

**§ 2.**

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

There were 10,079,631 valid votes in the secret voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,079,631 votes “for”, no votes “against” and no votes for “refrained. -----

**RESOLUTION NO. 14  
of the General Ordinary Shareholders' Meeting  
of Comarch S.A. with its headquarters in Kraków  
dated 24<sup>th</sup> of June, 2020**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Marcin Warwas, Vice-President of the Management Board. -----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2019 - 31.12.2019 by Marcin Warwas, Vice-President of the Management Board.-----*

**§ 2.**

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

There were 10,079,631 valid votes in the secret voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,079,631 votes “for”, no votes “against” and no votes for “refrained. -----

**RESOLUTION NO. 15  
of the General Ordinary Shareholders’ Meeting  
of Comarch S.A. with its headquarters in Kraków  
dated 24<sup>th</sup> of June, 2020**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Andrzej Przewięźlikowski, Vice-President of the Management Board. -----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company’s Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2019 - 31.12.2019 by Andrzej Przewięźlikowski, Vice-President of the Management Board.-----*

**§ 2.**

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

There were 10,079,631 valid votes in the secret voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,079,631 votes “for”, no votes “against” and no votes for “refrained. -----

**RESOLUTION NO. 16**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> of June, 2020**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Marcin Dąbrowski, Vice-President of the Management Board. -----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2019 - 31.12.2019 Marcin Dąbrowski, Vice-President of the Management Board.-----*

**§ 2.**

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

There were 10,079,631 valid votes in the secret voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,079,631 votes “for”, no votes “against” and no votes for “refrained. -----

**RESOLUTION NO. 17**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> of June, 2020**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Elżbieta Filipiak, Chairman of the Supervisory Board. -----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2019 - 31.12.2019 by Elżbieta Filipiak, Chairman of the Supervisory Board. -----*

**§ 2.**

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

There were 5,849,631 valid votes in the secret voting from 2,240,031 shares, which constituted 27.54% of the share capital. The resolution was passed with 5,845,471 votes “for”, 4,160 votes “against” and no votes for “refrained”, while shareholder Elżbieta Filipiak has not been participating in the voting. -----

**RESOLUTION NO. 18  
of the General Ordinary Shareholders' Meeting  
of Comarch S.A. with its headquarters in Kraków  
dated 24<sup>th</sup> of June, 2020**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Maciej Brzeziński, Vice-Chairman of the Supervisory Board. -----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2019 – 26.06.2019 by Maciej Brzeziński, Vice-Chairman of the Supervisory Board. -----*

**§ 2.**

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

There were 10,079,631 valid votes in the secret voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,075,471 votes “for”, 4,160 votes “against” and no votes for “refrained”. -----

**RESOLUTION NO. 19  
of the General Ordinary Shareholders’ Meeting  
of Comarch S.A. with its headquarters in Kraków  
dated 24<sup>th</sup> of June, 2020**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Andrzej Pach, Vice-Chairman of the Supervisory Board. -----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company’s Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2019 – 26.06.2019 by Andrzej Pach, Vice-Chairman of the Supervisory Board. -----*

**§ 2.**

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

There were 10,079,631 valid votes in the secret voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,075,471 votes “for”, 4,160 votes “against” and no votes for “refrained”. -----

**RESOLUTION NO. 20**  
**of the General Ordinary Shareholders’ Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> of June, 2020**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Robert Bednarski, Member of the Supervisory Board. -----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company’s Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2019 – 26.06.2019 by Robert Bednarski, Member of the Supervisory Board. -----*

**§ 2.**

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

There were 10,079,631 valid votes in the secret voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,075,471 votes “for”, 4,160 votes “against” and no votes for “refrained”. -----



**RESOLUTION NO. 21**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> of June, 2020**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Danuta Drobniak, Member of the Supervisory Board.-----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2019 - 31.12.2019 by Danuta Drobniak, Member of the Supervisory Board. -----*

**§ 2.**

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

There were 10,079,631 valid votes in the secret voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,075,471 votes “for”, 4,160 votes “against” and no votes for “refrained”. -----

**RESOLUTION NO. 22**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> of June, 2020**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Łukasz Kalinowski, Member of the Supervisory Board. -----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 26.06.2019 – 31.12.2019 by Łukasz Kalinowski, Member of the Supervisory Board. -----*

**§ 2.**

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

There were 10,079,631 valid votes in the secret voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,075,471 votes “for”, 4,160 votes “against” and no votes for “refrained”. -----

**RESOLUTION NO. 23**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> of June, 2020**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Joanna Krasodomska, Member of the Supervisory Board. -----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 26.06.2019 – 31.12.2019 by Joanna Krasodomska, Member of the Supervisory Board. -----*

**§ 2.**

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

There were 10,079,631 valid votes in the secret voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,075,471 votes “for”, 4,160 votes “against” and no votes for “refrained”. -----

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

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Wojciech Kucharzyk, Member of the Supervisory Board. -----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2019 – 26.06.2019 by Wojciech Kucharzyk, Member of the Supervisory Board. -----*

**§ 2.**

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

There were 10,079,631 valid votes in the secret voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,075,471 votes “for”, 4,160 votes “against” and no votes for “refrained”. -----

**RESOLUTION NO. 25**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> of June, 2020**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Anna Ławrynowicz, Member of the Supervisory Board. -----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2019 – 26.06.2019 by Anna Ławrynowicz, Member of the Supervisory Board. -----*

**§ 2.**

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

There were 10,079,631 valid votes in the secret voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,075,471 votes “for”, 4,160 votes “against” and no votes for “refrained”. -----

**RESOLUTION NO. 26**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> of June, 2020**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Anna Pruska, Member of the Supervisory Board.

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2019 - 31.12.2019 by Anna Pruska, Member of the Supervisory Board.*

**§ 2.**

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

There were 10,079,631 valid votes in the secret voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,075,471 votes "for", 4,160 votes "against" and no votes for "refrained". -----

**RESOLUTION NO. 27**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> of June, 2020**

**regarding:** acknowledging the fulfilment of duties in the fiscal year 1.01.2019 - 31.12.2019 by Tadeusz Włudyka, Member of the Supervisory Board. -----

*Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following: -----*

**§ 1.**

*General Meeting acknowledges the fulfilment of duties in fiscal year 26.06.2019 – 31.12.2019 by Tadeusz Włudyka, Member of the Supervisory Board. -----*

**§ 2.**

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

There were 10,079,631 valid votes in the secret voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,075,471 votes “for”, 4,160 votes “against” and no votes for “refrained”. -----

**RESOLUTION NO. 28**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> 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”. -----

**RESOLUTION NO. 29**  
**of the General Ordinary Shareholders’ Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24<sup>th</sup> of June, 2020**  
**regarding election of the President**  
**of the General Ordinary Shareholders’ Meeting**

**regarding:** the adopting the Regulations of the Supervisory Board of Comarch S.A. -----

*Acting pursuant to art. 391 § 3 of the Commercial Companies and Partnerships Code, the General Meeting of Comarch S.A. resolves as follows:*-----

**§ 1.**

*The General Meeting repeals the current content of the Regulations of the Supervisory Board of Comarch S.A. determined by the resolution of the General Meeting of Comarch S.A. No. 24 of 27<sup>th</sup> of June, 2017 -----*

**§ 2.**

*The General Meeting adopts the Regulations of the Supervisory Board of Comarch S.A. with the content constituting the Annex to this Resolution. ---*

**ANNEX**

**„Rules of the Supervisory Board of Comarch S.A. with its registered office in Kraków**

**I. General provisions -----**

**§ 1.**

1. The Supervisory Board shall undertake constant supervision of Comarch S.A. (hereinafter referred to as the “Company”) of all areas of the Company’s operations. -----
2. The Supervisory Board shall operate according to the regulations of the Polish Commercial Companies’ Code, the Company’s Articles of Association, the Corporate Governance principles in force at the Company and the rules set out in the present document. -----

**II. Composition and Appointment -----**

-

**§ 2.**

1. The Supervisory Board shall contain three to seven people chosen by the Annual General Shareholders’ Meeting. -----
2. Supervisory Board members shall be appointed for a common term of office lasting three years. -----
3. 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. -----

4. Members of the Supervisory Board shall perform their rights and duties directly and in person. -----

§ 3.

1. Any member of the Supervisory Board may be dismissed before their term of office has been completed. -----
2. Members of the Supervisory Board may be re-elected.-----

§ 4.

Where, in accordance with article 385, paragraph 3 of the Polish Commercial Companies' Code, a correctly formulated request to select the Supervisory Board by separate groups at the next General Shareholders' Meeting has been submitted, this selection shall be achieved by applying the principles stipulated below:-----

- a) The choice of a member of the Supervisory Board shall be made by a separate group of shareholders bearing at the General Ordinary Shareholders' Meeting at least that number of shares that would result from dividing the total number of shares represented at a specific General Shareholders' Meeting by the number of members of the Supervisory Board (where that number is derived according to the provisions of paragraph 2, section 1 of this document); -----
- b) Shareholders who form separate groups to select Supervisory Board members shall not take part in selecting the remaining members of the Supervisory Board; -----
- c) The Company shall provide the premises and technical support required to conduct voting by separate groups;-----
- d) A group of shareholders formed in accordance with section a) of the present paragraph shall choose a chairman to conduct the meeting of this separate group who shall draw up a list of the shareholders who are members of this separate group and shall determine the number of shares they represent. The chairman of the meeting of the separate group shall submit a letter to the chairman of the General Shareholders' Meeting stating that the



group is entitled to select the specified number of members of the Supervisory Board. This letter shall then be signed by the chairman of the General Shareholders' Meeting;-----

- e) The selection of members of the Supervisory Board by the separate groups shall be conducted in accordance with the rules of the General Shareholders' Meeting, taking into account the provisions of the Regulations setting out detailed rules for participation in the General Meeting of Comarch S.A. by means of electronic communication in the event of allowing shareholders to participate in the General Meeting in this way;
- f) The minutes of the voting in the separate groups shall be drawn up by the notary public taking the minutes for the resolutions of the General Shareholders' Meeting;-----
- g) Members of the Supervisory Board not selected by a group, or groups, of shareholders formed in accordance with section a) of the present paragraph shall be selected by voting that involves all shareholders except those whose votes have been cast in the process of selecting members of the Supervisory Board in separate groups. -----

#### § 5.

1. The chairman of the Supervisory Board:
  - a) convenes meetings of the Supervisory Board;-----
  - b) conducts meetings of the Supervisory Board; and-----
  - c) opens debates at the General Shareholders' Meeting. ----
2. When the chairman is absent his place shall be taken by the vice-chairman of the Supervisory Board, and in his absence also the oldest member of the Supervisory Board.-----
3. The Supervisory Board may select supervisory committees from amongst its members for specific sectors of the Company's operations. In particular, this shall concern an Auditing Committee.-----
4. 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.-----

### III. Meetings and Resolutions of the Supervisory Board -----

#### § 6.

1. 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. Supervisory Board shall convene a meeting within two weeks of receiving the demand. If the meeting is not convened in accordance with the procedure stipulated above, the petitioner may himself call the meeting.-----
2. 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.-----
3. The agenda of meetings of the Supervisory Board may only be changed or supplemented in the course of a meeting in the following circumstances:
  - a) Where all members are present and all members agree;-----
  - b) Where it is essential the Supervisory Board take certain measures to protect the Company from harm;-----
  - c) Where a resolution must be adopted in a matter of conflict of interest.-----
4. Meetings of the Supervisory Board should be convened at least four times in each financial year.-----
5. 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 this case, it is assumed that the place of the meeting and preparation of the minutes is the office of the Company.-----
6. 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.-----

§ 7.

1. 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. Where there is a tie A resolution of the Supervisory Board shall be valid where all its members have been invited and where more than half the members of the Supervisory Board, including the chairman or vice-chairman of the Supervisory Board, are present. -----
2. A resolution of the Supervisory Board shall be valid where all its members have been invited and where more than half the members of the Supervisory Board, including the chairman or vice-chairman of the Supervisory Board, are present.-----
3. Provided all members of the Supervisory Board express their written agreement to this, resolutions of the Supervisory Board may be adopted by written ballot without a meeting being convened.-----
4. Resolutions adopted at the meeting which takes place in accordance with § 6 section 5 or in the manner and mode described in § 7 section 3 shall 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 Board, took part in adopting the resolution.-----
5. Members of the Supervisory Board may participate in adopting resolutions of the Supervisory Board by casting their vote in writing through another member of the Supervisory Board. Casting a vote in writing may not concern matters placed on the agenda at the meeting of the Supervisory Board.-----
6. 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.-----
7. 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.-----

§ 8.

1. 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.-----
2. The Supervisory Board may invite members of the Management Board to take part in a meeting.-----
3. 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.-----
4. 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.-----

§ 9.

1. 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 present and the results of the votes on resolutions.-----
2. Minutes may be drawn up at, during or after meetings of the Supervisory Board. The minutes shall be signed by all members of the Supervisory Board present. A refusal to sign the minutes should be accompanied by a written justification appended to the minutes. -----

3. The minutes shall not be valid unless signed by at least two members of the Supervisory Board. One of these shall be the signature of the chairman, or the vice-chairman, of the Supervisory Board.-----

#### **IV. Tasks of the Supervisory Board -----**

##### § 10.

1. The Supervisory Board conducts the overall supervision of the Company's operations.-----
2. The specific competences of the Supervisory Board are as follows: -----
  - a) Assessing the Company's annual financial statement and the consolidated financial statement of the Comarch capital group; -----
  - b) Assessing the Management Board's reports on the Company's operations and on the Comarch capital group and, in addition, assessing the Management Board's conclusions on distributing profits and covering losses;--
  - c) Submitting a written report containing the information required by points a) and b) of the present section;-----
  - d) Scrutinizing the work of the Management Board in effecting resolutions adopted at the General Shareholders' Meeting;-----
  - e) Selecting expert auditors for the financial statements of the Company and of the Comarch capital 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;-----
  - f) Suspending – for substantial reasons – individual members, or all members, of the Management Board, designating members of the Supervisory Board to temporarily perform the functions of members of the Management Board (but not longer than for 3 months) who were dismissed, resigned or may not perform their duties due to other grounds;-----

- g) Giving consent to increase share capital within the context of authorized capital;-----
  - h) Giving consent to acquire and dispose a real estate or share in a real estate;-----
  - i) Expressing consent to conclude an agreement with the underwriter referred to in art. 433 § 3 of the Commercial Companies and Partnerships Code;-----
  - j) Exercising, in respect of members of the Management Board and on behalf of the Company, rights and privileges arising from an employment relationship;-----
  - k) Approving the Company's growth strategy;-----
  - l) Expressing its opinion on draft resolutions for the General Shareholders' Meeting sent to it by the Management Board and shareholders;-----
  - m) Giving consent to sitting on the management boards or supervisory boards of companies outside of the Capital Group of Comarch by the Members of Management Board of the Company;-----
  - n) Giving consent to conclude a significant agreement with the shareholder who holds at least 5% of the Total Number of Votes at the General Meeting of Comarch S.A. or with related party by the Company. Before giving its consent, the Supervisory Board assesses the impact of the mentioned transaction on the interest of the Company. This condition does not apply to typical transactions at arm's length made as part of the Company's operations between the Company and members of the Comarch Capital Group;-----
  - o) preparing an annual report on the remuneration of the Company's Management Board and Supervisory Board;-
  - p) performance and monitoring of the implementation of obligations arising from the Good Practices of GPW Listed Companies.-----
3. Once a year the Supervisory Board adopts a resolution, including: -----

- a) assessment of the Company's and the Comarch Capital Group's standing including an assessment of the Company's internal system control and risk management, compliance and the internal auditing function; such assessment cover all significant controls, in particular financial reporting and operational controls; -----
  - b) the Supervisory Board Report including at least information about: a composition of the Supervisory Board and its committees, Supervisory Board members' compliance with the independence criteria, number of meetings of the Supervisory Board and its committees in the reporting period, self-assessment of the Supervisory Board activities;-----
  - c) assessment of the Company's compliance with information obligation, concerning compliance with the corporate governance principles defined in the Exchange Rules and the regulations on current and periodic reports published by issuers of securities;-----
  - d) assessment of rationality of the sponsoring and charitable Company's policy and other of a similar nature or information about the absence of such policy. -----
4. 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 Management Board and from Company employees. The Supervisory Board may also conduct a review of the state of the Company's assets.-----
5. The Supervisory Board shall enjoy the right to request that essential research be conducted, and expert opinion consulted, where this concerns matters within the scope of its remit.. -----

§ 11.

The Supervisory Board operates as a collective body but may, however, delegate its individual members to particular supervisory activities. -----

## V. Conflict of Interest -----

### § 12.

1. Members of the Supervisory Board should hold the interests of the Company as their highest priority. Members of the Supervisory Board should refrain from professional or other activities which might cause a conflict of interest or adversely affect their reputation as members of the Company's body, and where a conflict of interest arises, immediately disclose it.-----
2. Members 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.-----
3. 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 capital group.-----
4. Within fourteen days of their selection a member of the Supervisory Board shall make a written submission of compliance or non-compliance with the independence criteria, defined in the detailed principle number II.Z. of the "Best Practice for GPW Listed Companies 2016". 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 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 about relations with these entity. Members of the Supervisory Board are obliged – without summoning the Company to meet – to provide details of these changes within the compliance or non-compliance with the independence criteria within fourteen days. Information



about compliance with the independence criteria by the Members of the Supervisory Board is presented at the website of the Company.-----

5. 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.-----
6. 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.-----
7. Member of the Supervisory Board must not accept any benefits which might affect their impartiality and objectivity in making decisions or could reflect unfavourably on the assessment of the independence of their opinions and judgments.-----
8. Where a member of the Supervisory Board concludes that the Board's decision is in conflict with the Company's interest, he or she may request that the minutes of Meeting of the Supervisory Board show his or her position.-----

## **VI. Duties of members of the Supervisory Board-----**

### § 13.

1. Members of the Supervisory shall draw up a list of persons closely associated with them, forward this list to the Company and inform the Company about all changes in this list. -----
2. Members of the Supervisory Board and persons closely associated with them shall inform the Company and Financial

Supervision Authority when they, on their own account, acquire or dispose of shares and debts instruments in the Company or derivatives and other financial instruments related to these securities – when the transaction or sum of transactions exceeds EUR 5,000. The obligation to inform about transaction shall apply to any subsequent transaction once a total amount of EUR 5,000 has been reached within a calendar year. The threshold of EUR 5,000 shall be calculated by adding without netting all transactions. Members of the Supervisory Board are obliged to provide these information immediately, but not later than within two working days after the transaction’s day.-----

3. Members of the Supervisory Board shall notify the persons closely associated with them of their obligations arising from § 14 sec. 2 of this Rules in writing and shall keep a copy of this notification. Where new persons closely associated with a member of the Supervisory board arising, this member shall notify this persons of their obligations arising from § 14 sec. 2 of this Rules in writing, sanctions for breach of these obligations, and shall keep a copy of this notification. Declaration signed by a person closely associated with the member of the Supervisory Board should be submitted to the Company immediately, but not later than within seven days.---
4. Members of the Supervisory Board delegated to long-term supervisory tasks shall submit a monthly, written report detailing their activities to the Supervisory Board.-----
5. 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.-----
6. Members of the Supervisory Board shall receive compensation according to terms stipulated by the General Shareholders’ Meeting.-----
7. Two members of the Supervisory Board shall participate in the debates at the General Shareholders’ Meeting. Members of the Supervisory Board shall themselves select these delegates to represent the Board at the General Shareholders’ Meeting.-----

8. Members of the Supervisory Board should make all efforts to participate in Supervisory Board meetings.-----
9. Where members of the Supervisory Board are selected by separate groups, each group has the right to select one of the members of the Supervisory Board selected by them to long-term, individual supervisory tasks.-----
10. Members delegated to long-term, individual supervisory tasks have the right to participate in meetings of the Management Board.-----
11. The compensation for members of the Supervisory Board delegated to long-term, individual supervisory tasks shall be stipulated by the Supervisory Board. -----

**VII. Final Provisions -----**

§ 14.

1. The Company shall cover the costs of the Supervisory Board’s operation. -----
2. The Supervisory Board shall use the Company’s office space, equipment and material.-----
3. The Company’s Management Board shall provide the Supervisory Board with administrative and technical support.”  
-----

§ 3.

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

There were 10,079,631 valid votes in voting from 3,086,031 shares, which constituted 37.94% of the share capital. The resolution was passed with 10,079,577 votes “for”, 54 votes “refrained” and no votes for “against”. ----

**RESOLUTION NO. 30**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 24th of June, 2020**

**regarding:** the changes in the Company's Article of Association. -----

*General Meeting of Comarch S.A. resolves as follows: -----*

**§1.**

*General Meeting of Comarch S.A. changes the Company's Articles of Association in such a way that: -----*

- 1. In Art. 15 of the Articles of Association point 14) reads as follows:--**  
*„14) Passing other resolutions referred to in the Code of Commercial Companies and Partnerships reserved for the exclusive competence of the General Meeting, ”-----*
- 2. In Art. 15 of the Articles of Association after point 14) points 15) and 16) are added and read as follows: -----**  
*„15) adopting the remuneration policy for members of the Management Board and Supervisory Board, -----*  
*16) adopting resolutions giving opinions on the remuneration report. ”-----*
- 3. Art. 18 of the Articles of Association reads as follows: -----**  
*„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. -----*  
*2. Resolutions of the Supervisory Board are passed with majority of present votes and in the case of meetings taking place using means of direct remote communication - by a majority of votes attending the meeting. In case of the equal number of votes, the vote of the Chairperson is decisive. -----*

3. Any resolution of the Supervisory Board is passed valid if all members of the Supervisory Board have been invited to its session and more than half of members of the Supervisory Board participate in the session, including the Chairperson or the Vice Chairperson of the Board. -----
4. Any session of the Supervisory Board may also be held with 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. If this is the case, it is assumed that the place of the session and of preparing the minutes is the office of the Company. -----
5. Resolutions of the Supervisory Board may also be adopted without holding a meeting by voting in writing or using means of direct remote communication. -----
6. Resolutions adopted at the meeting which takes place in accordance with section 4 or in the manner and in the mode described in section 5 shall be valid if 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 Board, took part in adopting the resolution. -----
7. Members of the Board execute their duties in person. -----
8. Members of the Supervisory Board may participate in passing resolutions of the Supervisory Board by casting their votes in writing through another member of the Supervisory Board. Casting the vote in writing may not concern matters placed on the agenda at the meeting of the Supervisory Board. -----
9. Members of the Board are remunerated for their activities following the principles set forth by the General Meeting. -----
10. Organisation of the Supervisory Board and the procedure for executing its activities are defined by the regulations set forth by the General Meeting.”-----

**4. In art. 19 section 2 of the Articles of Association point 5) reads as follows:** -----

„5) In art. 19 section 2 of the Articles of Association point 5) reads as follows, ”-----

**5. In art. 19 section 2 of the Articles of Association point 8) reads as follows:** -----

*„8) preparing an annual report on the remuneration of the Company's Management Board and Supervisory Board, ”*-----

**6. In art. 20 of the Articles of Association, after section 4, new sections 5 and 6 shall be added as follows:** -----

*„5. The Management Board's meeting may also be attended by means of direct remote communication. -----*

*6. The Management Board may adopt resolutions in writing or by using means of direct remote communication. ”*-----

**§2.**

*The resolution enters into force upon its adoption, however, it has legal effects upon its entry in the register. -----*

**§3.**

*The Company's Management Board is authorized to determine the uniform text of the Company's Articles of Association. -----*

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 10,079,631 votes “for”, no votes for “refrained” and no votes “against”. -----