

PROJECTS OF RESOLUTIONS

OF THE GENERAL ORDINARY
SHAREHOLDERS' MEETING

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

ON THE DAY OF 28th of JUNE, 2022

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding election of the President
of the General Ordinary Shareholders' Meeting**

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

§ 1.

General Meeting appoints to the President of the General Meeting.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding passing of meeting agenda**

General Meeting resolves the following:

§ 1.

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

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding the approval of Comarch S.A.'s financial statement
for the fiscal year 1.01.2021 - 31.12.2021

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies and Partnerships Code, art. 53 sec. 1 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 financial statement for the fiscal year 1 January 2021 - 31 December 2021 which consists of:

- 1) Introduction to the financial statement;
- 2) the balance sheet as of 31 December 2021, which shows total assets and liabilities of PLN 1,516,075 thousand;
- 3) the income statement for the period from 1 January 2021 to 31 December 2021 which shows a net profit of PLN 78,048 thousand;
- 4) the statement of changes in equity for the period from 1 January 2021 to 31 December 2021 showing an increase in equity of PLN 68,655 thousand;
- 5) the cash flow statement for the period from 1 January 2021 to 31 December 2021, which shows a decrease in the state of cash and cash equivalents of PLN 29,106 thousand;
- 6) additional information and commentary.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding the approval of the report of the Management Board regarding
Comarch S.A.'s activities for the fiscal year 1.01.2021 - 31.12.2021

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 2021 -31 December 2021.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding the approval of the consolidated financial statement for the
fiscal year 1.01.2021 - 31.12.2021

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 2021 -31 December 2021 which consists of:

- 1) the consolidated balance sheet as of 31 December 2021, which shows total assets and liabilities of PLN 2,110,248 thousand;
- 2) the consolidated income statement for the period from 1 January 2021 to 31 December 2021 which shows capital group's net profit of PLN 115,982 thousand;
- 3) the total income consolidated statement for the period from 1 January 2021 to 31 December 2021 which shows total income in the amount of PLN 124,565 thousand;
- 4) the statement of changes in consolidated equity for the period from 1 January 2021 to 31 December 2021 showing an increase in equity of PLN 98,815 thousand;
- 5) the consolidated cash flow statement which shows a decrease in the state of net cash and cash equivalents of PLN 16,281 thousand, for the period from 1 January 2021 to 31 December 2021;
- 6) additional information and annotations.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding the approval of the report of the Management Board on Comarch
Capital Group's activities
for the fiscal year 1.01.2021 - 31.12.2021

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 2021 -31 December 2021.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022**

regarding approving the report of the Supervisory Board of activities of the Supervisory Board in 2021 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 1.01.2021 - 31.12.2021 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 1.01.2021 - 31.12.2021

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 2021,
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 1.01.2021 - 31.12.2021,
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 1.01.2021 - 31.12.2021.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding distribution of net profit
for the fiscal year 1.01.2021 - 31.12.2021

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

§ 1.

General Shareholder's Meeting decides that the earned in the fiscal year 1 January 2021 -31 December 2021 net profit in the amount of PLN 78,048,106.62 (in words: seventy-eight million, forty-eight thousand one hundred six zlotys and 62/100) will be divided in such a way that:

- 1) part of the net profit of PLN 32,533,396 (in words: thirty-two million five hundred thirty-three thousand three hundred ninety-six zlotys) will be used to pay dividend. The dividend in the amount of PLN 4.00 (in words: four zlotys) per share will be given to persons who are shareholders of the Company on 11th of July, 2022 (dividend day), and the dividend will be paid on 20th of July, 2022;
- 2) the remaining part of the net profit in the amount of PLN 45,514,710.62 (in words: forty-five million five hundred fourteen thousand seven hundred ten zlotys and 62/100) will be transferred to supplementary capital.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2021 - 31.12.2021 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 1.01.2021 - 31.12.2021 by Janusz Filipiak, President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2021 - 31.12.2021 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 1.01.2021 - 31.12.2021 by Paweł Prokop, Vice-President of the Management Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2021 - 31.12.2021 by Konrad Tarański,
Vice-President of the Management Board

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

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2021 - 31.12.2021 by Konrad Tarański, Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2021 - 31.12.2021 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 1.01.2021 - 31.12.2021 by Zbigniew Rymarczyk, Vice-President of the Management Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2021 - 31.12.2021 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 1.01.2021 - 31.12.2021 by Marcin Warwas, Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2021 - 31.12.2021 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 1.01.2021 - 31.12.2021 by Andrzej Przewięźlikowski, Vice-President of the Management Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2021 - 31.12.2021 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 1.01.2021 - 31.12.2021 by Elżbieta Filipiak, Chairman of the Supervisory Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2021 - 31.12.2021 by Andrzej Pach,
Vice-Chairman of the Supervisory Board

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

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 01.01.2021 – 31.12.2021 by Andrzej Pach, Vice-Chairman of the Supervisory Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2021 - 31.12.2021 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 1.01.2021 - 31.12.2021 by Danuta Drobniak, Member of the Supervisory Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2021 - 31.12.2021 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 1.01.2021 - 31.12.2021 by Anna Pruska, Member of the Supervisory Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2021 - 31.12.2021 by Joanna Krasodomska,
Member of the Supervisory Board

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

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 01.01.2021 – 31.12.2021 by Joanna Krasodomska, Member of the Supervisory Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2021 - 31.12.2021 by Łukasz Kalinowski,
Member of the Supervisory Board**

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

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 01.01.2021 – 31.12.2021 by Łukasz Kalinowski, Member of the Supervisory Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2021 - 31.12.2021 by Tadeusz Włudyka,
Member of the Supervisory Board**

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

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 01.01.2021 – 24.06.2021 by Tadeusz Włudyka, Member of the Supervisory Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding election of the Company's Supervisory Board**

Acting on the basis of art. 385 § 1 of the Commercial Companies and Partnerships Code, art. 15 pt. 8) of the Company's Articles of Association and § 14 sec. 3 of the Rules for General Meeting, General Meeting resolves the following:

§ 1.

General Meeting of Comarch S.A. determines that the Supervisory Board of the new term of office will consist of 6 members.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding the election of the Company's Supervisory Board

Acting on the basis of art. 385 para. 1 of the Commercial Companies Code and art. 15 point 8) of the company's Articles of Association, the General Meeting of Comarch S.A. resolves as follows:

§ 1.

The General Meeting of Comarch S.A. appoints on the 28th of June, 2022, to the position of the Chairman of the Supervisory Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding the election of the Company's Supervisory Board

Acting on the basis of art. 385 para. 1 of the Commercial Companies Code and art. 15 point 8) of the company's Articles of Association, the General Meeting of Comarch S.A. resolves as follows:

§ 1.

The General Meeting of Comarch S.A. appoints on 28th of June, 2022, to the position of the Vice-Chairman of the Supervisory Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding the election of the Company's Supervisory Board

Acting on the basis of art. 385 para. 1 of the Commercial Companies Code and art. 15 point 8) of the company's Articles of Association, the General Meeting of Comarch S.A. resolves as follows:

§ 1.

The General Meeting of Comarch S.A. appoints on 28th of June, 2022, to the position of the Member of the Supervisory Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding the election of the Company's Supervisory Board

Acting on the basis of art. 385 para. 1 of the Commercial Companies Code and art. 15 point 8) of the company's Articles of Association, the General Meeting of Comarch S.A. resolves as follows:

§ 1.

The General Meeting of Comarch S.A. appoints on 28th of June, 2022, to the position of the Member of the Supervisory Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding the election of the Company's Supervisory Board

Acting on the basis of art. 385 para. 1 of the Commercial Companies Code and art. 15 point 8) of the company's Articles of Association, the General Meeting of Comarch S.A. resolves as follows:

§ 1.

The General Meeting of Comarch S.A. appoints on 28th of June, 2022, to the position of the Member of the Supervisory Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding the election of the Company's Supervisory Board

Acting on the basis of art. 385 para. 1 of the Commercial Companies Code and art. 15 point 8) of the company's Articles of Association, the General Meeting of Comarch S.A. resolves as follows:

§ 1.

The General Meeting of Comarch S.A. appoints on 28th of June, 2022, to the position of the Member of the Supervisory Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding the election of the Company's Management Board

Acting on the basis of art. 15 point 9) of the company's Articles of Association, the General Meeting of Comarch S.A. resolves as follows:

§ 1.

The General Meeting of Comarch S.A. appoints on 28th of June, 2022,
as the President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding the election of the Company's Management Board**

Acting on the basis of art. 15 point 9) of the company's Articles of Association, the General Meeting of Comarch S.A. resolves as follows:

§ 1.

The General Meeting of Comarch S.A. appoints on 28th of June, 2022,
as the Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding the election of the Company's Management Board**

Acting on the basis of art. 15 point 9) of the company's Articles of Association, the General Meeting of Comarch S.A. resolves as follows:

§ 1.

The General Meeting of Comarch S.A. appoints on 28th of June, 2022,
as the Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding the election of the Company's Management Board**

Acting on the basis of art. 15 point 9) of the company's Articles of Association, the General Meeting of Comarch S.A. resolves as follows:

§ 1.

The General Meeting of Comarch S.A. appoints on 28th of June, 2022,
as the Vice-President of the Management Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding the election of the Company's Management Board

Acting on the basis of art. 15 point 9) of the company's Articles of Association, the General Meeting of Comarch S.A. resolves as follows:

§ 1.

The General Meeting of Comarch S.A. appoints on 28th of June, 2022,
as the Vice-President of the Management Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding the election of the Company's Management Board

Acting on the basis of art. 15 point 9) of the company's Articles of Association, the General Meeting of Comarch S.A. resolves as follows:

§ 1.

The General Meeting of Comarch S.A. appoints on 28th of June, 2022,
as the Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding the opinion of the General Meeting regarding
Supervisory Board reports on remuneration
members of the Management Board and Supervisory Board of Comarch
S.A. for the year of 2021**

Acting pursuant to art. 90g section 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 and article 395 § 2¹ of the Commercial Companies and Partnerships Code, the General Meeting of Comarch S.A. resolves as follows:

§ 1.

The General Meeting, after reading the report on the remuneration of members of the Management Board and Supervisory Board of Comarch S.A. prepared by the Supervisory Board for the years 2021, audited by the certified auditor BDO spółka z ograniczoną odpowiedzialnością sp. k. with its registered office in Warsaw, expresses a positive opinion on the content of this report.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
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 repeals the current content of the Remuneration Policy for Members of the Management Board and Supervisory Board of Comarch S.A. no. 28 of 24th of June, 2020.

§ 2.

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.

§ 3.

The General Meeting authorizes the Supervisory Board to detail the Remuneration Policy with regard to fixed and variable remuneration components and the criteria relating to financial and non-financial results relating to awarding variable remuneration components.

§ 4.

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

Annex to RESOLUTION NO. [] of the Annual General Meeting of the Company under the name Comarch Spółka Akcyjna with its registered office in Krakow of 28th of June, 2022, regarding the adoption of a remuneration policy for the Members of the Management Board and Supervisory Board of Comarch S.A.

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.
Podstawa prawna**

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. Wynagrodzenia Członków Zarządu

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. Członek Rady Nadzorczej, będący również członkiem Komitetu, może otrzymywać miesięczne wynagrodzenie dodatkowe w formie ryczałtowego wynagrodzenia stałego, którego wysokość jest ustalana na podstawie uchwały Walnego Zgromadzenia.
5. 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.
6. 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.
7. 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.

8. 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.

§ 5. 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.
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.

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2022
regarding the changes in remuneration of members of the Supervisory
board of Company

Acting pursuant to art. 392 of the CCCP, art. 15 pt. 8) of the Company's Articles of Association and art. 5 sec. 2 of the Remuneration Policy of Members of the Management Board and Supervisory Board, the General Meeting of Comarch S.A. resolves as follows:

§ 1.

General Meeting of Comarch S.A. repeals any previous resolutions of the General Meeting regarding to the remuneration of the members of the Supervisory Board of the Company.

§ 2.

General Meeting of Comarch S.A. sets the remuneration for:

- a) the chairman of the Supervisory Board of the Company - in the amount of PLN (..... zlotys) gross,
- b) a member of the Supervisory Board of the Company - in the amount of PLN (..... zlotys) gross,
- c) a member of the Supervisory Board of the Company who is also a member of the Committee of the Supervisory Board - in the amount of PLN (..... zlotys) gross

payable monthly by the first working day of the month for the previous month of performing the function in the Supervisory Board and due in the above-mentioned the amount for each (even incomplete but commenced) month of performing a function in the Supervisory Board.

§ 3.

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

Justifications for draft resolutions:

1. The Ordinary General Meeting of Shareholders was convened by the Management Board in the performance of obligations under the provisions of the Commercial Companies and Partnerships Code.
2. Draft resolutions No. 1 - 21 are related to the ordinary subject matter of the Ordinary General Meeting, and their presentation and the need to take is the result of obligations imposed by the provisions of the Commercial Companies and Partnerships Code.
3. Draft resolutions no. 22 - 34 concern the election of the Company's bodies (i.e. the Management Board and the Supervisory Board), due to the fact that on the day of the General Meeting the term of office of the existing Company's bodies expires, and therefore it is necessary to elect them for another term of office.
4. The draft resolution no. 35 fulfills the obligation under Art. 90d paragraph. 1 and sec. 6 of the Act of the 29th of July, 2005, on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies.
5. Draft Resolution No. 36 concerns the change in the Remuneration Policy for Members of the Management Board and Supervisory Board of Comarch S.A. The proposed amendment is intended to allow additional remuneration to be awarded to members of the Committees for their work in these Committees.
6. Draft resolution no. 37 concerns the change of the remuneration of the members of the Supervisory Board who are also members of the Committees. The change results from the adjustment to the requirements of the Best Practices of WSE Listed Companies.