

# COMARCH



## **Report of Comarch S.A.'s Management Board Regarding the Activities in 2021**

Krakow, the 29<sup>th</sup> of April, 2022

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Over **60** locations on **6** continents  
we realize projects worldwide



**PLN 1,067 million**  
of sales revenue



**PLN 78 million**  
of net profit



**> PLN 1.4 billion**  
capitalization of Comarch SA on WSE  
(the 31<sup>st</sup> of December, 2021)



**6.3%**  
EBIT margin



**5,200+**  
professionals employed

## 1. Information about the Company

Name of the company:	Comarch Spółka Akcyjna („Spółka”)
Address of the company:	31-864 Kraków, Aleja Jana Pawła II 39 A
Telephone:	(12) 646 10 00
Fax:	(12) 646 11 00
Regon (the National Official Register of Business Entities):	350527377
Tax identification number (NIP):	677-00-65-406

This Report of Comarch S.A.'s Management Board regarding the activities in 2020 was prepared according to the Act passed on the 29<sup>th</sup> of September, 1994, on Accounting (unified text - Journal of Laws 2021, pos. 217, as amended) and the requirements specified in the Regulation issued by the Minister of Finance on the 29<sup>th</sup> of March, 2018, concerning current and periodical information pertaining to companies listed on the stock exchange, as well as conditions for recognizing the equivalence of information required by legal regulations binding in a country which is not a member state (unified text - Journal of Laws, 2018, No. 757, as amended).

### 1.1. Shareholders Holding at Least 5% of the Total Number of Votes at the General Meeting of Comarch S.A.

Comarch S.A.'s share capital consists of 8,133,349 shares at total nominal value of PLN 8,133,349. According to the information possessed by Comarch S.A., as at 31<sup>st</sup> of December, 2021, shareholders holding at least 5% of votes at the Company's AGM are Janusz Filipiak, Elżbieta Filipiak, Nationale-Nederlanden OFE (open pension fund) + DFE (voluntary pension fund) and MetLife OFE (open pension fund).

#### AT THE 31<sup>ST</sup> OF DECEMBER, 2021

Shareholders	Number of shares	% of share capital	Number of votes at the Company's AGM	% of votes at the Company's AGM
Janusz Filipiak	1,997,027	24.55	5,569,027	36.82
Elżbieta Filipiak	846,000	10.40	4,230,000	27.96
Other members of the Company's Management Board	86,027	1.06	123,627	0.82
Nationale-Nederlanden OFE + DFE	846,571	10.41	846,571	5.60
MetLife OFE	841,097	10.34	841,097	5.56
Other shareholders	3,516,627	43.24	3,516,627	23.24
<b>Total</b>	<b>8,133,349</b>	<b>100.00</b>	<b>15,126,949</b>	<b>100.00</b>

#### AT THE 29<sup>TH</sup> OF APRIL, 2022

Shareholders	Number of shares	% of share capital	Number of votes at the Company's AGM	% of votes at the Company's AGM
Janusz Filipiak	1,997,027	24.55	5,569,027	36.82
Elżbieta Filipiak	846,000	10.40	4,230,000	27.96
Other members of the Company's Management Board	78,527	0.97	116,127	0.77
Nationale-Nederlanden OFE + DFE	846,571	10.41	846,571	5.60

MetLife OFE	841,097	10.34	841,097	5.56
Other shareholders	3,524,127	43.33	3,524,127	23.29
<b>Total</b>	<b>8,133,349</b>	<b>100.00</b>	<b>15,126,949</b>	<b>100.00</b>

## 1.2. Comarch S.A.'s Board of Supervisors and Management Board

### 1.2.1. Members of Comarch S.A.'s Board of Supervisors as at 31<sup>st</sup> of December, 2021:

Name and surname	Position	Comarch S.A. Number of shares / nominal value in PLN
Elżbieta Filipiak	Chairman of the Supervisory Board	PLN 846,000/ PLN 846,000
Andrzej Pach	Vice-Chairman of the Supervisory Board	-
Danuta Drobniak	Member of the Supervisory Board	-
Łukasz Kalinowski	Member of the Supervisory Board	-
Joanna Krasodomska	Member of the Supervisory Board	-
Anna Pruska	Member of the Supervisory Board	-

\*) The Management Board of Comarch S.A. informed in the current report No. [RB-9-2021 \(ENG: RB-9-2021\)](#) of the 24<sup>th</sup> of June, 2021, that on the 24<sup>th</sup> of June, 2021, the Ordinary General Meeting of the Company adopted Resolution No. 24 on dismissal of the supervisory person. Mr. Tadeusz Włudyka, was dismissed from the function of a Member of the Supervisory Board of Comarch S.A. as of the 24<sup>th</sup> of June, 2021, at his request.

### AT THE 29<sup>TH</sup> OF APRIL, 2022

Name and surname	Position	Comarch S.A. Number of shares / nominal value in PLN
Elżbieta Filipiak	Chairman of the Supervisory Board	PLN 846,000/ PLN 846,000
Andrzej Pach	Vice-Chairman of the Supervisory Board	-
Danuta Drobniak	Member of the Supervisory Board	-
Łukasz Kalinowski	Member of the Supervisory Board	-
Joanna Krasodomska	Member of the Supervisory Board	-
Anna Pruska	Member of the Supervisory Board	-

### 1.2.2. Members of Comarch S.A.'s Management Board as at 31<sup>st</sup> of December, 2021

Name and surname	Position	Number of Comarch S.A. shares	Nominal value in PLN
Janusz Filipiak	President of the Management Board	1,997,027	PLN 1,997,027
Paweł Prokop	Vice-President of the Management Board	30,150	PLN 30,150
Andrzej Przewięźlikowski	Vice-President of the Management Board	-	PLN -,
Zbigniew Rymarczyk*	Vice-President of the Management Board	34,661	PLN 34,661
Konrad Tarański	Vice-President of the Management Board	10,608	PLN 10,608
Marcin Warwas	Vice-President of the Management Board	10,608	PLN 10,608

\*) On the 30<sup>th</sup> of December, 2021, the Management Board of Comarch S.A. received from the person discharging managerial responsibilities (Zbigniew Rymarczyk) notification of the transaction referred to in art. 19 par. 1 of Regulation No. 596/2014 of the European Parliament and of the Council of the 16<sup>th</sup> of April, 2014, on market abuse. The notification concerned the purchase of 500 ordinary bearer shares on the basis of price of PLN 190.50 per 1 share and 161 ordinary bearer shares on the basis of price of PLN 190.00 per 1 share which value amounted to PLN 125,840 on the 30<sup>th</sup> of December, 2021. The company announced details in the current report no. [RB-13-2021](#) (ENG: [RB-13-2021](#)) dated the 30<sup>th</sup> of December, 2021.

## AT THE 29<sup>TH</sup> OF APRIL, 2022

Name and surname	Position	Number of Comarch S.A. shares	Nominal value in PLN
Janusz Filipiak	President of the Management Board	1,997,027	PLN 1,997,027
Paweł Prokop*	Vice-President of the Management Board	22,650	PLN 22,650
Andrzej Przewięźlikowski	President of the Management Board	-	PLN -
Zbigniew Rymarczyk	Vice-President of the Management Board	34,661	PLN 34,661
Konrad Tarański	President of the Management Board	10,608	PLN 10,608
Marcin Warwas	Vice-President of the Management Board	10,608	PLN 10,608

\*) The Management Board of Comarch S.A. on the 25<sup>th</sup> of March, 2022, received from a person acting as a managing person (Paweł Prokop) a notification of transactions referred to in Article 19 par. 1 of the Regulation of the European Parliament and the EU Council No. 596/2014 dated the 16<sup>th</sup> of April, 2014, on market abuse. The notification concerned the sale transaction from the 3<sup>rd</sup> of March 2022, to the 22<sup>nd</sup> of March, 2022, of 7,512 ordinary bearer shares and the purchase transaction on the 15<sup>th</sup> of March, 2022 of 12 bearer shares. The company announced details in the current report no. [RB-2-2022](#) (ENG: [RB-2-2022](#)) dated the 25<sup>th</sup> of March, 2022.

Michał Bajcar, Anna Kleszcz, Maria Smolińska, Iwona Kasprzyk, Dorota Klentak-Łyżwa, Jacek Lonc, Andrzej Zasadziński, Paweł Workiewicz, Katarzyna Grzywak-Ptasznik and Marcin Romanowski are the Company's proxies.

### 1.3. Contracts that May Result in Future Changes in Holdings of Shareholders or Bondholders

None present.

### 1.4. Agreements between the Issuer and the Managing Persons, which Plan for Compensation in Case of Resignation or Discharge from the Occupied Post without a Substantial Reason, or when Their Dismissing or Discharge are Caused by Merger through Takeover

None present.

### 1.5. Value of Paid, Due or Potentially Due Remuneration, Awards or Benefits, including those Resulting from Managerial or Bonus Programmes based on Issuer's Equity, Separately for Each of the Managing and Supervising Persons in the Parent Company

Information is included in note 40 of the financial statement.



**1.6. The Liability under the Pensions or similar Benefits for Former Managers, Supervisors or Former Members of Administrative Bodies and the Labilities that are incurred in relations to such Pensions**

**None present.**

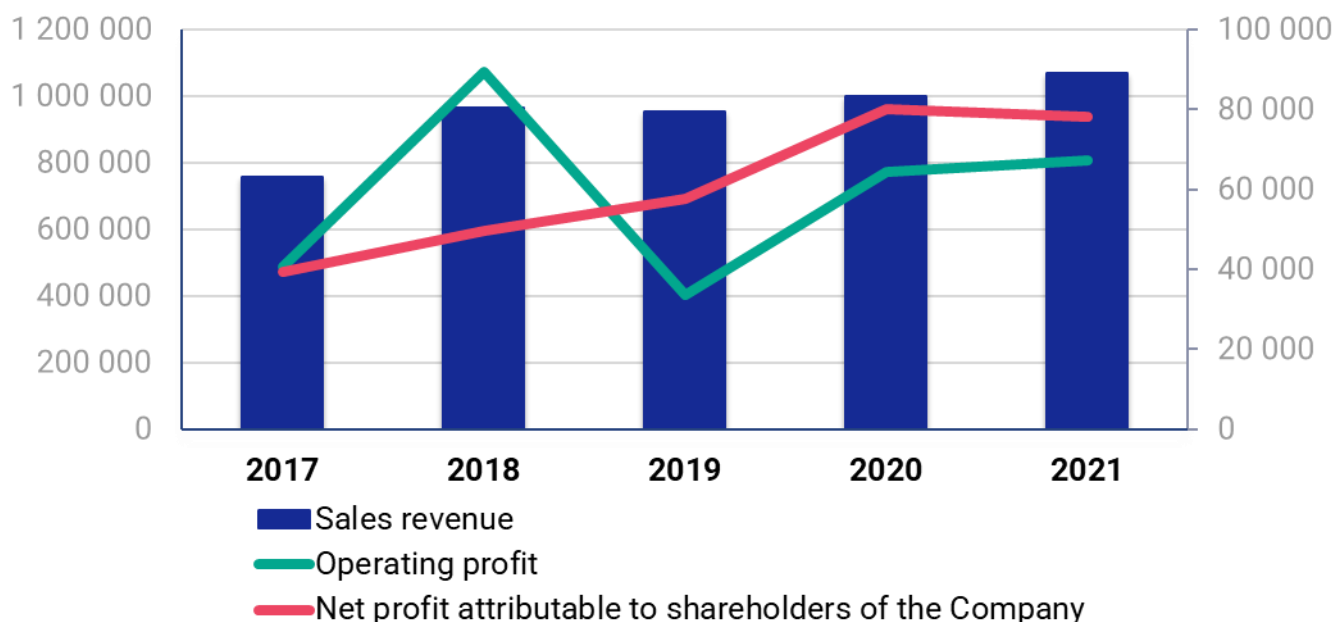
## 2. Basic Economics and Financial Values

### 2.1. Selected Financial Data

	2021	2020	2019	2018	2017
Revenues from sales	1,067,448	999,401	951,698	966,100	755,517
Revenues from sales of proprietary IT solutions	1,033,621	963,992	900,384	899,001	730,197
Operating profit	67,390	64,525	33,519	89,389	40,533
EBITDA*	116,115	107,499	78,141	132,825	78,585
Net profit	78,048	80,008	57,627	49,649	39,338
Profit per share (in PLN)	9,60	9,84	7,09	6,10	4,84
Assets	1,516,075	1,447,977	1,395,045	1,334,901	1,247,206
Book value	1,018,093	949,438	881,540	834,190	796,984
Book value per share (in PLN)	125.18	116.73	108.39	102.56	97.99

\*) Operating profit + Depreciation

In 2021, sales revenue amounted to PLN 1,067,448 thousand and were higher by 6.8% compared to that in 2020. Operating profit amounted to PLN 67,390 thousand and was higher by PLN 2,865 thousand, i.e. by 4.4% compared to that achieved in the previous year, while net profit in 2021 decreased by PLN 1,960 thousand, i.e. by 2.4% compared to the level in 2020.



In 2021, EBIT margin was 6.3%, while net margin was 7.3%.

## 2.2. Employment and Production Capacity of Comarch S.A.

As at 31<sup>st</sup> of December, 2020, in Comarch S.A. there were 5,206 employees compared to 5,006 persons as at 31<sup>st</sup> of December, 2020.

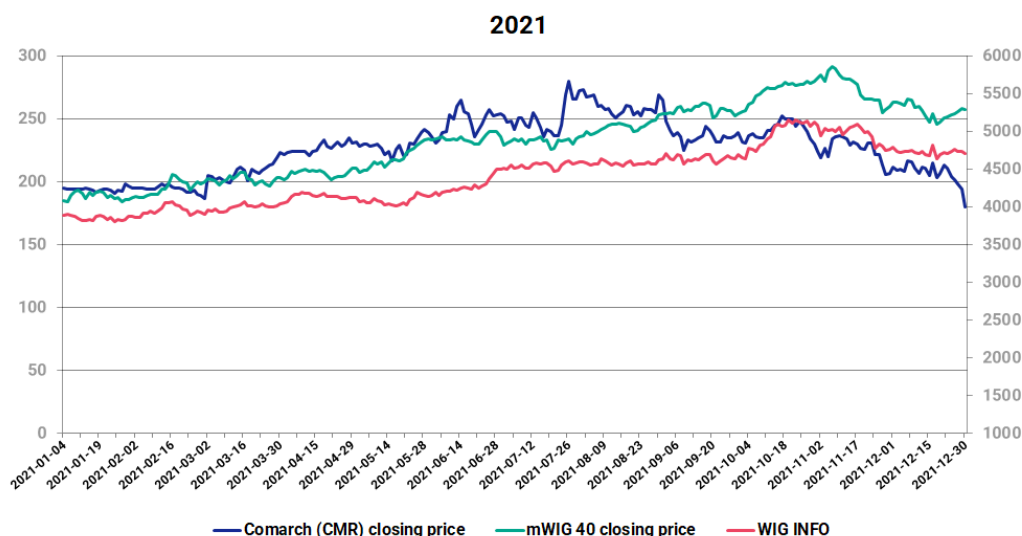
Average employment in Comarch S.A. from 2017 to 2021 is presented in tables below:

Average number of employees	2021	2020	2019	2018	2017
Employment agreement	4,327	4,117	4,057	3,753	3,492
Other form of employment	887	925	930	934	844
<b>Total</b>	<b>5,214</b>	<b>5,042</b>	<b>4,987</b>	<b>4,687</b>	<b>4,336</b>

Average number of employees	2021	2020	2019	2018	2017
Production employees and technical consultants	4,556	4,395	4,330	4,052	3,733
Marketing and sales	188	176	180	168	161
Management and administrative employees	414	413	414	407	372
Other	56	58	63	60	70
<b>Total</b>	<b>5,214</b>	<b>5,042</b>	<b>4,987</b>	<b>4,687</b>	<b>4,336</b>

The services provided by Comarch include the creation and implementation of its proprietary universal IT products, as well as the production and implementation of computer software on a turn-key basis. The basic factor limiting the production capacity is human resources. As the company makes active investments in new products and technologies, it strives to provide appropriately wide range of competencies for all its employees. The company flexibly manages teams of employees through continuous optimisation of placements for current commercial projects and internal R&D projects (developing new products and updating the existing ones, which are not directly connected to contractual requirements), using proprietary IT solutions for this target. In effect, there are almost no unused resources. The Company diversifies the risk of limitations in availability of human resources by conducting business in 21 branches located in urban centres in Poland. As at 31<sup>st</sup> of December, 2021, 3,090 employees were employed in Krakow, 2,116 in other cities in Poland.

## 2.3. Comarch S.A. Stock Price Performance



Period	The highest	The lowest
I quarter of 2021	223.00	187.00
II quarter of 2021	265.00	217.00
III quarter of 2021	280.00	225.00
IV quarter of 2021	252.00	180.00

Between the 1<sup>st</sup> of January, 2021, and 31<sup>st</sup> of December, 2021, the closing rate of Comarch S.A. shares decreased from PLN 194.50 to PLN 180.00, i.e. by 7.5%. During the year, the maximum closing rate amounted to PLN 280.00.

<i>Data in PLN</i>	12 months ended 31 December 2021 / 31.12.2021	12 months ended 31 December 2020 / 31.12.2020
Closing rate at the balance sheet date	180.00	194.50
Average price during the reporting period	227.20	202.00
MIN price during the reporting period	180.00	149.50
MAX price during the reporting period	280.00	226.00
Average volume during the reporting period	3,003	3,837
Capitalization at the balance sheet date	1,464,002,820	1,581,936,381

### Ratios for unconsolidated data

P/E at the balance sheet date	18.75	19.77
P/BV at the balance sheet date	1.44	1.67
P/S at the balance sheet date	1.37	1.58

### 3. Products and Services Offered by Comarch in 2021

Comarch is a producer of innovative IT systems for key sectors of economy: telecommunications, finance and banking, public administration, medical, as well as large, small and medium-sized companies. A wide range of Comarch's offer includes ERP systems, financial and accounting systems, CRM systems, loyalty software, sales support systems and electronic document exchange, electronic banking systems, ICT network management systems, billing systems, Business Intelligence software, security management and data protection services, electronic devices and many other solutions. Apart from providing innovative IT solutions to its customers, Comarch is focused on professional customer service and providing consulting, advisory and integration services, as well as IT infrastructure as a coherent package, thanks to which recipients of products and services offered by Comarch can fully use the opportunities offered by modern IT systems. including those offered in the cloud model.

#### 3.1. Telecommunication Sector

Since 1993, Comarch's telecommunications sector has specialized in providing IT solutions for telecommunications operators around the world. Our customers in this industry include Telefónica, LG U+, Deutsche Telekom, Vodafone, KPN and Orange. Comarch BSS and OSS products help operators in transformations that are designed to increase business revenues and efficiency, simplify the IT environment, reduce costs, increase customer satisfaction, and create innovative services quickly. The group has also been awarded many times for its activities in the telecommunications industry, by analytical companies such as Gartner, Forrester, Informa, and Frost & Sullivan.

The telecommunication sector provides certified API and our products comply with industry standards. Over 50 telecoms from around the world use Comarch BSS/OSS systems in their key customer service and network maintenance activities. Comarch Systems dynamically provide information on the quality of services thanks to the analysis of nearly 1PB of data every day. Comarch drives the market in the context of 5G technology through expansion on the Japanese market, innovations in the area of standalone 5G and network slicing. Comarch solutions use AI/ML to improve customer experience. The company uses the public azure cloud to launch BSS/OSS solutions for a key operator in New Zealand. Comarch Solutions allow records to be kept of hundreds of thousands of physical and virtualized elements of telecommunications networks.

#### Comprehensive Network Overview

Comarch OSS provides the consolidated and consistent telecom network overview that allows efficient utilization of resources, rapid and accurate troubleshooting, performance optimization, and cost-effective business processes. By using a single tool for all network technologies and domains, telecoms can easily reduce the complexity of the inventory environment.

Thanks to the Network Discovery and Reconciliation module for traditional network management systems and SDN/NFV domains, Comarch provides a network-driven inventory and minimizes the overall effort of maintaining an up-to-date network state. With such a solid foundation, CSPs can build and deploy reliable services for their customers.

Among Comarch's products addressing this business need are Comarch Real-time Network Inventory Management, Network Auto-discovery & Reconciliation, Comarch Service Monitoring, Comarch Service Catalogue and Comarch Service Inventory.

## **Orchestration and Streamlined E2E Processes**

Modern, multi-technology networks cannot function optimally without a high level of network function virtualization and programmability, particularly as operators seek to monetize network slicing and other benefits of 5G. Comarch's game-changing products ensure full control of the network via orchestrated network design, zero-touch service fulfilment and automated network troubleshooting and maintenance.

Thanks to Comarch's unified system chain of BSS and OSS products, the orchestration process is streamlined and handled end to end, from the moment the commercial product is sold to a customer to the configuration of network devices. Comarch provides a single, integrated system, with product and service catalogue as the driver for fully automated fulfilment.

Among Comarch's products addressing this business need are Comarch Network Planning and Design, Comarch Network Configuration Management, Comarch Resource Order Management, Comarch Customer Experience Management, Comarch Service Quality Management, Comarch Service Fulfilment and Orchestration, Comarch Field Service Management, Comarch Service Activation and Comarch Service & Resource Orchestration.

## **Full Network Cloudification**

The adoption of modern virtualization technologies such as NFV (VM-based and containerized) and SDN lets operators escape the need to maintain physical devices and infrastructure, and move to more flexible and cost-effective logical and cloud-native networks.

Comarch solutions help operators with this transition by providing end to end visibility, management and orchestration of modern telco clouds and networks. It provides unified, full-stack access to all layers from customer services to infrastructure, delivering powerful tools and interfaces for designing services and deploying them in various environments (from legacy servers to private, hybrid, multi, and public clouds) using different technologies. It also enables the move towards the edge, closer to end-customers. Comarch solutions support key industry standards in order to allow easy integration with data centres, clouds and SDN controllers.

## **AI/ML-driven Network Efficiency**

In a highly competitive telecommunications environment, network efficiency is the greatest determinant of a telecommunications service provider position. Today, we are on the verge of another revolution in which the pursuit of higher efficiency in the BSS/OSS area can be supported by systems based on artificial intelligence and machine learning.

Thanks to the automation of processes, the Comarch solution provides tools adequate to the possibilities, including the most promising benefit of 5G - network sharing. It allows operators to provide customers with services in a shorter time, and to remove disruptions in the operation of services faster.

Deep automation of operations and management of the 5G telecommunications network allows suppliers to reduce costs and, more importantly, enables customers to change their service portfolio frequently and independently. Among Comarch's products addressing this business need are Comarch AI-powered Assurance, Comarch AI-powered Network Inventory and Comarch AI-powered Orchestration.

## 5G-ready business

Comarch's comprehensive portfolio helps operators enable exciting new 5G capabilities, model 5G services for end-customers and third-party players flexibly, manage complex cooperation, handle revenue streams between partners who participate in the whole chain of 5G service delivery, provide multi-technology networks, maximize resource efficiency, and open new markets for communication services.

From a powerful, single platform based on 3GPP standards, our customers can enable network as a service and network slicing with full multi-tenancy, orchestration and monitoring, private 5G networks, real-time inventory with dynamic network re-configuration, 5G network self-healing, and AI-powered 5G network management. To make the 5G services even better tailored to each customer's needs, we're empowering operators with AI/ML-powered intent-driven solutions for 5G network modelling, orchestration, and processing.

Among Comarch's products addressing this business need are Comarch Real-time Network Inventory, Comarch MEC, Comarch AI-powered Assurance, Comarch AI-powered Network Inventory and Comarch AI-powered Orchestration.

## Streamlined Cooperation with Global Partners

Diverse culture, different language, various time zones and currencies are only some of the difficulties that telecom companies struggle with when establishing global partnerships. From the customer perspective, it is crucial to have only one agreement with their provider, where they can access a single invoice, no matter where the access or service is established.

Comarch provides a way to address all of those challenges and offers much-needed flexibility in liaising between enterprises and various third parties by allowing the modelling of any type of service. What's more, Comarch products provide operators with fully automated business processes - from contract negotiations with all parties to service activations and settlements.

Among Comarch's products addressing this business need are Comarch Enterprise Product Catalogue, Comarch Wholesale Billing, Comarch Convergent Billing and Comarch Partner Management.

## Digitized Enterprise Customer Experience

For most large enterprises, deploying and managing a communication and collaboration platform is not a core activity. They expect their CSP to provide them with efficient tools to achieve the expected results.

Comarch delivers BSS products for managing relations with enterprises, covering all aspects of telecom services - from simple ones such as mobile and fixed voice, and data, up to complex services such as VPN, data centre or cloud. Enterprise customers can seamlessly self-manage even the most complex hierarchies representing their organization structure, access detailed reporting in context, and set up real-time control or split-bill policies over service usage

Among Comarch's products addressing this business need are Comarch Enterprise Billing, Charging and Revenue Management, CRM for Telecoms, Comarch Product Catalogue, Comarch Customer Order Management, Comarch B2B Self-enablement Platform and Comarch Business Intelligence.

## Digital Customer Engagement Across Diverse Channels

Comarch's IT products improve customers' digital experience by providing readable and easily digestible visual cues, giving a clear view of current bundle consumption, data usage, balances and limits. They are also the source of data for multidimensional reporting, 360-degree customer views, analytical actions, recommendations and personalization engines – all of which greatly impact the entirety of the customer journey.

Among Comarch's products addressing this business need are Comarch Digital Self Service, CRM for Telecoms, Comarch Product Catalogue, Comarch Customer Order Management, Comarch Convergent Billing and Comarch Loyalty Management.

## IoT Monetization

Introducing, deploying, and managing IoT solutions can be a very lucrative business for communication service providers, whether they provide IoT connectivity, IoT services or both.

Comarch enables CSPs to become true IoT solutions providers by delivering services allowing them to cover their whole IoT value chain – from connectivity and device management, all the way to offering IoT services such as smart factory, smart metering, asset tracking, services for other IoT verticals, and more.

Among Comarch's products addressing this business need are Comarch IoT Connect, Comarch Asset Tracking, Comarch Digitals – Factory 4.0, Comarch Smart Metering.

## Monetization of Vertical Markets

The modern world requires services to be digitized and offered online. Subscription-based, pay-as-you-go, prepaid and post-paid services are offered to a broad customer base, and require robust revenue assurance tools.

Based on our vast experience in reconstruction and business standardization, Comarch's out-of-the-box BSS software is designed to completely automate the business processes and support various markets. No matter whether targets are private individuals or corporate customers, the multiple options and business model-specific functionalities of our cloud billing solution will boost telecom business and increase employees' productivity. We build total experience for all engaged individuals (clients, prospective clients, product managers, financial controllers and service engineers) with only one system – Comarch Smart BSS, which is built from related Smart BSS modules such as Webshop and Self-care, Billing and Finances, CRM, Product Catalogue, Voucher Management, Process Integrations.

## 3.2. Finance, Banking and Insurance Sector

Comarch Finance, Banking and Insurance Sector specializes in creating sophisticated software and IT systems for major financial institutions in banking, insurance and capital markets for 25 years. Our portfolio of satisfied clients includes Polish and international financial institutions, among others: BNP Paribas, ING, Alior Bank, AXA, NBB, Allianz, Credit Suisse, Swiss Life, ERGO.

**Comarch SME and Corporate Banking** is an omnichannel platform designed for the specific needs of large and medium-sized companies, and offered to banks providing services to such companies. It's a transactional banking system, a financial management tool, and a solution to facilitate handling of bulk payments – all rolled



up into one. It also supports corporates in managing accounts of different types, buying currencies, making local and international payments, or consolidating balances across the world.

**Comarch Open Platform** is a cloud-native, microservices-based digital banking platform that takes advantage of newest technologies in order to enable banks to build scalable, reliable solutions using proven tools and approaches. Thanks to ready-made corporate banking modules for quick time to market, combined together with agile co-development practices, it makes it possible for clients to take active part in implementation project, thus allowing them to make their solution truly unique.

**Comarch Small Business Mobile Banking** is an application for small business owners to facilitate their daily tasks. It is based on cash management, invoicing and financing possibilities. Comarch Small Business Mobile Banking is a comprehensive solution that helps banks to reach micro and small enterprises with digital services.

**Comarch Factoring** is a platform that allows factors and their customers to manage the whole life cycle of receivables. Comarch Factoring is a customer service tool which has an advanced billing engine and multi-channel access to factoring services.

**Comarch Cloud Factoring** is a platform for debtors and creditors using microservices, available in the cloud. The modularity of the system allows you to easily adjust the solution to customer needs. Thanks to supporting end-to-end processes, the cost and workload of a factoring company are kept to a minimum.

**Comarch Trade Finance** is an application that allows entrepreneurs to manage the life cycle of such products as guarantees, collections and letters of credit. The solution helps to automate and digitalize the whole process of trade finance.

**Comarch Relationship Manager Assistant** supports banks and other financial institutions in building and maintaining solid relationships with their business customers. Designed to effectively manage sales processes, the system helps in lead scoring, performance monitoring and effective communication.

**Comarch Wealth Management** is a system designed to support retail, private and affluent banking customers. The system supports relationship managers - in advisory and financial planning tasks, end customers - in the robo-advisory process, wealth managers - in portfolio management based on the client's authorization, and

**Comarch Loan Origination** enables more efficient control of credit risk and allows for a significant reduction of time needed to grant a loan. The system automates the work of client advisors managing the credit-granting process at its every stage. It allows banks to optimize the most vital elements of credit management: loan simulation, application verification, analysis of customer financial situation (including database checks), decision making and fund disbursement. The platform incorporates a full portfolio of credit products – starting from quick loans for retail customers, through mortgage origination processes, up to complex business loans for SMEs or corporations.

**Comarch Custody** is a modern, reference system designed for comprehensive handling of banking operations in the field of trading in securities. The solution is dedicated to financial institutions of all sizes. It provides support for basic and advanced processes, including basic records of the client portfolio and own positions, full automation of communication, as well as cross-border settlements and collateral management.

**Comarch Digital Insurance** is, on one hand, a system dedicated to insurance agents, brokers or intermediaries. It helps them not only advise on and sell insurance products but also provide post-sales support, manage their tasks and monitor own business performance. On the other hand, Comarch Digital Insurance allows individual customers to smoothly purchase a policy online and manage their insurance product portfolio. Cloud-optimized software, ready to be deployed on Cloud.

**Comarch Commission & Incentive** is a comprehensive solution dedicated to insurance companies, banks, telecom operators, companies distributing financial products, and other organizations with a multi-layered sales network ensuring efficient incentive compensation management.

**Comarch Life Insurance** software handles all areas of individual and group life, pension, and health insurance. As an insurance software product, thanks to its modular structure and unique flexibility, the system can be tailored to an individual customer's needs and requirements, including the individual life cycle of business processes and the specific nature of a particular insurance company.

**Comarch NonLife Insurance** is dedicated to all insurance companies offering property and casualty insurance (general insurance). The system's modular structure greatly facilitates its extension with new components as well as integration with the insurer's existing software. This core insurance solution is enhanced with a user-friendly web portal for front-office operations.

**Comarch Anti-money Laundering** allows banks to significantly decrease the time and increase the accuracy of transaction monitoring – a routine task requiring much precision, knowledge and experience. The system takes the workload of performing the tasks off analyst's shoulders by reducing false-positive alerts for check. It also lets the bankers save time and focus on more demanding and complex challenges.

**Comarch RPA for KYC** is a Robotic Process Automation (RPA) software designed for banks and financial institutions. It optimizes KYC in AML – heavily manual, routine and prone to human error – by enhancing data collection and input. The system uses automatic processes to derive data from different sources, both external and internal, and turn them into user-friendly reports ready for further analysis in line with regulatory requirements. RPA in banking reduces the number of manual tasks.

**Comarch Smooth Authentication** is a risk-based authentication software that combines device recognition, malware detection, and behavioural biometrics capabilities in order to detect online frauds in real time. It analyses multiple artifacts coming from end user devices, behaviour, and software installed on user devices, in order to calculate risk rating for each transaction. This concept of adaptive, risk-based authentication allows to strike balance between security and usability – the additional authentication factor (2FA) is used only when explicitly needed, so customers can enjoy frictionless experiences.

Designed primarily for banks, the **Transaction Protection - tPro Suite** consists of two solutions for customer authentication and transaction authorization: **tPro ECC** and **tPro Mobile**. Comarch tPro ECC is a USB token for making digital signatures. Comarch tPro Mobile is a variant of this solution based on what the user has - a phone with the application, and what the user knows - a PIN code or pattern.

**Comarch Loyalty in Finance** is a modern IT system that allows enterprises – including banks and societies insurance – both easy creation and management of user-oriented loyalty programs.

By offering support to entities operating in B2C and B2B models, CLM uses mechanisms used in emerging technologies, such as artificial intelligence and machine learning, thus enabling the identification of patterns in the field of customer behaviour and the creation of offers tailored to their needs.

**Comarch Business Intelligence in Finance** is a toolkit for accurate data analysis and reporting. Thanks to Comarch BI, business decisions can be fully based on correctly interpreted data from various sources. Comarch BI enables quick analysis of large amounts of data in real time and presenting them on clear charts. In addition, it offers trend analysis, planning, budgeting, and reporting. It can be successfully used, among others, by analysts, product managers, actuaries, sales and marketing teams, and insurance agents. Depending on business needs, Comarch BI can be installed directly on customer devices or available in the cloud, in the SaaS model.

### 3.3. ERP Sector

**Comarch ERP Enterprise (CEE)** is an ERP software developed for large enterprises with an international profile, with a particular focus on the needs of manufacturing and trading companies. This modern, web-based ERP system can successfully map the structures of any company, including multi-company ones. The solution has very high performance and scalability works on various database platforms and operating systems. The open architecture of CEE allows you to integrate your modules and applications. The Business Services Integration Engine (BIS) is responsible for data integrity and ease of integration with external solutions. CEE is a system considered to be an ERP 4.0 solution enriched and integrated with many modern Comarch solutions: POS, mPOS, MOS, OCR, DMS, e-Store, or BI.

**Comarch ERP XL** for many years has been the most popular ERP system in Poland, used by nearly 7000 companies from various industries. This solution is recommended for medium and large manufacturing, retail and service companies. Each year nearly 400 new companies decide to implement it. They appreciate its rich functionality and great flexibility in modelling all business processes. The system is open and has built-in IoT, AI, and RPA components needed for process automation and integration with external devices, such as e.g.: all kinds of sensors, sensors, or production machines. This uniform environment is complemented by warehouse management tools (including WMS) and electronic document workflow (DMS and OCR). All information entered in all business areas can be analysed in the Business Intelligence module, which is designed to support management in making effective decisions.

**Comarch ERP Optima** is the most popular software in Poland, created for small and medium-sized companies of any industry, that support sales, management, accounting, human resources, and payroll. Thanks to built-in dedicated solutions it is the most popular accounting software among accounting offices and tax advisors. Comarch ERP Optima system is available in desktop model and as a service ("cloud"), allowing users to comprehensively manage processes in the company over the Internet. For a fixed monthly subscription fee client receives access to software supporting the online management of the company via a web browser.

**Comarch ERP XT** – innovative system for management of small companies in Poland and Germany. Thanks to the modular structure, the user decides independently which functionalities he wants to use and which he wants to pay for. The system is available through a web browser as well as through an application for a mobile phone (iOS&Android) which enables free work and access to information, anywhere and anytime. The simple and intuitive program allows to issue an invoice in a few seconds, and at the same time perfectly suitable for more advanced users thanks to the possibility of using the warehouse, simplified accounting, or full accountancy. Additional solutions such as e-Store or e-Sale allow you to quickly set up your online store and integrate it with popular sales websites (e.g. Allegro, eBay). The POS module will ensure retail sales in stationery stores, and factoring and debt collection services will free the frozen funds in invoices and improve the financial standing of the company. In addition, every month each user will benefit from 20 pages of cost documents free of charge

within the OCR service, and thanks to the free data exchange service (IWD) with the accounting office, he will regularly receive information about taxes to be paid.

**Comarch Moje BR** is a free application for invoicing and communication with an accounting office. Each month, clients of the application can issue up to 10 sales invoices, and thanks to OCR technology, they can add up to 20 pages of cost documents using their phone's camera. Simply take a photo and the invoice data will automatically transfer to the application. With the built-in messenger, users can contact their accounting office at any time and speed up information exchange and document workflow. The free invoicing application is designed for the smallest companies and the self-employed who need a mobile tool for invoicing and entering cost documents to grow rapidly and save time.

**Comarch OCR** – is a tool for Optical Character Recognition (OCR) of scanned invoices. The service reads documents and then transfers recognized data to accounting software, e.g. to VAT registers. Thanks to the available OCR API, the service can be integrated with external programs.

**Comarch POS and Comarch mPOS** are applications dedicated to handling processes in stationary points of sale, both related to the sale of goods and to organizing the store's back office and warehouse. Comarch POS is a solution designed for stationary cash desks which enable sales and after-sales support for store customers, execution of processes of preparing goods for customer orders placed in other channels within unified commerce, support of deliveries and issues, and execution of stocktaking processes. Comarch mPOS is an application dedicated to mobile devices equipped with the Android system. It enables the execution of processes in the back office of a store and supports customer service directly on the sales floor. Together with the OMS system, the applications constitute a uniform environment dedicated to managing multi-channel sales, by the unified commerce idea.

**Comarch Mobile** – a set of applications that enable the execution of sales, service, and purchase processes from the level of a mobile device such as a phone or a tablet. Using Comarch Mobile Sales, a salesman can plan a sales visit, register an order from a client, print an invoice in the client's office, or conduct a survey with the client. A service technician working in the field, using Comarch Mobile Service, will register the repair process, accept a service order and settle it with the customer. Comarch Mobile Management is a tool for managers that enables them to schedule sales visits for employees in the field, check their execution and monitor the route of sales and service technicians.

**Comarch WMS** – a solution that enables the comprehensive operation of a high-storage warehouse. The package includes: Comarch WMS Zarządzanie (Management) and Comarch WMS Magazynier (Warehouseman). Comarch WMS Zarządzanie is a tool for warehouse managers and system administrators, designed to control warehouse operations and manage the flow of goods within an extensive warehouse structure. The tool's graphical interface makes it possible to manage employee tasks, including multi-stage, complex warehouse processes.

**Comarch WMS Magazynier** is a tool that streamlines warehouse workers' daily work. Using an application running on an online collector, a warehouse worker is informed about tasks awaiting them and is guided step by step through the execution of tasks assigned by a manager. Comarch WMS cooperates with Comarch ERP XL.

**Comarch Magazynier** - the application is designed for mobile handling of simple warehouse processes. With its help, the user can perform one-step tasks of receipt and issue of goods from the warehouse, record transfers

of goods between warehouses, and perform stocktaking. The application is compatible with the Comarch ERP XL system and can use a simple warehouse structure created on the side of ERP system.

**Comarch Business Intelligence** - a system based on data warehouse technology, designed for large and medium-sized companies as well as international corporations. The solution supports decision processes and reporting tasks. It supports the following industries: financial and insurance institutions, trade, services, and production.

**Comarch BI Point** - a web-based Business Intelligence reporting tool that enables creating, browsing, and sharing cross-sectional reports and interactive management dashboards. An integrated repository and a built-in mechanism of managing permissions allow managing user access to selected statements and individual data models. Responsiveness of the application allows to use it also on mobile devices. With its intuitive interface and many interesting forms of data visualization, the application allows even less skilled users to prepare attractive dashboards. The tool is used in enterprises of all types and sizes. It is mainly addressed to analysts, controllers, and managers.

**Comarch sPrint** - a web-based tool for generating printouts. Its main task is to support the process of printing documents in a company. The application is integrated with Comarch ERP systems, and in the future, it will operate in standalone mode as an independent solution to be used with third-party systems. Comarch sPrint will allow you to use ready-made print templates (in case of integration with Comarch ERP), as well as to easily define printouts on your own, according to specific customer requirements.

**Comarch IBARD** - easy to use, a multifunctional tool that allows to create and schedule backup files, folders, and databases from PCs, laptops, and servers, to backup mobile devices, to share and securely store data in the cloud. The service allows for constant access to data from any device and places 24 hours a day.

Comarch IBARD is available in four languages (Polish, English, German, and French). The service has universal application and is designed for small and large companies as well as service providers such as telecommunication companies, which provide the service to their clients under their brand (White Label model).

**Comarch TNA (Time and Attendance)** – is a modern system for recording and managing working time, business trips, vacations, and other employee-centred processes in a company. The tool allows for manual registration of remote working hours from the level of both web and mobile applications. Thanks to this, the employer knows at what time the employee started and finished working, and also can control the employee's availability in real-time. The employee, on the other hand, has a declaration and proof of the worked hours agreed with the supervisor.

**Chmura Comarch** – intelligent solutions for small, medium, and large organizations from various industries, as well as for public institutions and health care in the form of public cloud and private cloud. Currently, after 20 years of consistent development of the cloud computing business, the Comarch Cloud is used by over 31 thousand companies.

**Comarch Cloud Portal** – a comprehensive platform for selling and managing cloud services, which supports providers in offering cloud-based services, applications, infrastructure, and other products. Comarch Cloud Portal collects all information about orders, prices, and validity of services, and enables management of cloud services.

**Comarch Hosting** – an integrated, comprehensive solution tailored to individual customer requirements, which consists in leasing a hardware platform located in the Comarch Data Centre along with the necessary licenses from external producers (e.g. Microsoft). Additionally, the offer includes many services related to the management and administration of the hardware platform and software. A unique feature of the solution is the ability to flexibly manage resources, which scale as the client's needs grows.

**iKsięgowość24** – it is a Community of Accounting Companies, gathering economic entities providing services and consulting in the field of accounting, human resources, and payroll, equipped with Comarch ERP Optima or Comarch Optima in the Cloud in the version for Accounting Companies. The purpose of creating a Community of Accounting Companies is to make it easier for entrepreneurs to reach the right economic entity providing professional bookkeeping, HR, and payroll services and to promote companies working with Comarch software.

**Comarch B2B** is a modern Internet-based B2B platform enabling remote sales network support in the Business-to-Business model. The platform is fully integrated with Comarch ERP XL and Comarch ERP Altum systems, thanks to which all data is available directly from the ERP system. Contractors, using a web browser, have access to always up-to-date trade offers, which can be different for each of them. Thanks to working online directly in the Comarch ERP system, all changes and news are visible in Comarch B2B without any delay. Contractors have access to the offer from any place and at any time.

**Comarch e-Sklep** – online store service for small, medium, and large companies, fully integrated with Comarch ERP management systems. Comarch e-Store allows for both B2C and B2B sales models. Integration with ERP system allows for comprehensive management of the entire order process, management of goods and clients database, as well as logistic operations, including integration with couriers, Poczta Polska, Paczkomaty, and other suppliers. In addition, Comarch e-Store provides many functions and modules which enable effective e-commerce, including integration with auction platforms, wholesalers, online payment systems, price comparison services, and tools supporting marketing activities. Comarch e-Store allows shopping from the level of the Internet browser as well as from mobile applications working on iOS and Android.

**Comarch e-Sale** – it is an intuitive solution for integration with popular auction services: Allegro, eBay, and Amazon. Thanks to Comarch e-Sale it is possible to place orders on popular auction services from the product range available in the Comarch ERP system. Orders from issued auctions are available in the administration panel, and thanks to direct integration with the ERP system, they are sent in an automatic synchronization process to a particular system, where further order processing takes place. Comarch e-Sale makes it possible to view all auctions, including those prepared directly in the auction service or using another integration. Such auctions can be linked with goods from an ERP system and auction management can be automated in terms of prices or stock levels.

**Wszystko.pl** - a modern marketplace, dedicated to sellers in Poland, who have registered business activity. On the shopping platform, we connect sellers and buyers, and the sale of products takes place in all categories. The platform has integration with Comarch ERP management software, but it is also possible to integrate with the portal using other, popular e-commerce systems, which enable selling products on the Internet. Marketplace wszystko.pl gives the possibility of free distribution of products through additional online sales channels and gives the chance for a constant increase of clients.

**Comarch HRM** – a tool for self-service of employees, operating in a web browser or from the level of mobile application, intended for employees and their superiors. The main task of the application is to provide ongoing access to data related to daily activities and the formal aspect of work in the company - work schedule and time,

vacations, business trips, or remote working. Moreover, the tool allows for handling such aspects of employee functioning in a company as recruitment, training records, or evaluation system.

**Comarch DMS (Document Management System)** is a flexible tool for managing documents and processes in a company consisting of two modules: Workflow and Repository. The system enables the execution of different types of business processes related to registration, description, and approval of documents and tasks (e.g. invoices, contracts), as well as secure document archiving within a digital archive. Thanks to the in-built low-code platform (graphical process configurator), it is possible to quickly and easily adapt the system to any company, regardless of its industry or scale of operation. It is possible to work from the level of a desktop application, web browser, as well as mobile applications for iOS and Android devices, which, combined with automatically generated notifications, allows for shortening the time necessary for task execution. Comarch DMS cooperates with Comarch ERP systems: XL, Optima, CEE, and Altum, and is also available in a Standalone variant.

**Comarch e-Sprawozdania (Statements)** – software for creating electronic financial reports in XML format, compliant with the Accounting Act, distinguished by rich functionality (e.g. possibility of electronic signature in the application), ease of use, and the possibility of integration with ERP systems. The application generates structures of financial statements by schemas published by the Ministry of Finance.

**Comarch ESEF** – an application that enables the generation of annual financial reports in the European Single Electronic Format (ESEF), which defines the form in which annual reports and statements of companies listed on regulated markets of the EU are created. The application is available both in a desktop version (installed on a computer/server) and in a cloud version accessible via a web browser.

**Comarch PPK** - this application is designed to handle Employee Capital Plans in a company and through an accounting office. It is tightly integrated with payroll and HR modules of Comarch ERP HR but also cooperates with payroll and HR systems of other producers. So it can work independently. Key functionalities of the application are the ability to record data of PPK participants, monthly calculation and recording of contributions, and sending them to the chosen financial institution.

**Comarch Shipping** – a service that automates cooperation with courier and carrier systems. It enables generating waybills and immediate shipment dispatch with printing labels. Shipping orders can be initiated directly from Comarch ERP and Comarch WMS systems, as well as manually from the application level. Two-way communication guarantees that the status of shipments can be monitored on an ongoing basis.

### 3.4. Public Administration Sector

Comarch specialises in designing, implementing and integrating modern IT systems for public administration, companies and public sector institutions. The company has experience in creating complex turnkey solutions and developing hardware and network infrastructure. Comarch has created a number of e-government solutions that meet the needs of public sector entities. The solutions are based on international standards. The most important solutions implemented in the public administration sector include:

**Comarch EOS Platform** is a platform for electronic handling of matters in the office. The system ensures the digitisation of case-handling activities, enabling citizens and entrepreneurs to handle them remotely, and office staff to handle cases remotely. The platform ensures the transition from electronic document management to electronic case management, overseeing the steps that need to be taken to deal with a case.

Platform consists of integrated systems: Comarch e-Urząd, Comarch EZD, Comarch ERGO and Comarch ERP Egeria. Case handling is based on electronic documents, the data of which are transferred to the systems involved in case handling using Comarch BPMN. The Comarch EOS platform provides GIS functions used in case handling, which can be run directly from the level of systems included in the platform.

**Comarch ERGO** System supporting the implementation of public tasks related to spatial management. It allows keeping over 60 registers and records in the areas of geodesy and cartography, real estate management, spatial planning, road infrastructure management, construction, environmental protection, agricultural and forestry land protection, protection of monuments, spatial information portals. The modular structure of the system enables the exchange of information between local government units and cooperating units, their departments and employees. Comarch ERGO is a comprehensive solution enabling the launch of the electronic platform of the Spatial Management Shared Services Centre.

**Comarch Workflow** is the platform supports the electronic (as well as paper) circulation of documents in companies and institutions (branch versions specialized for particular entities have been created). The solution makes it possible to manage documents in institutions in accordance with the guidelines of the office instruction and to define and support any workflow and document processes. For this purpose, a mature business process editor based on BPMN is used, which in cooperation with components enabling the creation of dedicated registers and forms is able to provide each institution with a fully customisable Workflow class system..

**Comarch e-Government** is an online public services platform allowing local government units and central offices to perform their tasks. Intuitive tools enable self-management of the application, providing support for content creation and publishing processes. The components available on the platform include: The Digital Office, the Resident's Profile with support for electronic payments for liabilities to institutions, the Public Information Bulletin, the Information Portal and the Intranet, as well as elements supporting social activity related to the handling of the civic budget or opinions on legal acts.

**Comarch ERP Egeria** is a modern ERP class system, designed in a multi-layer model with the use of microservices and microfrontend architecture. The system has a new, intuitive user interface available from the most popular web browsers, compatible with WCAG. The system is fully functionally adapted to Polish law, supports the handling of financial and accounting processes, settlements with contractors and allows you to efficiently manage the organization, and the HR and payroll area allows for comprehensive employee service, starting from employment, through contract records, work time registration and development professional. The system is dedicated to entities from the public sector: local government administration, central administration, universities, health care, public utility companies. The system ensures data security, quick access to information, transparency and integration of processes, enables users to obtain high performance and scalability at a relatively low cost of installation and maintenance in the cloud. It is characterized by high configurability and flexibility, which allows the system to be adapted to the individual needs of each client. It facilitates and automates the daily recording of data and making the right management decisions.

**Comarch Employee Portal** is a system supporting work in the company. The main task of the system is to facilitate activities related to the management of HR processes in the organization. Especially where the organizational structure is dispersed, the portal becomes a tool enabling the standardization and automation of processes. The system is dedicated to every organization and its employees, regardless of their position in the structure. The solution provides employees with tools that allow them to handle their administrative matters themselves without contacting the HR department in person. The company's employees can quickly fill out an



application for leave, settle the delegation, gain access to personal and employment data as well as other important documents, e.g. PIT or payroll.

The solution is adapted to the changing conditions of the organization's functioning, providing access to HR areas via any web browser, which supports remote or flexible work.

**Comarch Security Platform** is a range of products dedicated to clients associated with national and physical security and defence. The solutions are based on original and innovative projects, which are implemented within products related to video analytics, personal and object protection systems, as well as in advanced tools for controlling financial flow and monitoring ICT networks.

**Comarch Video Cut** is a solution for quick analysis of secured video materials conducted post factum. The tool effectively reduces the working time of forensic analysts or security services. It enables the detection of all objects recorded on secured video footage from various devices, recorders, CCTV systems and in various formats.

The system enables events and objects to be found and video footage to be quickly filtered based on characteristics. The solution is used in special units, security services and facilities such as airports, stadiums, railway stations, car parks, large-format shops or other restricted access zones.

**Comarch Smart Parking** is an extensive platform for the comprehensive management of Smart City parking policies. The solution makes it possible to connect a number of sensor systems based on different technologies, such as RFID tags, radar, radio sensors, surface sensors (e.g. magnetic), cameras with video analytics, providing basic information on parking space occupancy in real time. In addition, it offers a range of configuration and management tools to improve the work of municipal units and subordinate services. Comarch offers its own sensor layer based on cameras and Intelligent Video Analysis (IVA) technology, which makes it possible to detect not only free parking spaces but also potential offences, together with vehicle identification - number plates (ANPR). Development work in this area focused on hardware (cooperation with many camera models, including PTZ cameras), as well as functionality - new modules were created, such as billing, control, or related to payments based on e-Wallet.

**Comarch Monitoring & Automation Platform** is a tool for monitoring infrastructure and configuration items of client systems. The primary goal of creating Comarch MAP was to provide a single, consistent tool for monitoring a client's extensive infrastructure, along with the ability to model business processes and track architectural dependencies. The complex infrastructure detection and maintenance process is fully automated thanks to the Discovery module. The unified and consistent interface provides visualization of the monitored infrastructure while maintaining business logic.

**Comarch eRecording** is a comprehensive and coherent solution combining the convenience of classic audio/video recorders with sound systems and a dedicated application for controlling the audio/video recording process. The system makes it possible to record meetings, sessions or public speeches along with the associated metadata and comments to enable efficient search of the recording during playback. Additional sources of recorded data can be external multimedia data and remote transmissions carried out via videoterminals. Comarch eRecording provides (along with the recording) a platform-independent multi-track media player.

**Comarch Wideoterminal** is a solution which supports popular connection and audio-video transmission standards. It is a perfect complement to Comarch eRecording solution, ensuring point-to-point connections as well as setting up multi-party calls based on standards and infrastructure of videoconferencing bridges of leading suppliers and popular platforms supporting Simulcast technology.

### 3.5. Services Sector

Comarch Services Sector designs, implements and integrates modern IT solutions for loyalty programs, marketing campaign management, employee motivation management, electronic data and business information exchange, the management and flow of documents within the company, and sales process management using support systems and mobile applications. The offer also includes a comprehensive range of enterprise IT infrastructure management services.

The Services Sector carries out projects in 40 countries on five continents. Among our clients are BP, Circle K, Mapco, Prudential, Livelo, Carlsberg, Unilever, X5 Retail Group, Carrefour, Metro-Nom, Auchan, Heathrow Airport, Etihad, Scandinavian Airlines, XL Axiata and True Telecommunications.

#### Loyalty management and marketing solutions

The offer is addressed to medium and large enterprises, and constitutes a comprehensive package of IT solutions and services that helps to build and manage loyalty programs, implement personalized and multi-channel communication, automate marketing processes and increase profits. Big data analysis tools and gamification-based systems for building engagement enable relationships between customers, partners and the brand to be strengthened.

**Comarch Loyalty Management** is a system for managing loyalty programs, supporting B2C and B2B operators. It enables the launch of multiple programs on one platform and support for all areas related to running those programs (customer registration, profile management, promotions based on different currencies, communication with participants, rewarding with gifts and offers). The product is also targeted at transport and tourism companies, in particular airlines. The platform supports loyalty programs of all types of carriers, for individual customers (Frequent Flyer Programs) and in the B2B model. The system supports the creation of rules for calculating points, defining rewards and privileges.

**Comarch Loyalty Cloud** is a system that enables companies to comprehensively manage the full lifecycle of a loyalty program, from analysis of collected data to configuration of promotions and rewards and multi-channel targeted communication. The application is available in the service model, based on monthly subscription fees. Just a few days after signing the contract, Comarch customers can use the range of application functionalities, and access system configuration services and comprehensive business support for their loyalty program. Comarch Loyalty Cloud is periodically updated in terms of functionality, and extensions are implemented in accordance with the Comarch roadmap

**Comarch Marketing Automation** is a solution that enables the design of a multi-channel path of communication with the customer and the quick and cost-effective launch of customer-oriented marketing campaigns. The system optimizes the campaign planning process, provides an intuitive segmentation tool, simplifies the management and creation of personalized messages using the built-in editor, automates communication with customers and allows for full monitoring of campaign progress and shipping statistics. The solution helps to optimize the strategy and frequency of contact with customers through dedicated settings and with the support of AI and machine learning modules. It can be implemented as an independent marketing automation tool or an

integrated part that matches loyalty modules, creating additional value and enabling the construction of strategic relationships with customers.

**Comarch Business Intelligence** the solution supports companies that want to build loyalty strategies through in-depth analysis of a large amount of collected data and provide a detailed picture of purchasing patterns, shopping cart value, campaign effectiveness and statistics related to the program. The system offers many types of interactive visualizations, such as charts, graphs, trend indicators, maps and tables that facilitate the presentation and interpretation of data.

**Customer Analytics** is a set of support services from a BI expert or a team of data scientists in the field of collecting, cleaning and auditing customer data, improving and maintaining data quality, analysing data, creating advanced customer segmentation models, migration analysis and customer activation strategy, predictive and scoring models, marketing databases and analysis of the level of customer satisfaction.

**Comarch Location Based Services** is a modern technological platform enabling highly personalized marketing communication directed through mobile application channels to people, customers, residents or passengers who are currently in a given location. The solution uses geolocation and micro-location data, on the basis of which it sends notifications via native iOS and Android applications. The platform also has a navigation module, thanks to which the user of the mobile application can find their way inside a given building. This is very helpful for large facilities such as shopping malls, hospitals, and municipal offices. Comarch Location Based Services is integrated with beacons produced by Comarch, thanks to which the micro-location of a user is determined via the Bluetooth channel.

**Loyalty Consulting** is a professional support services at every stage of loyalty program development and management. We help build complete, innovative programs or reorganize existing ones. We prepare concepts that attract customers, build a stronger bond between the customer and the brand, thus allowing you to increase profits and strengthen your competitive advantage. Our services enable the development of an effective program strategy and concept, participant reward mechanisms, marketing communication, development of procedures and analysis of IT requirements.

**Management Services** support in the process of organizing the program, creating and selecting marketing service providers, managing relationships with strategic partners, day-to-day administration of applications, monitoring key program performance indicators and reporting activities, detecting and preventing fraud, communication management.

### **Data exchange and document management**

As part of its offer, Comarch enables effective document management and automation of sales and business processes in the supply chain. A comprehensive approach to communication with partners from around the world, including electronic exchange of product, commercial, logistics and financial data, allows companies to achieve tangible benefits including faster access to information and a significant reduction in costs.

As part of data exchange and document management, the following solutions are offered:

**Comarch EDI (Electronic Data Interchange)** is a B2B2G platform based on cloud technology, which enables the automation of business processes through rapid and secure data exchange, connecting partners in the supply chain around the world regardless of the sector in which they operate. In an accessible, modern and comprehensive way, it enables business communication, allows you to fully manage the purchase and sales

processes, increases the efficiency of cooperation by synchronizing data with partners, and fully controls and manages the flow of documents. It offers a number of solutions for everyone, from handling automatic document transmission processes and full integration, to support for web service and API solutions, and a web portal that does not require any integration.

**Comarch EDI** is also catalogue of product data in the cloud based on GS1 standards. As a certified data pool, Comarch enables direct exchange of information between business partners within the GDSN network and outside it. Data can be entered manually or automatically thanks to integration with external client systems. This enables the initiation of adding products to the portfolio by creating inquiries, international cooperation through translation tools, and negotiating prices and margins. The created product cards contain comprehensive data models that can be modified depending on the target market, partner or sales channel (online or offline), ensuring the coherence of information shared within the organization and externally.

**Comarch e-Invoicing** is a cloud-based product compliant with the latest regulations, improving and automating invoicing processes for buyers (accounts payable) and sellers (accounts receivable). By supporting many document formats (including exchange with public administration entities) and distribution channels (from paper to EDI), it enables the secure and efficient exchange of e-invoices. Comarch e-Invoicing customers can use numerous functionalities as part of the service, such as electronic signature, multi-stage validation of document correctness, electronic archiving, and an e-Invoicing portal tailored to needs.

**Comarch Online Distribution** is a modern reporting and communication platform used by manufacturers to improve cooperation with a network of commercial partners (distributors, wholesalers). It automatically creates detailed reports on inventory and resale, using data collected on an ongoing basis from the systems of trading partners.

### Comarch ICT

Comarch ICT solutions allow the easy management of a company's IT infrastructure in the field of telecommunications, outsourcing or data centre services based on industry standards and technological partnerships with IT market leaders.

Comarch ICT products are designed so that the latest technologies serve the development of business. In an era of rapid changes in market and customer requirements, an experienced technological partner who will adjust their strategy and provide appropriate services in the field of IT infrastructure, outsourcing, data centre services and security is a must.

**Comarch Infraspaces Cloud** is a unified and flexible cloud infrastructure with the highest security standards. The platform includes a wide range of tools supporting applications built on the basis of microservices. The cloud solution provided by Comarch was created to help solve the problems related to the lack (or excess) of computing power, allowing performance to be adjusted to the actual demand for IT resources. The solution allows customers to take advantage of all the benefits of the cloud, such as lower IT costs, greater efficiency and flexibility of the company, and full control of resources. All this in a secure IT environment located in Comarch Data Centre. We offer our clients a vast portfolio of services in IaaS and PaaS model (such as virtual machines, data bases, monitoring or Kubernetes in a services model).

**Comarch PowerCloud** – is a ready-to-use platform that provides all the benefits of cloud solutions with the support of the expert IBM Power Platform and management services. Using advanced tools, it provides simplified management virtualization and cloud deployment for AIX, IBM and Linux virtual machines.

**Comarch IT Services** - due to the dynamic changes on the IT infrastructure market, an experienced technology partner is of key importance for business development. Placing the company's IT environment in the hands of Comarch engineers and analysts is a guarantee of service continuity and required system availability.

The digital (r)evolution continues. As a company with over 25 years of experience, we provide a wide range of IT services designed with the needs of our clients in mind, so that we can deliver appropriate technical and business support.

- **Comarch IT Integration** are the services designed to adapt the client's IT environment to new business and technical requirements. We support clients from the stage of analysis and design of a new IT platform, to the delivery of appropriate devices and software and beyond that to the implementation phase.
- **ICT services** is a set of services aimed at optimizing costs related to IT servicing. We offer full end-user support (Service Desk and on-site care), administration of LAN/WAN networks, server infrastructure and security infrastructure, as well as management of IT processes in accordance with good practices and the latest recommendations (such as ITIL) and agreed SLA parameters. As part of ICT services, Comarch provides services related to advanced server, matrix and database systems both remotely and directly at customer locations
- **Network and Security Operations Centre** is a solution constituting a single point of contact with the customer, providing comprehensive technical support in the field of IT infrastructure monitoring and business applications for all types of enterprises and institutions. Provides customers with up to date knowledge of the availability and performance of individual elements of their IT infrastructure. Proactive monitoring of environments helps detect disruptions before they affect the customer's business.
- **Comarch Network Managed Services** is a solutions for creating and maintaining data transmission networks (including WAN/LAN/WLAN/VPN). CNMS is a comprehensive product for the construction or modernization of existing transmission networks, for the management and administration of these networks, and for their security.
- **Comarch Service Desk** is a 24/7 multi-channel and multilingual single point of contact with a team of Comarch IT specialists. Providing full support for end users, this service is responsible for handling requests (in the form agreed with the client - chat, ticket system or telephone), reporting (in accordance with the service level agreement) and solving problems related to your IT infrastructure. We organize our Service Desk according to the best ITIL practices.
- **Comarch Data Centre** is an advanced technological centres with high availability and TIER III and TIER IV architecture. They are an alternative for customers who would rather not expand their own IT infrastructure resources. Comarch SA has 15 data centres all over the world.

- **Hosting Managed Services** – transforms data centre and IT management to provide the technological flexibility you need and maximize application performance and availability. We guarantee the right specialists, processes, security and technology in local cloud and networks to optimize data centre services.
- **Comarch Multicloud Management** – is a cloud platform management service from external suppliers (such as MS Azure and AWS). Thanks to the continuous training of Comarch ICT engineers, our clients do not have to worry about the need to constantly update their knowledge about individual cloud services from different suppliers, or about potential problems caused by migration to the cloud (such as the inability to optimize resources and higher costs than planned).
- **Comarch PowerHosting** – is a fully managed services for the IBM Power platform. The comprehensive service for the delivery and maintenance of the IBM Power platform is provided in three models - a virtualized cloud, hosting of the client's hardware in the Comarch Data Centre, and remote services implemented on the client's existing equipment at his premises.
- **Mainframe Services** – provides fully managed support and services for mainframe systems. Provides technical and business assistance in the process of installation, configuration and maintenance of Db2 products. Additionally, we provide consulting services in the field of capacity management, progress tracking and migration to higher versions of data management software.

### 3.6. E-Health

**Comarch Healthnote** is an Internet health diary that allows the collection of complete and up-to-date health history directly in a mobile application. Users can enter vital signs, measurements and test results, monitor their symptoms, scan and view medical documents, and share this information with physicians. Thanks to integration with the largest network of medical laboratories in Poland, patients can also check in the app the results of tests performed at any test point of this chain.

**Comarch Mednote** is a modern, intuitive application for managing any doctor's office. It organizes medical records, provides information about the patients, and minimizes the time taken by formalities and paperwork. The system allows the creation of e-Prescriptions, e-Referrals, and other types of medical documents.

**Comarch Optimed NXT** is an advanced IT system for medical facility management (HIS), facilitating holistic organization. It has six basic modules and more than 30 additional modules, covering all specializations. It provides integration with healthcare providers, services and peripheral systems. The system can be operated on tablets, which allows access to information about the patients directly at their bedsides. Comarch Optimed NXT is designed to all medical facilities, regardless of the structure and type of services provided. It supports, among other things, the management of electronic health records, patient visits, issuing e-Prescriptions, and e-Referrals. It is also a functional tool for facility managers..

**Comarch EHR** is a system for managing electronic health records in all types of medical entities, including at regional level. Central access to documents from different systems enables the efficient collection and processing of medical data. The solution allows the exchange of information between institutions, which speeds up the diagnosis process and avoids redundant testing.

**Comarch Concierge** is an online patient portal that provides multi-channel communication and continuity of medical care. Comarch Concierge facilitates the exchange of information between medical facilities, physicians,

and patients. It enables remote registration, ordering e-Prescriptions, receiving test results, and medical consultations.

**Comarch Telemedicine Cloud** is an open cloud platform that enables remote monitoring of patients. All information from systems, applications, and measuring devices is transferred to the Comarch e-Care platform, then analysed and made available to medical personnel. Thus, the process of diagnosis, treatment, and prophylaxis is optimized and coordinated. What is more, some services are transferred outside medical facilities. Comarch Telemedicine Cloud is a flexible and scalable solution that allows existing elements to be modified and new devices, procedures, and operation schemes to be added.

### 3.7. IoT

#### SHORT-SERIES PRODUCTION OF ELECTRONICS, AND RESEARCH AND DEVELOPMENT (R&D)

**Comarch IoT Plant** is a factory floor, which offers high-quality services in the field of rapid prototyping and assembly of electronic devices (EMS). It provides customers with comprehensive support at every stage of the production process, from design, through mechanical prototyping, to assembly and post-production quality control.

It includes an innovative production line, which enables short-series production of consumer electronics prototypes in a very short period, with particular emphasis on the quality of products and services offered. The IoT Plant factory floor was created in response to Comarch's own need to assemble electronics (EMS services), and operates within the Integrated Management System of Comarch S.A.

**Comarch IoT Lab** – IoT Lab builds prototypes that meet the highest industry standards in terms of security and user experience. The services offered by IoT Lab include the process of creating an industrial form design, 3D visualization, electronics and software design, technical design and documentation, and preparing the final prototype.

## 4. Position of the Group in the IT Market and Information about Markets and Sources of Supply

Due to the type of IT systems offered by Comarch S.A., medium-size and large companies (who are the largest clients of advanced IT solutions all over the world) constitute the main group of clients. Majority of company's products are addressed to specific groups of customers, while IT services are of universal nature and are offered to all groups of customers. The Company's offer is dedicated to both Polish and foreign customers. Since many years, the Company's strategy is based on the sale of an increasing number of products on international markets, especially in Western Europe, Asia and the Americas. Sale in the Company is highly diversified, with no dependency on one major client. In 2021, the share of sale to none of the customer exceeded 10% of the Comarch S.A. sales.

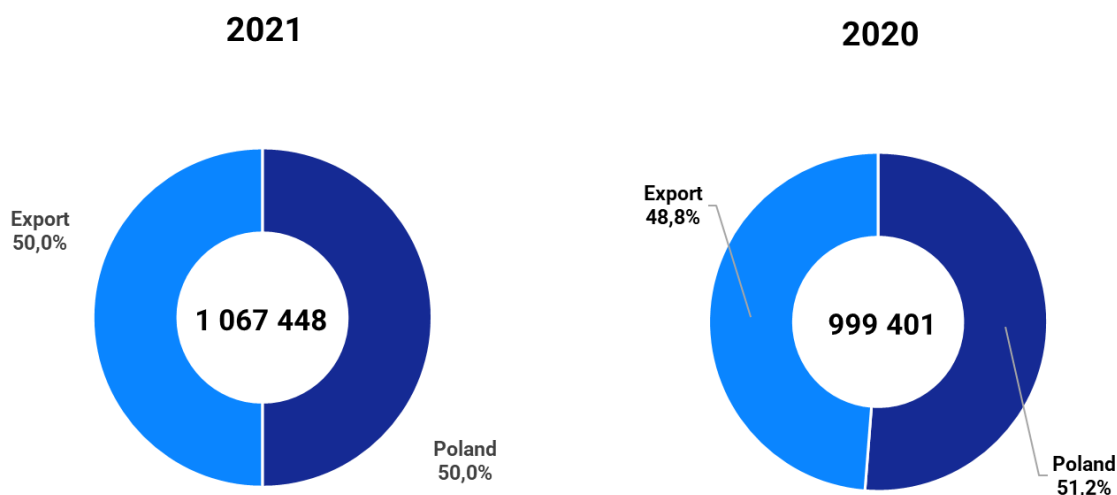
Due to the specific nature of the industry, in which Comarch S.A. manages its operations, international concerns, which are producers of computer systems and programmer's tools, Polish branches and representatives of such concerns, as well as Polish distributing companies and subcontractors for systems, have to be considered sources of supply. In 2021, share of none of the product provider exceeded 10% of the value of Comarch S.A. sales.

## 5. Sales Structure

### 5.1. Sales - Geographical Structure

Geographical Structure	2021	%	2020	%	2019	%
Domestic	533,665	50.0	512,173	51.2	531,270	55.8
Export	533,783	50.0	487,228	48.8	420,428	44.2
<b>Total</b>	<b>1,067,448</b>	<b>100.0</b>	<b>999,401</b>	<b>100.0</b>	<b>951,698</b>	<b>100.0</b>

In 2021, sales revenue increased by PLN 68,047 thousand, i.e. by 6.8%. The increase was mainly in the export sales- they increased by PLN 46,555 thousand, i.e. by 9.6%. Revenue from domestic sales increased by PLN 21,492 thousand, i.e. by 4.2%.



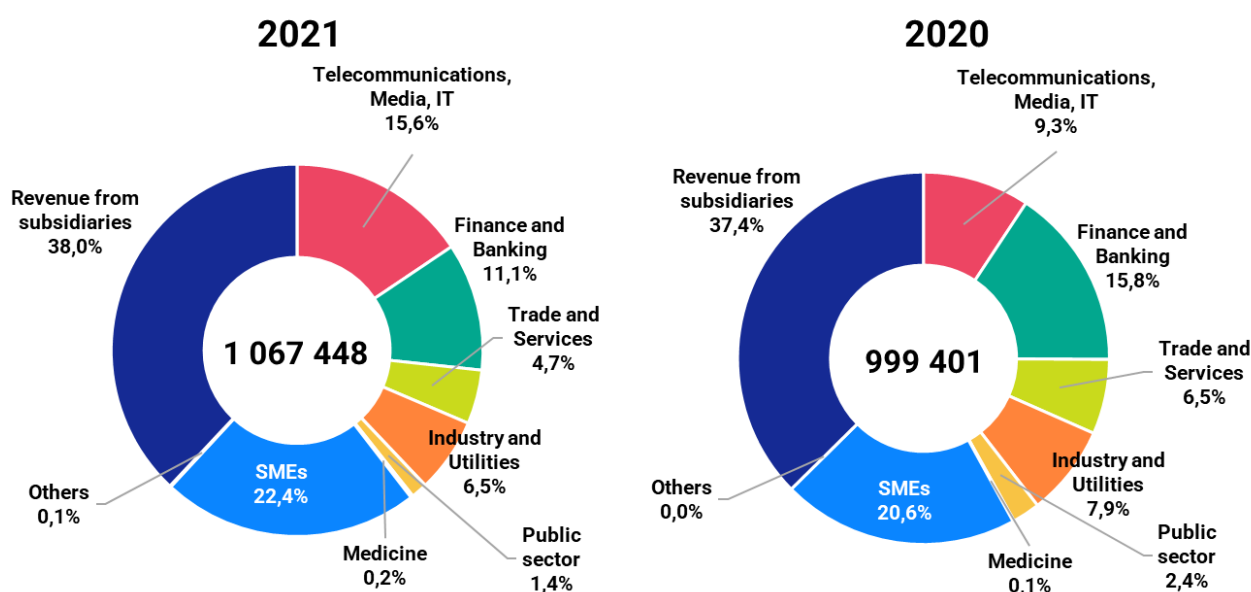
The geographical structure of sales remained stable during the financial year.

### 5.2. Sales – Market Structure

	2021	%	2020	%	2019	%
Telecommunication, media, IT	167,085	15.6	93,429	9.3	118,502	12.4
Finance and banking	118,366	11.1	157,402	15.8	129,363	13.6
Trade and services	50,106	4.7	64,923	6.5	58,763	6.2
Industry and utilities	69,811	6.5	79,351	7.9	86,767	9.1
Public sector	14,836	1.4	23,858	2.4	40,636	4.3
Medical sector	1,708	0.2	557	0.1	405	0.0
Small and medium enterprises	239,142	22.4	205,946	20.6	190,348	20.0
Others	705	0.1	420	0.0	502	0.1
Revenue from subsidiaries	405,689	38.0	373,515	37.4	326,412	34.3
<b>Total</b>	<b>1,067,448</b>	<b>100.0</b>	<b>999,401</b>	<b>100.0</b>	<b>951,698</b>	<b>100.0</b>



In a previous year, similar to the last years, an increase in sales revenue from the SME sector was recorded (an increase of PLN 33,196 thousand, i.e. of 16.1%), their share in total sales amounted to 22.4%. Sales to clients in the Telecommunication, media IT sector increased by PLN 73,656 thousand, i.e. by 78.8%). Sales to clients in the Medicine Sector increased by PLN 1,151 thousand, i.e. by 206,6%. A large decrease was in sales to the clients in the Finance and Banking sector (a decrease of PLN 39,036 thousand, i.e. of 24.8%), the share of this sector in total sales amounted to 11.1% compared to 15.8% in the last year. The decrease also concerned sales to the customers of the Trade and Services sector (a decrease of PLN 14,817, i.e. of 22.8%) and both industry and utilities and public sector (a decrease of PLN 9,540 thousand, i.e. of 12% and a decrease of PLN 9,022 thousand, i.e. of 37.8%, respectively). Sales to the other customers remained at a level similar to the last year's value. The sales revenue from subsidiaries also increased (by PLN 32,174, i.e. by 8.6%), due to a growing sales through subsidiaries to the end customers.



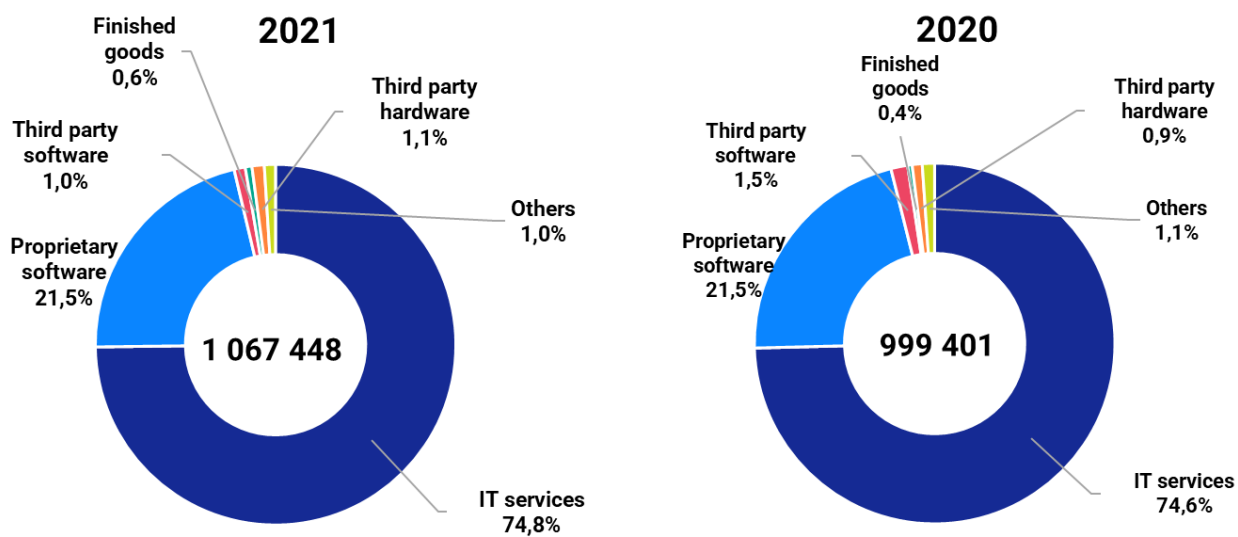
The market structure of sales remained stable during the financial year.

### 5.3. Sales – Products Structure

Revenue from Sales – Products Structure	2021	%	2020	%	2019	%
IT Services	798,474	74.8	744,982	74.6	701,583	73.7
Proprietary Software	229,144	21.5	215,287	21.5	187,475	19.7
Third party Software	11,052	1.0	15,422	1.5	27,953	2.9
Finished goods	6,003	0.6	3,723	0.4	11,326	1.2
Hardware	11,683	1.1	9,075	0.9	15,080	1.6
Others	11,092	1.0	10,912	1.1	8,281	0.9
<b>Total</b>	<b>1,067,448</b>	<b>100.0</b>	<b>999,401</b>	<b>100.0</b>	<b>951,698</b>	<b>100.0</b>

In 2021, as in the previous years, the largest part of the sales revenue of Comarch S.A. were services. It is related to the business model of services in sales of IT solutions adopted by Comarch. In 2021, there was an increase in sales of services of PLN 53,492 thousand, i.e. of 7.2%. Revenue from sales of proprietary software increased by PLN 13,857 thousand, i.e. by 6.4%. The share of services and proprietary software in total sales amounted to 96.3%. Revenue from the sales of third-party software decreased by PLN 4,370 thousand, i.e. by 28.3%, and

sales of hardware increased by PLN 2,608 thousand, i.e. by 28.7%, their combined share in total sales of Comarch S.A. amounted to 2.1%. The sales of finished goods were higher than in 2020 by PLN 2,280 thousand, i.e. by 61.2%).



Over the whole 2021, sales structure by products remained stable.

## 6. Factors Essential for Development of the Issuer

### 6.1. Internal Factors

- a) high degree of diversification of the conducted activity, both in terms of industry, geography and products;
- b) steady increase in export sales and significance of foreign sales;
- c) position and reputation of the Company affecting the nature of clients acquired;
- d) commercial operations of Comarch S.A. in the special economic zone in Krakow;
- e) significant share of standard (repetitive) products offered for sale, which means:
  - lower costs, especially variable costs related to a single contract,
  - the possibility of significant increase in profitability of a single contract with simultaneous reduction in charges for clients (license fees),
  - broader and more diversified circle of clients, which means a broader scale of activities;
- f) attractive training policy and attractive working conditions offered to the employees of the Company;
- g) a recognizable and very popular annual program of summer student internships, thanks to which the Company is one of the employers of first choice in the IT industry in Poland;
- h) increasing awareness of the Comarch brand among prospective clients by promotion managed through marketing campaigns, including sports marketing (MKS Cracovia SSA) and pro-social activities;
- i) necessity of continuous investment in human resources to maintain the Company's competitive edge in following years;
- j) high levels of investment expenditure designated for research and development activity and development of new products and IT services;
- k) high level of investment expenditure designated for the development of production sources in Poland (material investment) and for expansion on foreign markets (capital investment).

### 6.2. External factors

- a) enhanced requirements from clients for IT systems. There is an increase in demand for large, complex IT systems dedicated for specific users. This gives advantage to large IT companies such as Comarch S.A., which offer a number of different technologies and products and which are able to provide technologically advanced solutions;
- b) increased significance of mobile technologies broadly used in IT solutions for all groups of customers;
- c) change in business models in many branches as well as change in business strategies of many companies related to technological progress and economic growth, which shape the demand for new IT systems, broadening software sales in the cloud computing model means an increase in capital and resources requirements for IT companies;
- d) an access of Polish companies to resources from structural funds related to Polish membership in European Union that will be dedicated in part to develop IT systems and finance research and development works;
- e) increasing competition, affecting the reduction of margins achieved; competition between IT companies;

- f) constant pressure to increase wages in the IT industry; decreasing number of technical university graduates with IT education;
- g) increasing competition on the local job market in the IT sector in Krakow and other business locations of the Company; the popularization of the remote work model in the IT industry facilitates the change of jobs by IT specialists;
- h) the international economic situation, taking into particular consideration the situation on financial markets that effects levels of demand for products and IT services;
- i) exchange rate levels fluctuations, especially EUR/PLN, USD/PLN, NZD/PLN, GBP/PLN, JPY/PLN, CHF/PLN, DKK/PLN which affect the profitability of export sales;
- j) the international economic situation, in particular in Europe, which influences the demand for IT products and services on this market, as well as the financial credibility of the customers in this region;
- k) the international political situation, incl. unstable situation in the places where projects are carried out hinders their implementation; in particular, the sanctions imposed on Russia after the Russian aggression in Ukraine will reduce the Company's revenues from eastern markets;
- l) Epidemiological situation in the world, related to the SARS-CoV-2 coronavirus spread and COVID-19 incidents, which has an impact on the business activity of the Group and the financial condition of the Group's clients and the demand for IT products and services generated by them.

## 7. Other Significant Factors, including Risks and Threats

Comarch S.A. is exposed to the following main types of financial risk:

### 7.1. Credit Risk

Comarch S.A. establishes the financial credibility of potential clients before signing contracts for the supply of IT systems and adjusts the conditions of each contract to the potential risk depending on its assessment of the financial standing of the client. Concentration of credit risk is limited due to diversification of the Comarch's sales to a significant number of customers in different branch of economy, in different world's regions.

### 7.2. Risk of Change in Interest Rates

The Company is exposed to the risk of changes in interest rates related to cash and cash equivalents, as well as long-term investment credits to finance the construction of new production buildings in the Special Economic Zone in Krakow. These are credits at variable interest rates based on the EURIBOR index. The group has been hedging this interest rate risk using IRS contracts and it continuously monitors market situation in this scope. The influence of interest rate changes on the amount of interest on credit paid is partly compensated for by a change in the amount of interest received on cash and cash equivalents.

### 7.3. Risk of Fluctuation in the Exchange Rates

The Company is exposed to foreign exchange risk in relation to export sales and sales denominated in foreign currencies, especially in relation to foreign exchange of EUR/PLN, USD/PLN, NZD/PLN, GBP/PLN, JPY/PLN, CHF/PLN, DKK/PLN. At the same time, part of the Parent Company's costs are also expressed in, or related to exchange rates for foreign currencies. In individual cases, the Company hedges future payments with forward contracts, as well as tries to use natural hedging through adjusting structures of assets, liabilities and equity denominated in foreign currencies (for example through incurring credit obligations denominated in EUR in the

last periods). The balance sheet value of assets and financial liabilities of the Company denominated in foreign currencies is related to receivables and liabilities due to deliveries and services, liabilities due to the investment credit as well as cash as at the balance sheet date.

#### **7.4. Financial Liquidity Risk**

The Company has a liquidity risk management system to manage its short, medium and long-term funds. The fundamental financial liquidity risk arises because the majority of costs incurred by the Company are fixed, while revenue from sales, as is typical for a services Company, fluctuates. The Company manages liquidity risk by holding the appropriate amount of working capital, by holding reserve credit lines in the current account, by constantly monitoring the forecasted and actual cash flows and by analysing the maturity profiles of financial assets and liabilities.

### **8. Perspectives of Development in the Company and Anticipated Financial Situation in 2022**

In 2021, the demand for IT services and IT products has been stable close to those in the previous year, however there were changes in its structure. The company observed an increase in demand for ERP solutions for SME sector and solutions for the sector telecommunication and medicine, with a simultaneous decrease in demand for IT solutions for clients from the finance and banking and public sectors. The share of sales to the Company's subsidiaries increased and the Company's direct sales to the end customers remained unchanged. The Company's backlog now ensures full use of its production capacity in several subsequent periods.

The Management Board of Comarch S.A. monitors on an ongoing basis the development of the situation related to the continuing effects of the spread of SARS-CoV-2 coronavirus and COVID-19 incidence and their impact on Comarch S.A.'s operations. The Management Board of Comarch S.A. hereby informs that as at the date of publication of this report the Company's operations were conducted without any interruptions. Comarch S.A. implemented all guidelines recommended by the Chief Sanitary Inspectorate and other state institutions in the countries of the Company's operational activity, with particular regard to employee's safety, health and hygiene recommendations. Business trips to countries identified by the Chief Sanitary Inspectorate as high risk countries were suspended, direct contacts of employees within the organization were limited, the remote work mode of office workers was launched on a large scale and hygiene recommendations are implemented in the Comarch S.A.'s offices. Comarch S.A. has both implemented a vaccination programme against COVID-19 for employees at the Company's headquarters in Krakow and in the biggest branches in Poland, including re-vaccinations (so-called: third dose).

During the epidemic period, there was no decrease in revenue from sales of services and products offered by the Comarch S.A. The Company's operational activity and the financial results achieved in subsequent periods will be influenced by factors such as the duration and scope of the epidemic, the number of people falling ill with COVID-19, administrative restrictions on the functioning of states and businesses, restrictions on the movement of employees, the possibility of taking advantage of aid packages launched by individual countries, as well as the pace of implementation of the immunization programme.

Since the beginning of 2022, the Management Board of the Company has been paying special attention to the possible consequences of the war caused by the Russian aggression on Ukraine. Comarch S.A. fully expresses its solidarity with the Ukrainian nation and, from the very first day of the conflict, has provided support in many forms and in many areas. The operating activities of the Company are conducted without disruptions. The

subsidiary company- LLC Comarch- with its registered office in Kiev continues to operate, and the activity of the subsidiary Comarch OOO with its registered office in Moscow are being terminated. The Management Board of the Company believes that the conflict will not have a direct, negative impact on the economic situation of the enterprise - sales to customers from Ukraine and Russia accounted for 1.6% of the Company's total revenue in 2021.

Comarch's activities and financial results in 2022 will also be influenced by the development of the political and economic situation in Poland and worldwide, as well as the situation on the labour market. Thanks to the strategy of positioning itself on the market as a technology and product company, which has been consistently implemented for many years, Comarch's offer is very well diversified. The group of clients is constantly expanding, and a significant part of them are international companies, which allows the company to continue developing. The dynamically developing activity of Comarch S.A. on foreign markets, it additionally increases the sales volume and improves the image of Comarch among customers, thus contributing to the strengthening of the Company's competitive position. It also means the necessity to make numerous capital investments outside Poland (mainly by establishing foreign subsidiaries). The implementation of the Company's strategy depends to a large extent on the macroeconomic conditions beyond Comarch's control, in particular on the level of IT investments made by medium and large companies in the country and abroad, and on the intensifying competition on the labour market in the IT sector. At the same time, the necessary condition for the implementation of the strategy is the effective management of operational risk. The opportunity for the company is its great innovation and increased demand for IT delivery in the service model - Comarch S.A. thanks to a wide range of proprietary products, infrastructure, human and capital resources, it can flexibly adapt to the business models expected by customers.

The most important areas of operational risk related to the activities of the Company include: :

- risk related to R&D works (production of own software products);
- risk related to the performance of long-term contracts;
- the risk related to failure to comply with the terms of contracts and the use by contractors of the provided performance guarantees or the contractual penalties due to them;
- risk of foreign economic, legal and political environment related to the implementation of export contracts;
- credit risk related to sales with deferred payment terms and often long-term contracts;
- risk of staff rotation, risk of not being able to hire a sufficient number of qualified employees, risk of rising labour costs;
- the risk of changes in exchange rates and the level of interest rates;
- the risk related to international terrorism, which makes it difficult to post employees on business trips to some regions of the world;
- the risk related to the spread of the SARS-CoV-2 coronavirus and COVID-19 disease, which affects the way the Company conducts business and the financial condition of its customers and the demand generated by them for IT products and services;
- the risk related to the war in Ukraine and its political, economic and social consequences.

## 9. Financial Analysis

Balance Sheet- Assets	31 December 2021	%	31 December 2020	%	Change	Change %
<b>Non- current Assets</b>	<b>785,423</b>	<b>51.8</b>	<b>746,673</b>	<b>51.6</b>	<b>38,750</b>	<b>5.2</b>
Intangible assets	22,362	1.5	7,332	0.5	15,030	205.0
Property, plant and equipment	315,747	20.8	330,914	22.9	-15,167	-4.6
Long-term investment	438,952	29.0	401,539	27.7	37,413	9.3
Non-current prepayments	8,362	0.5	6,888	0.5	1,474	21.4
<b>Current Assets</b>	<b>730,652</b>	<b>48.2</b>	<b>701,304</b>	<b>48.4</b>	<b>29,348</b>	<b>4.2</b>
Inventories	64,108	4.2	54,546	3.8	9,562	17.5
Current receivables	442,759	29.2	437,982	30.2	4,777	1.1
Short-term investment	139,052	9.2	115,876	8.0	23,176	20.0
Current prepayments	84,733	5.6	92,900	6.4	-8,167	-8.8
<b>TOTAL ASSETS</b>	<b>1,516,075</b>	<b>100.0</b>	<b>1,447,977</b>	<b>100.0</b>	<b>68,098</b>	<b>4.7</b>

As of the end of 2021, the value of the Company's assets increased by 4.7% compared to 2020 (from PLN 1,447,977 thousand to PLN 1,516,075 thousand), as a result of an increase of current assets of PLN 38,750 thousand, i.e. of 5.2%. This increase was mainly due to an increase in the value of long-term investment (increase of PLN 37,413 thousand, i.e. of 9.3%) and intangible assets (increase of PLN 15,030 thousand, i.e. of 205%). The value of non- current prepayments increased by PLN 1,474 thousand, i.e. by 21.4%, the value of property, plant and equipment decreased by PLN 15,167 thousand (i.e. by 4.6%).

The value of non-current assets increased by PLN 29,348 thousand, i.e. by 4.2% (from the level of PLN 701,304 thousand in 2020 to PLN 730,652 thousand), mainly due to an increase in the value of short-term investment (of PLN 23,176 thousand, i.e. of 20%) and inventories (of PLN 9,562 thousand, i.e. of 17.5%). The value of current receivables remained almost at the previous year's level (an increase of only PLN 4,777 thousand, i.e. of 1.1%), whereas the value of current prepayments decreased by PLN 8,167 thousand (i.e. by 8.8%).

Equity and liabilities	31 December 2021	%	31 December 2020	%	Change	Change %
<b>Equity</b>	<b>1,018,093</b>	<b>67.2</b>	<b>949,438</b>	<b>65.6</b>	<b>68,655</b>	<b>7.2</b>
Share capital	8,133	0.6	8,133	0.6	0	0.0
Supplementary capital	818,985	54.0	763,377	52.7	55,608	7.3
Revaluation reserve	112,182	7.4	97,175	6.7	15,007	15.4
Other reserve capitals	745	0.0	745	0.1	0	0.0
Previous years' profit (loss)	-	0.0	-	-	0	0.0
Net profit (loss)	78,048	5.2	80,008	5.5	-1,960	-2.4
<b>Liabilities and provisions for liabilities</b>	<b>497,982</b>	<b>32.8</b>	<b>498,539</b>	<b>34.4</b>	<b>-557</b>	<b>-0.1</b>
Provisions for liabilities	169,207	11.2	179,422	12.4	-10,215	-5.7
Non-current liabilities	87,268	5.7	96,103	6.6	-8,835	-9.2
Current liabilities	186,062	12.3	165,331	11.4	20,731	12.5
Accruals	55,445	3.6	57,683	4.0	-2,238	-3.9
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>1,516,075</b>	<b>100.0</b>	<b>1,447,977</b>	<b>100.0</b>	<b>68,098</b>	<b>4.7</b>

The value of equity increased in 2021 by 7.2%, and its share increased from 65.6% to 67.2% in 2021. The increase in equity is related to the transfer of retained profit for 2020 to supplementary capital and the net profit generated in 2021. The value of revaluation reserve increased by 15.4% (from PLN 97,175 thousand to PLN 112,182 thousand). Share capital and other reserve capitals maintained a level similar to the last year.

Liabilities and provisions for liabilities constituted 32.8% of total equity and liabilities versus 34.4% a year earlier. In 2021, the balance of current liabilities amounted to PLN 87,268 thousand and was lower by PLN 8,835 thousand compared to 2020. This decrease results mainly from regular repayments of bank credits related to those implemented by Comarch S.A. infrastructure investments. The value of current increased by PLN 20,731 thousand (i.e. by 12.5%), whereas the value of both accruals and provisions for liabilities decreased (by PLN 2,238 thousand, i.e. by 3.9% and by PLN 10,215 thousand, i.e. by 5.7%, respectively).



	12 months 2021	%	12 months 2020	%	Change	Change %
<b>I. Net revenues from sales of products, finished goods and materials</b>	<b>1,067,448</b>	<b>100.0</b>	<b>999,401</b>	<b>100.0</b>	<b>68,047</b>	<b>6.8%</b>
II. Cost of products, finished goods and materials sold	798,050	74.8	763,676	76.4	34,374	4.5
<b>III. Gross profit (loss) from sales (I-II)</b>	<b>269,398</b>	<b>25.2</b>	<b>235,725</b>	<b>23.6</b>	<b>33,673</b>	<b>14.3</b>
IV. Costs of sales	73,062	6.8	72,291	7.2	771	1.1
V. Administrative costs	81,136	7.6	75,852	7.6	5,284	7.0
<b>VI. Profit (loss) on sales (III-IV-V)</b>	<b>115,200</b>	<b>10.8</b>	<b>87,582</b>	<b>8.8</b>	<b>27,618</b>	<b>31.5</b>
VII. Other operating revenues	2,071	0.2	7,519	0.8	-5,448	-72.5
VIII. Other operating costs	49,881	4.7	30,576	3.1	19,305	63.1
<b>IX. Profit (Loss) on operating activities (VI+VII-VIII)</b>	<b>67,390</b>	<b>6.3</b>	<b>64,525</b>	<b>6.5</b>	<b>2,865</b>	<b>4.4</b>
X. Financial revenues	53,661	5.0	50,068	5.0	3,593	7.2
XI. Finance costs	27,698	2.6	20,715	2.1	6,983	33.7
<b>XII. Profit (loss) on business activities (IX+X-XI)</b>	<b>93,353</b>	<b>8.7</b>	<b>93,878</b>	<b>9.4</b>	<b>-525</b>	<b>-0.6</b>
<b>XIII. Gross profit (loss) (XII)</b>	<b>93,353</b>	<b>8.7</b>	<b>93,878</b>	<b>9.4</b>	<b>-525</b>	<b>-0.6</b>
XIV. Income tax	15,305	1.4	13,870	1.4	1,435	10.3
<b>XV. Net profit (loss) (XIII-XIV)</b>	<b>78,048</b>	<b>7.3</b>	<b>80,008</b>	<b>8.0</b>	<b>-1,960</b>	<b>-2.4</b>

In 2021 the sales were PLN 1,067,448 thousand and higher by 6.8% than in 2020. The Company's operating profit in 2020 amounted to PLN 67,390 thousand and was higher by PLN 2,865 thousand, i.e. by 4.4% compared to the previous year, whereas net profit in 2021 decreased by PLN 1,960 thousand, i.e. by 2.4% compared to the level from 2020. The value of other operating revenue decreased by PLN 5,448 thousand, i.e. by 72.5%, and the value of other operating costs grew by PLN 19,305 thousand, i.e. by 63.1%.

Profitability Analysis	2021	2020	2019	2018	2017
Margin on sales	25.2%	23.6%	20.0%	25.6%	23.7%
EBIT margin	6.3%	6.5%	3.5%	9.3%	5.4%
Gross margin	8.7%	9.4%	7.1%	5.9%	5.9%
Net margin	7.3%	8.0%	6.1%	5.1%	5.2%
Return on assets	5.1%	5.5%	4.1%	3.7%	3.2%
Return on equity	8.3%	9.2%	7.0%	6.3%	5.2%

The margin on sales increased from 23.6% to 25.2%. The value of other indicators decreased in 2021: EBIT margin from 6.5% to 6.3%, gross margin from 9.4% to 8.7%, whereas net margin from 8.0% to 7.3%. Return on assets and return on equity decreased and reached 5.1% and 8.3%, respectively.

Liquidity analysis	2021	2020	2019	2018	2017
Current ratio	3.0	3.1	2.8	2.9	2.8
Quick ratio	2.4	2.5	2.0	2.2	2.1
Cash to current liabilities ratio	0.6	0.5	0.3	0.3	0.3

As in the previous years, also in 2021 the Company was characterized by very good financial liquidity. In 2021, the ratios increased slightly in relation to 2020. In the opinion of the Management Board, Comarch S.A. has no problems with meeting contracted financial liabilities on time. Temporarily free funds are invested by the Company in safe financial instruments (shares in financial investment funds).

Turnover analysis	2021	2020	2019	2018	2017
Current asset turnover ratio	1,5	1,4	1,4	1,6	1,5
Receivables turnover ratio (days)	149	158	150	140	149
Inventories turnover ratio (days)	2	1	2	2	12
Liabilities turnover ratio (days)	103	103	111	131	159
Liabilities turnover excluding liabilities due to investment credit ratio (days)	70	65	64	67	80

The turnover ratios confirm the effective use of the Company's funds. In 2021 current asset turnover ratio increased to 1,5. The liabilities turnover ratio was not changed and was 103 days. The inventories turnover ratio and the liabilities turnover excluding liabilities due to investment credit ratio had increased and reached 2 and 70 days, respectively. The receivables turnover ratio decreased, i.e. the indicator reached 149 days (compared to 158 in 2020).

Debt analysis	2021	2020	2019	2018	2017
Debt ratio	32.8%	34.4%	36.8%	37.5%	36.1%
Debt ratio due to non-current credits	5.8%	6.6%	8.7%	11.4%	12.4%
Debt/equity ratio	48.9%	52.5%	58.3%	60.0%	56.5%

Due to the smaller increase in the value of liabilities in relation to equity, the debt ratio and debt/equity ratio slightly decreased compared to the previous year and remain at a safe level in 2021. Debt ratio due to non-current credits dropped from 6.6% to 5.8%. 67.2% of the Company's funds come from internal financing and 32.8% come from outside financing.

## Methods of Calculation of Financial Ratios

### Debt ratios

$$\text{debt ratio} = \frac{\text{liabilities and provisions for liabilities}}{\text{total equity and liabilities}}$$

$$\text{debt ratio due to non-current credits} = \frac{\text{non-current liabilities}}{\text{total equity and liabilities}}$$

$$\text{debt/equity ratio} = \frac{\text{liabilities and provisions for liabilities}}{\text{equity}}$$

### Profitability Ratios

$$\text{margin on sales} = \frac{\text{gross profit from sales}}{\text{net revenues from sales of products, finished goods and materials}}$$

$$\text{EBIT margin} = \frac{\text{operating profit}}{\text{net revenues from sales of products, finished goods and materials}}$$

$$\text{gross margin} = \frac{\text{gross profit}}{\text{net revenues from sales of products, finished goods and materials}}$$

$$\text{net margin} = \frac{\text{net profit}}{\text{net revenues from sales of products, finished goods and materials}}$$

$$\text{return on assets} = \frac{\text{net profit}}{\text{total assets}}$$

$$\text{return on equity} = \frac{\text{net profit}}{\text{equity} - \text{net profit}}$$

### Liquidity ratios

$$\text{current ratio} = \frac{\text{current assets}}{\text{current liabilities} + \text{accruals}}$$

$$\text{quick ratio} = \frac{\text{current investment} + \text{current receivables}}{\text{current liabilities} + \text{accruals}}$$

$$\text{cash to current liabilities ratio} = \frac{\text{current investment}}{\text{current liabilities} + \text{accruals}}$$

### Turnover ratios

$$\text{current asset turnover ratio} = \frac{\text{Revenue}}{\text{Current assets}}$$

$$\text{receivables turnover ratio} = \frac{(\text{Trade and Other Receivables}) * 360}{\text{Revenue}}$$

$$\text{inventories turnover ratio (days)} = \frac{(\text{Inventories} - \text{Production in progress}) * 360}{\text{Costs of Sold Products, Goods and Materials}}$$

$$\text{liabilities turnover ratio (days)} = \frac{(\text{Non-current Liabilities} + \text{Current Liabilities}) * 360}{\text{Costs of Sold Products, Goods and Materials} + \text{Sales and Marketing Costs} + \text{Administrative Expenses}}$$

$$\text{liabilities turnover excl. liabilities due to invest. credit ratio (days)} = \frac{\text{Current Liabilities} * 360}{\text{Costs of Sold Products, Goods and Materials} + \text{Sales and Marketing Costs} + \text{Administrative Expenses}}$$

## 10. Credit, Loans, Suretyships, Guarantees

### 10.1. Credits and Loans from Non-Related Entities

As at the 31<sup>st</sup> of December, 2021, Comarch S.A. had liabilities due to non-revolving credits and loans from non-related entities in the amount of PLN 109,227 thousand.

In 2021, all covenants under the loan agreements concluded by Comarch S.A. were met. The Management Board of Comarch S.A. expects no problems in meeting them in the future.

Company of Comarch Group	Financial Institution	Total amount of credit/loan		Liability due as at the balance sheet date				Interest conditions	Repayment date	Securities
		Value	Currency	Value	Currency	Value	Currency			
Comarch S.A.	BNP Paribas Bank Polska S.A.	44,000	PLN	1,696	EUR	7 801	PLN	EURIBOR1M + bank margin IRS to 29-07-2024	29.07.2024	mortgage on the SSE4 building, assignment of rights from the building's insurance policy, blank promissory note, declaration on submission to enforcement
Office buildings SSE4 in Krakow				(2,309 as at 31 December 2020)		(10,655 as at 31 December 2020)				
Comarch S.A.	Powszechna Kasa Oszczędności Bank Polski S.A.	4,126	EUR	0	EUR	0	PLN	EURIBOR1M + bank margin	29.09.2021	mortgage on the SSE5 building, assignment of rights from the building's insurance policy, declaration on submission to enforcement
Office buildings SSE5 in Krakow - refinancing				(387 as at 31 December 2020)		(1,784 as at 31 December 2020)				
Comarch S.A.	Bank Polska Kasa Opieki S.A.	13,323	EUR	3,190	EUR	14,674	PLN	EURIBOR1M + bank margin IRS do 30-11-2023	30.11.2023	mortgage on the SSE6 building, assignment of rights from the building's insurance policy, assignment of rights from the guarantee of due performance and guarantee of the warranty, declaration on submission to enforcement
office buildings SSE6 in Krakow				(4,848 as at 31 December 2020)		(22,372 as at 31 December 2020)				
Comarch S.A.	Bank Handlowy w Warszawie S.A.	13,333	EUR	9,759	EUR	44,886	PLN	EURIBOR1M + bank margin IRS do 29-02-2028	29.02.2028	mortgage on the SSE7 building, assignment of rights from the building insurance policy, declaration on submission to enforcement
office buildings SSE7 in Krakow				(11,340 as at 31 December 2020)		(52,330 as at 31 December 2020)				
Comarch S.A.	DNB Bank Polska S.A.	2,531	EUR	701	EUR	3,222	PLN	EURIBOR1M + bank margin	30.12.2023	registered pledge on fixed assets being the subject of financing, assignment of rights under the insurance policy for financed fixed assets, declaration on submission to enforcement
Property, plant and equipment in use - equipment of Internet of Things laboratory in Krakow				(1,050 as at 31 December 2020)		(4,848 as at 31 December 2020)				
Comarch S.A.	CaixaBank S.A. Oddział w Polsce	3,500	EUR	1,634	EUR	7,515	PLN	EURIBOR1M + bank margin	23.08.2023	Declaration of submission to enforcement

Comarch infrastructure modernization program	(Branch in Poland)			(2,566 as at 31 December 2020)		(11,843 as at 31 December 2020)				
<b>Comarch S.A.</b>	CaixaBank S.A. Oddział w Polsce (Branch in Poland)	2,300	EUR	2,060	EUR	9,475	PLN	EURIBOR1M + bank margin	29.06.2025	Declaration of submission to enforcement
Corporate purposes				(437 as at 31 December 2020)		(2,018 as at 31 December 2020)				
<b>Comarch S.A.</b>	CaixaBank S.A. Oddział w Polsce (Branch in Poland)	14,500	EUR	0	EUR	0	PLN	EURIBOR1M + bank margin	05.08.2026	Declaration of submission to enforcement
Corporate purposes				(0 as at 31 December 2020)		(0 as at 31 December 2020)				
<b>Comarch S.A.</b>						71				
Delivery of IT equipment related to IT project realized by the Comarch Group	IBM Global Financing Polska sp. z o.o.	12,980	PLN			(2,142 as at 31 December 2020)	PLN	fixed	01.03.2022	-
<b>Comarch S.A.</b>						284				
Dostawa sprzętu IT w związku z realizowanym przez Grupę Comarch projektem informatycznym	IBM Global Financing Polska sp. z o.o.	3,139	PLN			(1,193 as at 31 December 2020)	PLN	fixed	01.05.2022	-
<b>Comarch S.A.</b>						152				
Delivery of IT equipment related to IT project realized by the Comarch Group	IBM Global Financing Polska sp. z o.o.	1,825	PLN			(1,140 as at 31 December 2020)	PLN	fixed	01.03.2022	-
<b>Comarch S.A.</b>						1,162				
Delivery of IT equipment related to IT project realized by the Comarch Group	IBM Global Financing Polska sp. z o.o.	2,145	PLN			(0 as at 31 December 2020)	PLN	fixed	01.02.2023	-
<b>Comarch S.A.</b>				4,345		19,985				a blank promissory note, registered pledge on the Subject of Financing, transfer of ownership to secure the Subject of Financing
Property, plant and equipment in use	PKO Leasing S.A.	5,000	EUR	(0 as at 31 December 2020)	EUR	(0 as at 31 December 2020)	PLN	EURIBOR1M + margin	29.02.2028	a blank promissory note, registered pledge on the Subject of Financing, transfer of ownership to secure the Subject of Financing

### 10.1.1. Revolving Credits and Loans from Non-Related Entities

As at the 31<sup>st</sup> of December, 2021, Comarch S.A. has been granted revolving credit limits in the current account in the amount of PLN 80,000 thousand; the limits were not used as at the balance sheet date.

In 2021, all covenants resulting from loan agreements concluded by Comarch S.A. were met. Management Board of Comarch S.A. sees no risk of not meeting them in the future.

Debtor	Financial institution	Total value of credit/loan according to the agreement		Value to be paid as at the balance sheet date				Interest conditions	Repayment date	Securities
		Value	Currency	Value	Currency	Value	Currency			
Purpose		Value	Currency	Value	Currency	Value	Currency			
Comarch S.A.	BNP Paribas Bank Polska S.A	20,000	PLN	0	PLN	0	PLN	WIBOR1M + bank margin	28.02.2023	a blank promissory note
Financing operating activities										
Comarch S.A.	Bank Polska Kasa Opieki S.A.	30,000	PLN	0	PLN	0	PLN	WIBOR1M + bank margin	30.06.2022	declaration of submission to enforcement
Financing operating activities										
Comarch S.A.	CaixaBank S.A. Oddział w Polsce (Branch in Poland)	30 000	PLN	0	PLN	0	PLN	WIBOR1M + bank margin	31.05.2022	declaration of submission to enforcement
Financing operating activities										

## 10.2. Loans from Related Parties

As at the 31<sup>st</sup> of December, 2021, Comarch S.A. held liabilities due to unpaid capital of loans from related parties in the amount of PLN 8,729 thousand.

Lender	Maturity Date	Loan Principal Amount Outstanding in Currency	Currency	Interest Conditions	Value of Loan Outstanding to be Repaid PLN
Comarch Sistemas LTDA	31.08.2022	1,200	EUR	EURIBOR3M + margin	5,519
Comarch s.r.o.	20.12.2022	500	PLN	WIBOR3M + margin	500
OOO Comarch	29.12.2022	50,000	RUB	ROISfix3M + margin	2,710
<b>Total</b>					<b>8,729</b>

## 10.3. Loans Granted

### 10.3.1. Loans Granted by Comarch S.A. to Related Parties

As at 31<sup>st</sup> of December, 2021, the following companies of the Capital Group were indebted towards Comarch S.A. for loans granted:

Borrower	Maturity Date	Loan Principal Amount Outstanding in Currency	Currency	Interest Conditions	Value of Loan Outstanding to be Repaid PLN
Bonus Development sp. z o.o. SK-A	31.01.2029	2,358	PLN	WIBOR3M + margin	2,358
Comarch Healthcare S.A.	26.11.2023	5,000	PLN	WIBOR3M + margin	5,000
Comarch Healthcare S.A.	30.07.2024	1,500	PLN	WIBOR3M + margin	1,500
Comarch Healthcare S.A.	03.05.2025	2,000	PLN	WIBOR3M + margin	2,000
Comarch Healthcare S.A.	25.05.2025	4,200	PLN	WIBOR3M + margin	4,200
Comarch Healthcare S.A.	12.07.2025	5,000	PLN	WIBOR3M + margin	5,000
Comarch Healthcare S.A.	09.08.2025	4,000	PLN	WIBOR3M + margin	4,000
Comarch Healthcare S.A.	23.03.2026	3,000	PLN	WIBOR3M + margin	3,000
Comarch Healthcare S.A.	14.10.2026	4,000	PLN	WIBOR3M + margin	4,000
Comarch Healthcare S.A.	12.11.2026	2,500	PLN	WIBOR3M + margin	2,500
Comarch Malaysia SDN. BHD.	26.01.2026	1,800	EUR	EURIBOR3M + margin	8,279
Comarch New Zealand Ltd.	24.06.2026	70	NZD	OCR (MPR) + margin	194
Comarch New Zealand Ltd.	15.07.2026	100	NZD	OCR (MPR) + margin	278
Comarch Pty. LTD.	15.07.2026	250	AUD	fixed	738



Comarch Pty. LTD.	02.12.2026	150	AUD	Cash Rate Target + margin	443
Comarch Saudi Arabia Co.	21.12.2026	50	USD	LIBORUSD3M + margin	203
Comarch Spain S.L.U. en liquidación	03.12.2024	2,040	EUR	EURIBOR3M + margin	9,383
MKS Cracovia SSA	14.09.2025	1,000	PLN	WIBOR3M + margin	1,000
MKS Cracovia SSA	06.10.2025	3,000	PLN	WIBOR3M + margin	3,000
Wszystko.pl sp. z o.o.	31.12.2026	400	PLN	WIBOR3M + margin	400
<b>Total</b>					<b>57,476</b>

### 10.3.2. Loans Granted to Employees of Comarch S.A.

As at the 31<sup>st</sup> of December, 2021, Comarch S.A. had receivables from loans granted to employees in the amount of PLN 4.5 thousand. As at 31<sup>st</sup> of December, 2021, Comarch S.A. did not grant any guarantees or sureties to employees.

### 10.3.3. Loans Granted to Members of the Management Board and Members of the Supervisory Board

As at 31<sup>st</sup> of December, 2021, there are no unpaid loans, as well as guarantees and sureties granted by Comarch S.A. to members of the Management Board, members of the Supervisory Board and their relatives.

## 10.4. Suretyships

- Due to conclusion of a contract for the implementation, hosting and maintenance of the loyalty system, signed by Comarch Inc., a subsidiary of Comarch S.A., on the 28<sup>th</sup> of April, 2011, Comarch S.A. granted a surety for the benefit of a customer in order to guarantee the fulfilment of any obligations resulting from the contract by Comarch Inc. The value of the surety equals value of a maximum of USD 3,000 thousand and is valid for the whole term of the contract.
- Due to Bank Pekao S.A. granting an investment loan in the amount of PLN 15,889 thousand to Comarch Healthcare S.A., a Comarch S.A. subsidiary, on the 1<sup>st</sup> of September, 2011, Comarch S.A. granted a surety in order to guarantee the fulfilment of any obligations resulting from the contract. The value of the surety equals PLN 23,833 thousand and is valid until the 31<sup>st</sup> of December, 2021.
- Due to conclusion of a contract for implementation and maintenance of BSS system by Comarch UK, a subsidiary of Comarch S.A., Comarch S.A. granted a surety for obligations of Comarch UK. The surety was granted up to the amount of liability of Comarch UK resulting from the aforementioned agreement, i.e. to the amount of GBP 808 thousand and in addition, GBP 86 thousand annually for SLA, and it is valid for the whole term of the agreement.
- Due to conclusion of a contract for implementation of Next Generation Performance Management Solution, signed by Comarch AG, a subsidiary of Comarch S.A., Comarch S.A. granted a surety for the benefit of a customer in order to guarantee the fulfilment of any obligations resulting from the contract by Comarch AG. The value of the surety equals value of a maximum of EUR 3,823 thousand and is valid for the whole term of the contract.
- Due to conclusion of a contract for implementation of Planning and Inventory Application (PIA), signed by Comarch AG, a subsidiary of Comarch S.A., Comarch S.A. signed a letter of comfort upon which it

ensures proper contract performance by Comarch AG. The letter of comfort is valid for 24 months from contract completion. Contract's value amounts to EUR 3,505 thousand.

- Due to conclusion of a contract for implementation of Comarch Loyalty Management, signed by Comarch UK, a subsidiary of Comarch S.A., Comarch S.A. granted a surety for the benefit of a customer for obligations of Comarch UK. The surety was granted up to the maximum amount of GBP 2,351 thousand and is valid for the whole term of the contract.
- Due to conclusion of a contract for implementation and licence of Comarch Loyalty Management, as well as services related to data centre and Support & Maintenance, signed by Comarch SAS, a subsidiary of Comarch S.A., Comarch S.A. granted a surety for obligations of Comarch SAS resulting from this project. The surety was granted up to the maximum amount of the signed agreements, i.e. EUR 2,807 thousand and is valid till the end of this project.
- Due to conclusion of an agreement signed by branch of Comarch AG in Belgium with a customer, Comarch S.A. granted a surety for liabilities of Comarch AG resulting from this project. The surety was granted up to the amount of the agreement, i.e. EUR 236 thousand and is valid till the termination of the project.
- Due to conclusion of a contract for purchase of licences, maintenance and support, signed by Comarch UK, a subsidiary of Comarch S.A., Comarch S.A. granted a surety for future obligations of Comarch UK resulting from this project. The surety was granted up to the amount of GBP 11,244 thousand and is valid for 12 years after the contract completion.
- Due to conclusion of the contracts for fuel cards service signed by Comarch Healthcare S.A., a subsidiary of Comarch S.A., Comarch S.A. granted a surety for the benefit of an operator of fuel cards in order to guarantee the fulfilment of any obligations resulting from these contracts by Comarch Healthcare S.A. The granted surety has been renewed, consequently it is valid till the 31<sup>st</sup> of May, 2026, and the total amount of granted surety is PLN 100 thousand.
- Due to conclusion of a contract for implementation of Comarch ECM, maintenance and SaaS, signed by Comarch SAS, a subsidiary of Comarch S.A., Comarch S.A. granted a surety for the liabilities of Comarch SAS, resulting from the project. The surety was granted up to the amount of EUR 838 thousand and is valid till the termination of the contract.
- Due to conclusion of a contract for fuel cards service signed by CA Consulting S.A., a subsidiary of Comarch S.A., Comarch S.A. granted a surety for the benefit of an operator of fuel cards in order to guarantee the fulfilment of any obligations resulting from this contract by CA Consulting S.A. The surety has been renewed, consequently it is valid till the 31<sup>st</sup> of May, 2026, and the total amount of granted surety is PLN 50 thousand.
- Due to conclusion of a framework agreement signed by branch of Comarch AG in Belgium with a customer, Comarch S.A. granted a surety for liabilities of Comarch AG. The surety was granted up to the amount of the agreement, i.e. EUR 3,241 thousand and is valid till the termination of the project.
- Due to conclusion of a contract for implementation of Comarch Customer Engagement Platform by Comarch Middle East FZ-LLC, a subsidiary of Comarch S.A., Comarch S.A. granted a surety („Parent Guarantee”) for the liabilities of Comarch Middle East FZ-LLC resulting from this project. The contract was concluded for five years. The surety is valid until fulfilment by Comarch Middle East FZ-LLC of all obligations under the contract and has been granted up to a maximum liability of the contract, i.e. USD 10,000 thousand.

- Due to conclusion of a contract for investment credit by Bonus Development Sp. z o.o. SK-A, a subsidiary of Comarch S.A., with Bank Pekao S.A. under which the bank grants Bonus Development Sp. o.o. SK-A funding in the amount of PLN 38,800 thousand (EUR 9,262 thousand on the date of signing the agreement) and due to the conclusion of the agreement on treasury transactions related to securing exchange rate risk and interest rate of above-mentioned credit, Comarch S.A. granted a sureties for the liabilities of Bonus Development Sp. z o.o. SK-A resulting from these contracts. Sureties are valid until repayment of all obligations under the credit agreement; the maturity date is on the 28<sup>th</sup> of June, 2030.
- Due to conclusion of a contract by Comarch Polska S.A., a subsidiary of Comarch S.A., for service of fuel cards, Comarch S.A. granted a surety for the benefit of an operator of fuel cards for liabilities of Comarch Polska S.A. resulting from this contract. The surety has been renewed so consequently it is valid till the 14<sup>th</sup> of September, 2026, and was granted up to the amount of PLN 10 thousand.
- Due to conclusion of a contract by Comarch AB, a subsidiary of Comarch S.A., for implementation and service of Loyalty Management Solutions, Comarch S.A. granted a surety for liabilities of Comarch AB. The surety is valid until fulfilment of all obligations under the contract by Comarch AB and was granted up to the amount of SEK 39,747 thousand.
- Due to conclusion of a contract by Comarch AB, a subsidiary of Comarch S.A., for implementation and service of Master Services Agreement, Comarch S.A. granted a surety for Comarch AB. The surety is valid till the termination of the contract and was granted up to the amount of PLN 3,827 thousand.
- Due to conclusion of a contract by Comarch UK, a subsidiary of Comarch S.A., the contract for implementation and services of Comarch Loyalty Management, Comarch Campaign Management, Comarch Social Mining and Comarch Smart Analytics a surety for Comarch UK Ltd was granted. The surety is valid till the termination of the contract and was granted up to the amount of PLN 3,318 thousand.
- Due to conclusion of a contract by Comarch Healthcare S.A., a subsidiary of Comarch S.A., the contract for service of payment cards, a surety for Comarch Healthcare S.A. was granted to the amount of PLN 450 thousand and is valid for the duration of the contract.
- Due to conclusion of a contract by Comarch UK, a subsidiary of Comarch S.A., the contract for service of payment cards, a surety for Comarch UK was granted to the amount of PLN 330 thousand and is valid for the duration of the contract.
- Due to conclusion of a contract by Comarch Software und Beratung AG, a subsidiary of Comarch S.A., the contract for implementation and services of Telco BSS and Telco OSS, a surety for Comarch Software und Beratung AG was granted. Surety is valid for the duration of the contract and its value is equal to the contract's value that is GBP 11,524 thousand.
- Due to conclusion of a contract by Comarch S.A.S., a subsidiary of Comarch S.A., the contract for implementation of Comarch Retail, Comarch Mobile Sale and Comarch POS, a surety for liabilities of Comarch S.A.S. was granted to the amount of EUR 1,444 thousand and is valid for the duration of the contract.
- Due to conclusion of a contract by Comarch Colombia S.A.S., a subsidiary of Comarch S.A., the contract for implementation of Comarch Loyalty Management service, a surety for liabilities of Comarch Colombia S.A.S. was granted to the amount of USD 10,710 thousand and is valid for the duration of the contract.
- Due to conclusion of a contract by Comarch Luxembourg S.a.R.L., a subsidiary of Comarch S.A., the contract for the implementation, servicing and delivery of necessary licenses for the implementation of

the Billing System project, a surety for liabilities of Comarch Luxembourg S.a.R.L. was granted to the amount of EUR 7,240 thousand by Comarch S.A. and is valid for the duration of the contract.

- Due to conclusion of a contract by Comarch Polska S.A., a subsidiary of Comarch S.A., the contract for the purchase of IT equipment to perform a contract with one of the clients, a surety for liabilities of Comarch Polska S.A. was granted to the amount of PLN 3,660 thousand by Comarch S.A. and is valid for the duration of the contract.
- Due to conclusion of a contract by Comarch AG, a subsidiary of Comarch S.A., the contract for the implementation, servicing and delivery of necessary licenses for the implementation of the e-invoicing service, a surety for liabilities of Comarch AG was granted to the amount of EUR 2,095 thousand by Comarch S.A. and is valid for the duration of the contract.
- Due to of a contract by Comarch UK Ltd, a subsidiary of Comarch S.A., the contract for the implementation, servicing and delivery of necessary licenses for Comarch NRM service, a surety for liabilities of Comarch UK Ltd was granted to the amount of GBP 9,966 thousand by Comarch S.A. and is valid for the duration of the contract.
- Due to of a contract by Comarch Yuhan Hoesa, a subsidiary of Comarch S.A., the contract for the implementation, servicing and delivery of necessary licenses for Comarch NW Next Generation service, a surety for liabilities of Comarch Yuhan Hoesa was granted to the amount of EUR 18,467 thousand by Comarch S.A. and is valid for the duration of the contract.
- Due to of a contract by Comarch S.A.S., a subsidiary of Comarch S.A., the contract for the implementation, servicing and delivery of necessary licenses for Comarch ERP, POS and MoS services, a surety for liabilities of Comarch S.A.S. was granted to the amount of EUR 1,254 thousand by Comarch S.A. and is valid for the duration of the contract.
- Due to conclusion of a contract by COMARCH Middle East FZ-LLC, a subsidiary of Comarch S.A., the contract for the implementation, servicing and delivery of necessary licenses CLM, a surety for liabilities of COMARCH Middle East FZ-LLC was granted to the amount of USD 3,155 thousand by Comarch S.A. and is valid for the duration of the contract.
- Due to conclusion of a contract by Comarch AG, a subsidiary of Comarch S.A., the contract for the implementation, servicing and providing e-invoicing service, a surety for liabilities of Comarch AG was granted to the amount of EUR 784 thousand by Comarch S.A. and is valid for the duration of the contract.
- Due to conclusion of a contract by Comarch Japan KK, a subsidiary of Comarch S.A., the contract for the lease of office space, a surety of liabilities of Comarch Japan KK, resulting from this contract. The surety has been renewed, consequently it is valid until the 31<sup>st</sup> of July, 2022, and its value is equal to JPY 16,449 thousand.
- Due to conclusion of a contract by Comarch S.A.S., a subsidiary of Comarch S.A., the contract for delivery of BSSv7 platform, a surety for liabilities of Comarch S.A.S. was granted to the amount of EUR 11,175 thousand by Comarch S.A. and is valid for the duration of the contract.
- Due to conclusion of a contract by Comarch Swiss AG, a subsidiary of Comarch S.A., the contract for implementation of Convergent Billing together with license, a surety for liabilities of Comarch Swiss AG was granted to the amount of CHF 12,144 thousand by Comarch S.A. and is valid for the duration of the contract.

- Due to conclusion of a contract by Comarch UK Ltd, a subsidiary of Comarch S.A., the contract for implementation of NRM & SI services with a license, a surety for liabilities of Comarch UK Ltd was granted to the amount of GBP 10,659 thousand by Comarch S.A. and is valid for the duration of the contract.
- Due to conclusion of a contract by Comarch Technologies OY, a subsidiary of Comarch S.A., the contract for implementation of the CLM system, a surety for liabilities of Comarch Technologies OY resulting from this contract was granted by Comarch S.A. Surety is valid for the duration of the contract and its value is equal to EUR 673 thousand.
- Due to conclusion of a contract by Comarch Technologies OY, a subsidiary of Comarch S.A., the contract for granting a licence, support services for CLM and hosting services, a surety for liabilities of Comarch Technologies OY resulting from this contract was granted by Comarch S.A. Surety is valid for the duration of the contract and its value is equal to EUR 4,325 thousand.
- Due to conclusion of a contract by Comarch UK, a subsidiary of Comarch S.A., the contract for inventory management, a surety for liabilities of Comarch UK resulting from this contract was granted by Comarch S.A. Surety is valid for the duration of the contract and its value is equal to GBP 7,544 thousand.
- Due to conclusion of a contract by Comarch AG, a subsidiary of Comarch S.A., the contract for the licence and maintenance service, a surety for liabilities of Comarch AG was granted to the amount of EUR 42,251 thousand by Comarch S.A. and is valid for the duration of the contract.
- Due to conclusion of a contract by Comarch Middle East FZ-LLC, a subsidiary of Comarch S.A., the contract for the licence, maintenance service for CLM and hosting services, a surety for liabilities of Comarch Middle East FZ-LLC was granted to by Comarch S.A. Surety is valid for the duration of the contract and its value is equal to USD 2,106 thousand.

## 10.5. Bank Guarantees

On the 31<sup>st</sup> of December, 2021, the value of bank guarantees and letters of credit issued by banks on order from Comarch S.A. in reference to executed agreements and participation in tender proceedings was PLN 83,505 thousand, whereas it was PLN 91,066 thousand on the 31<sup>st</sup> of December, 2020.

Comarch S.A. declared a possibility to grant a financial support ("letters of comfort") for its subsidiaries: Comarch R&D S.A.S. (valid for an indefinite period), Comarch Argentina S.A. (valid for an indefinite period), Comarch Malaysia SDN. BHD. (valid for an indefinite period), Comarch Healthcare S.A. (valid for an indefinite period), Comarch Middle East FZ-LLC (valid for an indefinite period), Comarch Japan KK (valid for an indefinite period) and Comarch SAS (valid for an indefinite period).

## 11. The Most Important Events in 2021 and After the Balance-Sheet

### 11.1. Contracts Significant for Issuers' Activities

The most important contracts signed by Comarch S.A. in 2021 include:

#### 11.1.1. Selection of the Most Advantageous Offer in the Public Procurement for Providing the Support, Operation and Maintenance of the KSI ZUS

Comarch S.A.'s Management Board informed in a current report no. [RB-2-2021](#) (ENG: [RB-2-2021](#)) dated the 5<sup>th</sup> of February, 2021 about the receipt of the notification of February 4, 2021 regarding the selection of the most advantageous offer in the public procurement for providing the support, operation and maintenance of the Comprehensive IT System for the Social Insurance Institution (KSI ZUS), tender procedure no. TZ/271/65/19, organized by the Social Insurance Institution in Warsaw (hereinafter referred to as the "ZUS"), which indicate that the offer submitted by the Consortium of Comarch Polska S.A. and Comarch S.A. (hereinafter referred to as the "Consortium") was selected. The total value of the offer submitted by the Consortium under this tender is PLN 203,886,156.11 gross. The term of the contract is a maximum of 77 months from the date of the contract conclusion. The Management Board of Comarch S.A. will inform about the contract conclusion with the separate current report. Comarch S.A.'s Management Board recognized this information as an inside information due to its potential influence for the financial and economic situation of the Company.

#### 11.1.2. Statement from ZUS on Partial Withdrawal from the Agreement (KSI ZUS)

On the 20<sup>th</sup> of February, 2021 the Management Board of Comarch S.A. informed about the receipt on the 19<sup>th</sup> of February, 2021 of a statement from ZUS on partial withdrawal from the Agreement, submitted on the basis of the right under the Agreement, in terms of part of the supplementary order referred to in § 2 sec. 1 point 1 of the Annex of the 23<sup>rd</sup> of December, 2020, pursuant to which the Consortium was entrusted with the provision of services supporting the operation and maintenance of KSI ZUS currently covered by the Agreement with Asseco Poland S.A. According to the statement of ZUS, the decision to exercise the right of partial withdrawal from the Agreement was influenced by the judgment of the National Appeals Chamber of the 19<sup>th</sup> of February, 2021 (ref. KIO 18/21). Maximum value of services covered by part of the supplementary order to the extent indicated in § 2 section 1 point 1 of the Annex of the 23<sup>rd</sup> of December 2020, to which the ZUS declaration relates, amounts to PLN 37,550,399.67 net (PLN 46,186,991.59 gross). The remaining scope of services covered by the Agreement remains unchanged.

Company informed about the details in current report no. [RB-3-2021](#) (ENG: [RB-3-2021](#)) dated the 20<sup>th</sup> of February, 2021.

### 11.1.3. Signing a Contract for the Construction of Comarch Data Centre

On 10<sup>th</sup> of June, 2021, the Management Board of Comarch S.A. announced the signing on 9<sup>th</sup> of June, 2021 of an agreement between Comarch Inc. with its office in the United States of America, a subsidiary of Comarch S.A., and The Weitz Company LLC, for the construction of Comarch Data Centre with infrastructure in Mesa, Arizona. The value of the Agreement is USD 19,746,980.85 net, i.e. PLN 72,165,341.52. The deadline for the performance of the subject of the Agreement is 330 days from signing the Agreement.

The Company announced details in the current report no. [RB-6-2021 \(ENG: RB-6-2021\)](#) of 10<sup>th</sup> of June, 2021.

### 11.1.4. Signing the Agreement on Delivery and Maintenance of IT Systems for 450connect

On the 19<sup>th</sup> of July, 2021 the Management Board of Comarch S.A. informed about signing by Comarch AG, a wholly owned subsidiary of Comarch S.A., a framework agreement with 450connect GmbH. The subject matter of this framework agreement is delivery and maintenance of software, on the terms specified in the agreement. Presupposing, that the contract runs for the entire term of 20 years without being terminated by either party, Comarch AG will receive a remuneration of approximately EUR 42,300,000.00 i.e. PLN 194,059,710.00 over the term. Commercial conditions of the agreement and Comarch AG liability for the compensation of damages are in line with market standards used in similar agreements.

Company informed about the details in current report no. [RB-11-2021 \(ENG: RB-11-2021\)](#) dated the 19<sup>th</sup> of July, 2021.

### 11.1.5. Non-Renewable Credit Agreement with CaixaBank, S.A. Oddział w Polsce (Branch in Poland)

The Management Board of Comarch S.A. informed about signing non-renewable credit agreement on the 5<sup>th</sup> of August, 2021 with CaixaBank, S.A. Branch in Poland with its office in Warsaw (hereinafter referred to as the "Bank") for general corporate purposes. The credit amount is EUR 14,500,000.00, i.e. PLN 66,054,750 at the EUR exchange rate on the date of the contract signing. The credit period lasts until the 5<sup>th</sup> of August, 2026, and the interest rate is based on a variable rate. The credit should be used by the 5<sup>th</sup> of August, 2022. The credit is secured with: a) power of attorney granted to the Bank by Comarch S.A. to administer funds on settlement accounts maintained by the Bank; b) Comarch S.A. statement on submission to enforcement up to 150% of the credit amount.

Company informed about the details in current report no. [RB-12-2021 \(ENG: RB-12-2021\)](#) dated the 5<sup>th</sup> of August, 2021.

## AFTER THE BALANCE SHEET DATE

None present.

## 11.2. Other

### 11.2.1. Dismissal of a Member of the Supervisory Board of Comarch S.A.

The Management Board of Comarch S.A. informed in the current report No. [RB-9-2021 \(ENG: RB-9-2021\)](#) of 24<sup>th</sup> of June, 2021 that on 24<sup>th</sup> of June, 2021 the Ordinary General Meeting of the Company adopted Resolution No. 24 on dismissal of the supervisory person. Mr. Tadeusz Włudyka, was dismissed from the function of a Member of the Supervisory Board of Comarch S.A. as of 24<sup>th</sup> of June, 2021 at his request.

### 11.2.2. Opinion of the Supervisory Board regarding the Distribution of Net Profit for 2020

Comarch S.A.'s Management Board informed in a current report no. [RB-4-2021](#) (ENG: [RB-4-2021](#)) dated the 18<sup>th</sup> of May, 2021, that the Supervisory Board of Comarch SA, by virtue of Resolution No. 09/05/2021 of 18<sup>th</sup> of May, 2021, positively expressed the opinion of the Management Board of Comarch S.A. dated the 17<sup>th</sup> of May, 2021, so that the Company's net profit in the financial year from 1<sup>st</sup> of January 1, 2020, to 31<sup>st</sup> of December, 2020, in the amount of PLN 80,008,432.99 was divided in such a way that:

1. part of the net profit of PLN 24,400,047 will be used to pay dividend in the amount of PLN 3.00 per share;
2. the remaining part of the net profit in the amount of PLN 55,608,385.99 will be transferred to supplementary capital.

The dividend was paid on the 16<sup>th</sup> of July, 2021.

### AFTER THE BALANCE SHEET DATE

None present.

## 12. Major Domestic and Foreign Investment (Securities, Financial Instruments, Intangible Assets and Real Estate), including Capital Investment Made outside the Group of Related Parties, as well as a Description of their Financing, as well as an Appraisal of Ability for Executing Investment Plans, Including Capital Investment Compared to the Amount of Resources Owned

Comarch S.A. does not restrict its interest to the territory of Poland alone. With products featuring international competitive edge, the Group will consistently aim at increase in international sales, especially in Western Europe. The sales will be executed directly to the final client (through Comarch S.A. or another Company from the Comarch Group) or through partner companies.

Within the following years, the Company will continue investment projects which will enable further expansion of the Company to new commercial areas and new markets. They will be financed with the means accorded by the companies at the Comarch Group, but also with bank credits.

### 12.1. Capital Investments

All capital investments are described in point [17.2.](#) and [17.3.](#)

### 12.2. Real Estates

In 2021, no land property purchases were made.



## 13. Resolutions of the AGM and the Board of Supervisors

### 13.1. Corporate Governance Principles for WSE Listed Companies

According to the detailed rule no. II.Z.10. included in Part II of the Code of Best Practice for WSE Listed Companies 2016 "The Management Board of Comarch S.A. published in current report no. [EBI-1-2021](#) (ENG: [EBI-1-2021](#)) dated on the 11<sup>th</sup> of May 2021 a report on the activities of the Supervisory Board of Comarch S.A. for the period from the 1<sup>st</sup> of January, 2020 to the 31<sup>st</sup> of December, 2020, evaluation of the Company's situation including the internal control system, significant risk management system for the Company, compliance and internal audit function, assessment of compliance with information obligations regarding the application of corporate governance and assessment of the rationality conducted by a policy company in the area of sponsorship and charity.

According to the detailed rule No. II.Z.11. included in Part II of "the Code of Best Practice for WSE Listed Companies 2016" the Management Board of Comarch S.A. informed in the current report no. [EBI-2-2021](#) (ENG: [EBI-2-2021](#)) on the 18<sup>th</sup> of May, 2021 that by virtue of Resolution No. 10/05/2021 of the 18<sup>th</sup> of May, 2021, the Supervisory Board of Comarch S.A. gave positive opinion on the draft resolutions of the Ordinary General Meeting of Shareholders of the Company, which will be held on the 24<sup>th</sup> of June, 2021.

On the 29<sup>th</sup> of March, 2021, the Stock Exchange Supervisory Board, at the request of the Stock Exchange Management Board, adopted new corporate governance rules for companies listed on the WSE Main Market - "Best Practices of WSE Listed Companies 2021", which entered into force on the 1<sup>st</sup> of July, 2021. On the 30<sup>th</sup> of July, 2021, the Management Board of Comarch S.A. informed in the current report [EBI-3-2021](#) (ENG: [EBI-3-2021](#)) that the full text of the Statement on the Company's Compliance with the Corporate Governance Principles Contained in Best Practice for GPW Listed Companies 2021 is available on the Company's website (ENG: website).

On the 30<sup>th</sup> of November, 2021, the Management Board of Comarch S.A. provided in the current report no. [EBI-4-2021](#) (ENG: [EBI-4-2021](#)) an update of information on the state of application by the Company of the principles contained in the Code of Best Practice for WSE Listed Companies 2021.

### 13.2. Annual General Meeting – 24<sup>th</sup> of June 2021

#### 13.2.1. Convention of the AGM, Agenda of the Meeting and Information on Participation in the Company's General Meeting

On the 18<sup>th</sup> of May, 2021, the Management Board of Comarch Spółka Akcyjna with its registered office in Krakow, Aleja Jana Pawła II 39A, registered in the National Court Register maintained by the District Court for Kraków - Śródmieście in Kraków, XI Commercial Division of the National Court Register under number KRS 0000057567 (hereinafter the "Company"), acting based on the provisions of art. 395, art. 399 § 1, art. 402 with index 1, art. 402 with index 2 of the Code of Commercial Companies and Partnerships (hereinafter referred to as the "CCCP") and art. 14 of the Articles of Association of the Company, convenes an Ordinary General Meeting on the 24<sup>th</sup> of June, 2021, at 10.00, in Krakow, at 33 prof. Michał Życzkowski Street. On that day, the Management Board also presented the agenda and draft resolutions for this Ordinary General Meeting of Shareholders with the justifications. In accordance with Article 402 with index 2 of the CCC, the Management Board of the Company also provided information regarding participation in the Ordinary General Meeting, in particular:

- the right of a shareholder to request placing particular matters on the agenda of the General Meeting,
- the shareholder's right to submit draft resolutions,

- the manner of exercising the voting right by a proxy,
- the possibility and manner of participating in the General Meeting by means of electronic communication,
- the method of speaking during the General Meeting using electronic means of communication,
- the method of exercising the right to vote by correspondence or by means of electronic communication,
- shareholder's right to ask questions regarding issues on the agenda of the General Meeting,
- the day of registration of participation in the General Meeting is the 8<sup>th</sup> of June, 2021,
- information on the right to participate in the General Meeting,
- list of shareholders,
- access to documentation,
- website addresses and e-mail address of the Company,
- other information,
- information clause regarding the processing of personal data in connection with the organization and participation in the General Meeting.

The Company announced details in the current report no. [RB-5-2021](#) (ENG: [RB-5-2021](#)) dated on the 18<sup>th</sup> of May, 2021.

### 13.2.2. Content of the Resolutions Passed at the AGM

The AGM passed the resolutions related to:

- election of Chairman of the General Meeting;
- removing from the agenda of the meeting the point regarding the election of the Returns Committee;
- passing the agenda of the meeting;
- approving the Company financial statement for the fiscal year 1.01.2020 - 31.12.2020;
- approving the report of the Management Board regarding the activities of the Company in 2020;
- approving the financial statement of the Capital Group for the fiscal year 1.01.2020 - 31.12.2020;
- approving the report of the Management Board of Comarch S.A. regarding the activities of the Capital Group in 2020;
- approving the reports of the Company's Board of Supervisors on the activities of the Board of Supervisors and the assessment of the Company's and Comarch Capital Group's situation, from the audit of the Comarch S.A.'s financial statement and report of Management Board regarding the activities of the Company in 2020 and from the audit of the consolidated financial statements and report of Management Board regarding the activities of capital group in 2020;
- distribution of the Company's net profit for the fiscal year 1.01.2020 - 31.12.2020;
- acknowledging the fulfilment of duties by the members of the Management Board and the Supervisory Board in the fiscal year 1.01.2020 - 31.12.2020;
- dismissal of Tadeusz Włudyka from the Supervisory Board of Comarch S.A.;
- opinion of the General Meeting on the Supervisory Board's report on the remuneration of members of the Management Board and Supervisory Board of Comarch S.A.

The full content of the resolutions were published on in the current report no. [RB-7-2021](#) (ENG: [RB-7-2021](#)) dated the 24<sup>th</sup> of June, 2021.

### 13.2.3. Resolution of the AGM Regarding Dividend for 2020

The General Shareholder's Meeting passed the resolution no. 9, related to distribution of the net profit earned in the fiscal year 1 January 2020 - 31 December 2020. The General Shareholder's Meeting decided that net profit in the amount of PLN 80,008,432.99 will be divided as follows:

1. PLN 24,400,047 will be paid as dividend. Persons who will be the company's shareholders at the 6<sup>th</sup> of July, 2021 (dividend day), will get the dividend in the amount of PLN 3.00 per one share. The dividend will be allocated to 8,133,349 shares.
2. The remaining part of the net profit in the amount of PLN 55,608,385.99 will be passed to supplementary capital.

Dividend was paid at the 16<sup>th</sup> of July, 2021.

The Company announced details in current report no. [RB-8-2021](#) (ENG: [RB-8-2021](#)) dated the 24<sup>th</sup> of June, 2021.

### 13.2.4. Dismissal of a Member of the Supervisory Board of Comarch S.A.

The Management Board of Comarch S.A. informed in the current report No. [RB-9-2021](#) (ENG: [RB-9-2021](#)) of the 24<sup>th</sup> of June, 2021, that on the 24<sup>th</sup> of June, 2021, the Ordinary General Meeting of the Company adopted Resolution No. 24 on dismissal of the supervisory person. Mr. Tadeusz Włudyka, was dismissed from the function of a Member of the Supervisory Board of Comarch S.A. as of the 24<sup>th</sup> of June, 2021, at his request.

### 13.2.5. The List of Shareholders Participating the Annual General Shareholders Meeting

Accordingly, to the list of shareholders participating the Annual General Meeting of Comarch S.A. on the 24<sup>th</sup> of June, 2021, Elżbieta Filipiak, Janusz Filipiak and Nationale-Nederlanden Otwarty Fundusz Emerytalny (Open Pension Fund) represented by Nationale-Nederlanden Powszechne Towarzystwo Emerytalne Spółka Akcyjna held at least 5% of the total number of votes represented at this Meeting:

- Janusz Filipiak – 846,000 shares, of which 4,230,000 votes were cast at the AGM and constituted 43.36% of votes at the AGM; share in the total number of votes of the Company: 27.96%;
- Elżbieta Filipiak – 789,600 shares, of which 3,948,000 votes were cast at the AGM and which constituted 40.47% of votes at the AGM; share in the total number of votes of the Company: 26.10%;
- Nationale-Nederlanden Otwarty Fundusz Emerytalny (Open Pension Fund) represented by Nationale-Nederlanden Powszechne Towarzystwo Emerytalne Spółka Akcyjna – 843,000 shares of Comarch SA, of which 843,000 were votes at the General Meeting of Shareholders of the Company and accounted for 8.64% of votes at the General Meeting of Shareholders; share in the total number of votes of the Company: 5.57%.

Total number of votes resulting from all issued shares of Comarch S.A. is 15,126,949 votes. At the AGM on the 24<sup>th</sup> of June, 2021, shareholders representing 9,755,526 votes participated, which is 64.49% of the total number of votes of the Company. The Company announced details in current report no. [RB-10-2021](#) (ENG: [RB-10-2021](#)) dated the 24<sup>th</sup> of June, 2021.

## 14. Operations on Comarch S.A. Shares

### 14.1. Purchase/Disposal Transactions on Comarch S.A. Shares

On the 30<sup>th</sup> of December, 2021, the Management Board of Comarch S.A. received from the person discharging managerial responsibilities (Zbigniew Rymarczyk) notification of the transaction referred to in art. 19 par. 1 of

Regulation No. 596/2014 of the European Parliament and of the Council of the 16<sup>th</sup> of April, 2014, on market abuse. The notification concerned the purchase of 500 ordinary bearer shares on the basis of price of PLN 190.50 per 1 share and 161 ordinary bearer shares on the basis of price of PLN 190.00 per 1 share which value amounted to PLN 125,840 on the 30<sup>th</sup> of December, 2021. The company announced details in the current report no. [RB-13-2021](#) (ENG: [RB-13-2021](#)) dated the 30<sup>th</sup> of December, 2021.

#### **AFTER THE BALANCE SHEET DATE**

The Management Board of Comarch S.A. on the 25<sup>th</sup> of March, 2022, received from a person acting as a managing person (Paweł Prokop) a notification of transactions referred to in Article 19 par. 1 of the Regulation of the European Parliament and the EU Council No. 596/2014 dated the 16<sup>th</sup> of April, 2014, on market abuse. The notification concerned the sale transaction from the 3<sup>rd</sup> of March 2022, to the 22<sup>nd</sup> of March, 2022, of 7,512 ordinary bearer shares and the purchase transaction on the 15<sup>th</sup> of March, 2022 of 12 bearer shares. The company announced details in the current report no. [RB-2-2022](#) (ENG: [RB-2-2022](#)) dated the 25<sup>th</sup> of March, 2022.

#### **14.2. Managerial Option Program for Members of the Management Board**

None present.

### **15. Other Events in 2021 and after the Balance Sheet Date**

#### **15.1. Dates of Periodical Financial Reports in 2021**

Pursuant to § 80 sec. 1 of the Regulation issued by the Minister of Finance on the 29<sup>th</sup> of March, 2018, concerning current and periodical information pertaining to companies listed on the stock exchange, as well as conditions for recognizing the equivalence of information required by legal regulations binding in a country which is not a member state, with current report no. [RB-1-2021](#) (ENG: [RB-1-2021](#)) dated the 7<sup>th</sup> of January, 2021, Comarch S.A. Management Board presented terms of periodical financial reports in 2021.

#### **15.2. The Management Board Statement regarding the Corporate Governance Principles**

Pursuant to § 29, section 5 of the Rules of the Warsaw Stock Exchange, the Management Board of Comarch S.A. presented report regarding the corporate governance principles in the Company in 2020 as attachment to the annual statement published on 30<sup>th</sup> of April, 2021.

#### **AFTER THE BALANCE SHEET DATE**

#### **15.3. Dates of Periodical Financial Reports in 2022**

On the 4<sup>th</sup> of January, 2022, in the current report no. [RB-1-2022](#) (ENG: [RB-1-2022](#)) Comarch S.A.'s Management Board set dates of periodical financial reports in 2022:

- Q4 2021 - on the 1<sup>st</sup> of March, 2022,
- Q1 2022 - on the 20<sup>th</sup> of May, 2022,
- Q3 2022 - on the 17<sup>th</sup> of November, 2022,
- Consolidated half-year report which includes condensed consolidated financial statement and condensed financial statement for the first half of 2022 - on the 31<sup>st</sup> of August, 2022,
- Annual report for 2021 - on the 29<sup>th</sup> of April, 2022,
- Consolidated annual report for 2021 - on the 29<sup>th</sup> of April, 2022.

#### **15.4. Impact of Sars-Cov-2 Coronavirus and Covid-19 Incidents on the Company's Operations and Financial Results**

In reference to the recommendations of the European Securities and Markets Authority and the Polish Financial Supervision Authority of the 12<sup>th</sup> of March, 2020, the Management Board of Comarch S.A. in the current report no. [RB-5-2020](#) (ENG: [RB-5-2020](#)) dated on the 19<sup>th</sup> of March, 2020, provided information on the possible impact of the SARS-CoV-2 coronavirus spread and COVID-19 incidence on the Company's operations and financial results.

The Management Board of Company monitors on an ongoing basis the development of the situation related to the continuing effects of the spread of SARS-CoV-2 coronavirus and COVID-19 incidence and their impact on Comarch Group's operations. The Management Board of Company hereby informs that as at the date of publication of this report the Comarch Group's operations were conducted without any interruptions. Subsidiaries in Comarch Group have implemented all guidelines recommended by the Chief Sanitary Inspectorate and other state institutions in the countries of the Company's operational activity, with particular regard to employee's safety, health and hygiene recommendations. Business trips to countries identified by the Chief Sanitary Inspectorate as high-risk countries were suspended, direct contacts of employees within the organization were limited, the remote work mode of office workers was launched on a large scale and hygiene recommendations are implemented in the Comarch S.A.'s offices. Comarch S.A. has both implemented a vaccination programme against COVID-19 for employees at the Company's headquarters in Krakow and in the biggest branches in Poland, including a re-vaccination (so-called: third dose).

Regardless of the current intensity of the epidemic, remote communication methods are commonly used in business contacts. The Management Board of the Company notes that the activities of the Comarch Group are very well diversified in terms of industry, products and geography, and the effects of the pandemic did not pose a threat to the financial stability of the company or introduced significant disruptions in the implementation of existing contracts or in the product or material supply chains indispensable for the Comarch Group's operations.

During the epidemic period, there was no decrease in revenue from sales of services and products offered by the Comarch Group. The Comarch Group's operational activity and the financial results achieved in subsequent periods will be influenced by factors such as the duration and scope of the epidemic, the number of people falling ill with COVID-19, administrative restrictions on the functioning of states and businesses, restrictions on the movement of employees, the possibility of taking advantage of aid packages launched by individual countries, as well as the pace of implementation of the immunization programme.

#### **15.5. Influence of the Political and Economic Situation in Ukraine and Russia on the Activities and Financial Results of the Comarch Group**

In reference to the recommendations of the Polish Financial Supervision Authority dated the 25<sup>th</sup> of February, 2022, the Management Board of Comarch S.A. informs that they monitor the impact of the political and economic situation in Ukraine and Russia on the Comarch Group's operations on an ongoing basis.

The Management Board of the Company informs that as at the date of publication of this report, the operating activities of the Group are conducted without disruptions, and the effects of the Russian invasion of Ukraine do not have a significant negative impact on the economic situation of Comarch Group. Activity of Comarch is very well diversified geographically and in terms of products, the company conducts projects in over 60 countries on 6 continents. Sales to customers from Ukraine and Russia accounted for 1.6% of the Comarch Group's total

revenue in 2021. The Comarch Group's ITC infrastructure is also very well diversified and constantly improved. Comarch invariably remains a stable workplace and business partner for customers all over the world.

### 15.6. Forward Contracts Concluded after the Balance Sheet Date

Between the 1<sup>st</sup> of January, 2022, and the 29<sup>th</sup> of April, 2022, Comarch S.A. concluded new forward contracts for sales of EUR 19,600 thousand, USD 14,500 thousand, JPY 60,00 thousand and NZD 3,00 thousand. The total net value of open forward contracts as of the 29<sup>th</sup> of April, 2022, amounted to EUR 66,200 thousand and USD 29,600 thousand, JPY 100,000 thousand, GBP 1,400 thousand and NZD 5,600 thousand. The contracts will be settled within 40 months from the balance sheet date. All forward contracts have been concluded in order to limit the influence of currency exchange rates on the financial results related to the contracts carried out by companies in Comarch Group, in which the remuneration is set in a foreign currency. Balance sheet valuation of forward contracts as at the 31<sup>st</sup> of March, 2022, was minus PLN 13,692 thousand, while as at the 31<sup>st</sup> of December, 2021, was minus PLN 12,345 thousand.

## 16. Achievements within Research and Development

Globalisation of world economy, as well as liberalisation of trade, result in disappearance of barriers for companies and their products. The IT market becomes an open and global market where prices and quality of available products are continuously compared against each other. Along with increase in the presence of foreign capital in Poland, even IT companies conducting operations solely in the Polish market must offer competitive products from the point of view of the global market. Comarch, since the very beginning of its operations, has had reputation of a technological Company developing and successfully selling products competitive internationally. Therefore, the main strategic objectives of the Company are still development of new competitive products to enable further development of Comarch and, as a result, increasing its value. Maintaining dynamics of sales requires expenditures for development of products as well as their proper promotion and marketing. This applies to both modifications of already existing products and technologies as well as developing new products.

The present policy of Comarch assumes running research and development work related to implementation of new products and standardisation of products from the very beginning of their preparation for the client. Thus, even in cases when a product was developed for the needs of a particular client, a part or whole of software / code may be then used for preparation of a standard product. This results in higher profitability of particular contracts and expansion of the client base. Expenses for research and development works amounted to PLN 278,724 thousand, thus reached 26.1% of revenue in 2021. Comarch allocated their internal funds, as well as acquired actively European funds.

### Comarch S.A.

In 2021, as part of Measure 1.1 of the **Intelligent Development Operational Program 2014-2020** co-financed by the European Regional Development Fund, the project "Production of technology "IoT Mesh" and supporting tools" was continued.



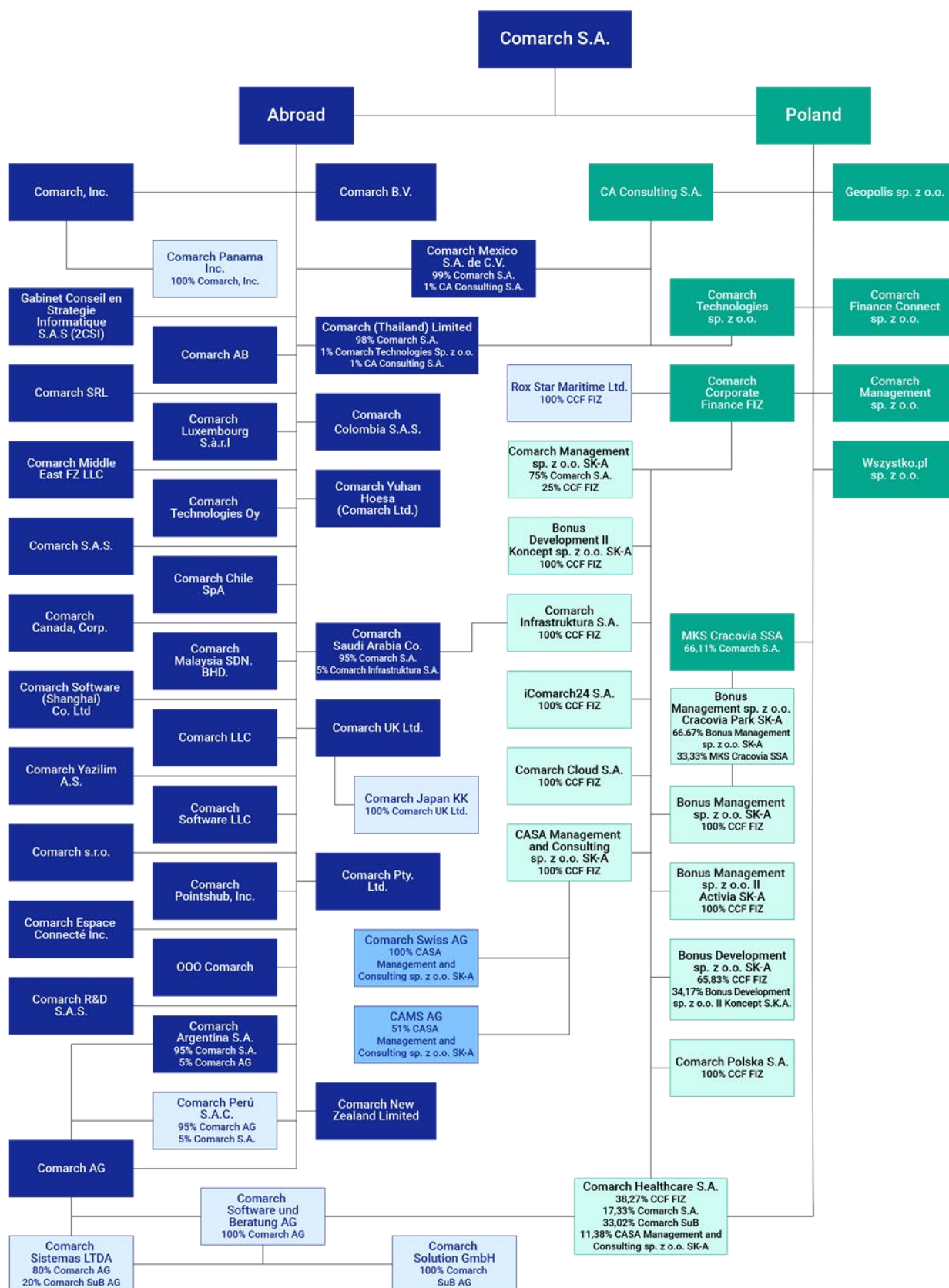
Unia Europejska  
Europejski Fundusz  
Rozwoju Regionalnego



Under the **Horizon 2020** Program, a contract for financing the "LIVING INNOVATION - Implementing RRI through co-creation of smart futures with industry and citizens" - LIV.IN." project was finished.

## 17. Capital Affiliations of the Issuer

### 17.1. Capital Structure of the Comarch Group



100% Comarch S.A., unless otherwise indicated.



## 17.2. Changes in Ownership and Organisational Structure in the Comarch Group in 2021

- On the 21<sup>st</sup> of January, 2021, the Management Board of Geopolis sp. z o.o. filed an application to the District Court in Toruń, the 5<sup>th</sup> Commercial Division for a declaration of bankruptcy including liquidation of the debtor's assets. On the 16<sup>th</sup> of March, 2021, the District Court in Toruń, the 5<sup>th</sup> Commercial Division, after considering the case at the request of Geopolis sp. z o.o. for bankruptcy decided to secure the debtor's assets by appointing a temporary court supervisor. The District Court in Toruń, the 5<sup>th</sup> Commercial Division, by a decision of the 29<sup>th</sup> of December, 2021, dismissed the application for bankruptcy of Geopolis sp z o.o. The Management Board of Company is currently analysing the possibility of conducting liquidation proceedings,
- On the 10<sup>th</sup> of March, 2021, was registered change name of the company Unitec sp. z o.o. on Wszystko.pl sp. z o.o. and change of the company's office to Krakow,
- On the 22<sup>th</sup> of March, 2021, was registered in Lvov a subsidiary company LLC "Comarch Software" in the share capital of PLN 14,000. Comarch S.A. owns 100% of shares and votes in LLC "Comarch Software". On the 22<sup>th</sup> of March, 2021, the share capital of LLC "Comarch Software" in the amount of PLN 14,000 was paid by Comarch S.A.,
- On the 29<sup>th</sup> of March, 2021, was adopted a resolution to increase the share capital in Comarch S.R.L by the amount of EUR 1,000,000 (i.e. PLN 4,656,000 at the rate from the 29<sup>th</sup> of March, 2021) intended to cover the loss in the amount of EUR 900,000 after it was reduced to cover the loss. On the 6<sup>th</sup> of May, 2021 Comarch S.A. made a transfer of funds. The share capital of Comarch S.R.L as a result of these operations did not change and amounted EUR 900,000 (i.e. PLN 4,190,400 at the rate from the 29<sup>th</sup> of March, 2021),
- On the 8<sup>th</sup> of April, 2021, was registered an increase in the share capital of Comarch (Thailand) Co., Ltd. The share capital was increased from THB 18,500,000 (i.e. PLN 2,257,000 at the rate from the date of registration of the share capital increase) to the amount THB 32,000,000 (i.e. PLN 3,904,000 at the rate from the date of registration of the share capital increase) and currently amounts to THB 50,500,000 (i.e. PLN 6,161,000 at the rate from the date of registration of the share capital),
- On the 7<sup>th</sup> of May, 2021, started the formal liquidation process of Comarch Software Spain S.L.U. and the company started operating under the name Comarch Software Spain S.L.U. en liquidación,
- On the 30<sup>th</sup> of July, 2021, Comarch R&D S.à r.l. was transformed into a joint-stock company Comarch R&D S.A.S. The transformation has been registered in the appropriate register,
- On the 31<sup>st</sup> of August, 2021, an increase in the share capital of Comarch New Zealand Limited was registered at the local trade register. Currently, the share capital of Comarch New Zealand Limited is NZD 550,000 (i.e. PLN 1,489,125, according to the exchange rate on the registration date) and consists of from 550,000 shares with a value of NZD 1 each,
- On the 27<sup>th</sup> of September, 2021, the Extraordinary Meeting of Shareholders Wszystko.pl sp. z o.o. adopted a resolution to increase the share capital from PLN 60,000 to PLN 540,000 by creating 800 new shares with a nominal value of PLN 600 each and a total nominal value of PLN 480,000. All newly created shares were acquired by the current partner, i.e. Comarch S.A. On the 16<sup>th</sup> of March, 2022, this increase was registered in the relevant register,
- On the 28<sup>th</sup> of October, 2021, Comarch S.A acquired 567 series C investment certificates issued by Comarch Corporate Finance Closed-End Investment Fund (CCF FIZ) for a total issue price of PLN 25,993,831.50,
- On the 2<sup>nd</sup> of November, 2021, Comarch Corporate Finance Closed-End Investment Fund (CCF FIZ) acquired 100% of shares in the company Rox Star Maritime Ltd. with headquarters on Malta for the amount EUR 6,540,000 (i.e. PLN 30 168 366 according to rate of 2<sup>nd</sup> of November, 2021),

- On the 25<sup>th</sup> of November, 2021, was concluded a contract for the sale of 100% of shares in Comarch Colombia S.A.S. by Comarch Software Spain S.L.U. en liquidación to Comarch S.A. for the amount EUR 680,289,31 (i.e. 3 176 134,73 according to rate of 25<sup>th</sup> of November, 2021. On the 1<sup>st</sup> of December, 2021, Comarch S.A. made a transfer as a transaction.

### **17.3. Changes in Ownership and Organisational Structure in Comarch Group after the Balance Sheet Date**

- On the 5<sup>th</sup> of January, 2022, the share capital of Cabinet Conseil en Strategie Informatique SAS was increased from EUR 500,000 EUR to EUR 2,500,000 (e.g. 11,418,000 PLN, according to the exchange rate from the day of capital increase),
- On the 7<sup>th</sup> of February, 2022, Extraordinary Meeting of Shareholders of Comarch Management sp. z o.o. adopted a resolution to increase the company's share capital by PLN 100,000 through the issue of 1,000 new shares. The new shares were acquired entirely by Comarch S.A. After the registration of the above increase, the company will have a share capital of PLN 500,000, which will be divided into 5,000 shares, PLN 100 each,
- On the 8<sup>th</sup> of February, 2022, the share capital of Comarch Pty. Ltd. was increased from AUD 1,300,100 AUD to AUD 2,300,100 (e.g. PLN 6 514 343,22, according to the exchange rate from the date of Capital increase), through the issue of 1,000,000 new shares. The shares were fully acquired by Comarch S.A.
- On the 15<sup>th</sup> of March, 2022 Comarch Software Spain S.L.U. en liquidación was liquidated,
- On the 29<sup>th</sup> of March, 2022, Extraordinary Meeting of Shareholders of Wszystko.pl adopted a resolution to increase the company's share capital by PLN 990,000 through the issue of 1,650 new shares, PLN 600 each. After the registration of the above increase, the company will have a share capital of PLN 1,530,000, which will be divided into 2,550 shares, PLN 600 each. As at the date of publication of this statement, the increase has not been registered in the relevant register,
- On the 1<sup>st</sup> of April, 2022 CCF FIZ (Comarch Corporate Finance Fundusz Inwestycyjny Zamknięty) transferred to Bonus Development sp. z o.o. II Koncept S.K.A. 1,944,436 registered shares of C series of Bonus Development sp. z o.o. S.K.A.

## **18. Branches of Comarch S.A.**

As at the 31<sup>st</sup> of December, 2021, Comarch S.A. had branches in the following cities: Tirana (branch in Albania), Białystok, Bielsko-Biała, Częstochowa, Gdańsk, Gliwice, Katowice, Kielce, Kraków, Lublin, Łódź, Płock, Poznań, Opole, Rzeszów, Tarnów, Toruń, Zielona Góra, Warszawa, Włocławek and Wrocław.

Activities conducted in branches are related to the basic activities of the Company.

## **19. Transactions Concluded by the Issuer or its Subsidiary with Related Parties on Terms Different from Market Conditions**

None present.

## **20. Commentary on Differences between Financial Results Presented in Annual Report and Results Forecast for the Given Year Published Before**

The Company has not published the results forecast for 2021.

## **21. Factors and Events of Unusual Nature that Affect the Issuer Activities and the Achieved Results, as well as Their Appraisal**

### **21.1. Deferred Tax Assets and Deferred Tax Provisions**

As of 31<sup>st</sup> of December 2021, an asset was established due to temporary differences in income tax in the amount of PLN 2,793 thousand and at the same time settled an asset in the amount of PLN 1,134 thousand, a deferred tax provision was established for temporary differences in the amount of PLN 67 thousand and the provision for deferred tax due to temporary differences in the amount of PLN 45 thousand was settled. The total impact of the above operations on the result as of 31<sup>st</sup> of December, 2021 was plus PLN 1,637 thousand.

The provision for deferred tax related to the valuation of investment certificates in CCF FIZ in the amount of PLN 4,660 thousand was increased. This provision, as well as the valuation of certificates, is accounted for with revaluation capital.

### **21.2. Valuation of Exchange Differences and Financial Instruments Based on Exchange Rates**

Realized foreign exchange rate differences and balance sheet valuation of exchange rates on receivables and liabilities as at the 31<sup>st</sup> of December, 2021 increased revenue and operating profit of Comarch S.A. by PLN 6,729 thousand (while during the corresponding period in 2020 increased by PLN 11,128 thousand). Exchange rate differences from other activities increased the result of Comarch S.A. by PLN 1,377 thousand (while during the corresponding period in 2020 decreased by PLN 8,269 thousand). The valuation of financial instruments and realised transactions (mostly forward contracts), as well as provision for deferred income tax in reference to the valuation of the financial instruments, decreased Comarch S.A.'s net result by PLN 7,865 thousand (while in the corresponding period of 2020 they decreased it by PLN 9,454 thousand). The total effect of exchange rate differences and valuation and realization of derivative financial instruments on the net result of Comarch S.A. in 2021 was plus PLN 241 thousand (minus PLN 6,595 thousand in 2020).

### **21.3. Write-offs due to Losses in Value in Subsidiaries**

In 2021, Comarch S.A. created write-offs for impairment of shares in subsidiaries in the total amount of PLN 13,812 thousand and covered by a write-off on loans to related entities in the amount of PLN 25,888 thousand PLN.

### **21.4. Received Dividends**

In 2021, Comarch S.A. received dividends from subsidiaries (CA Consulting S.A., Comarch Luxembourg S.a.R.L., Comarch UK Ltd, OOO Comarch (Russia), Comarch Canada, Corp., Comarch Technologies sp. z o.o.) in the amount of PLN 44,587 thousand.

## **22. Changes in Methods of Company Management and Its Capital Group Management**

None present.

## 23. Data Referring to the Agreement Signed with the Entity Entitled to Audit Financial Statements

On the 27<sup>th</sup> of May, 2019, the Management Board of Comarch S.A. informed that the Supervisory Board, acting pursuant to Art. 19 sec. 2 point 5) of the Articles of Association of the Company chose - as an entity authorized to audit the financial statements of the Company and the consolidated financial statements of the Comarch Capital Group - BDO Spółka z ograniczoną odpowiedzialnością sp. K., Ul. Postępu 12, 02-676 Warszawa (KRS 0000729684), and agreed to enter into agreements with this entity by Comarch S.A. in the scope of:

- a) review of the separate financial statements of Comarch S.A. and the consolidated financial statements of the Comarch Capital Group as at 30th of June, 2019;
- b) audit of the annual separate financial statements of Comarch S.A. and the annual consolidated financial statements of the Comarch Capital Group as at 31st of December 2019;
- c) review of the separate financial statements of Comarch S.A. and the consolidated financial statements of the Comarch Capital Group as at 30th of June, 2020;
- d) audit of the annual separate financial statements of Comarch S.A. and the annual consolidated financial statements of the Comarch Capital Group as at 31st of December, 2020.
- e) review of the separate financial statements of Comarch S.A. and the consolidated financial statements of the Comarch Capital Group as at 30th of June, 2021;
- f) audit of the annual separate financial statements of Comarch S.A. and the annual consolidated financial statements of the Comarch Capital Group as at 31st of December 2021.

The Company announced details in current report no. [RB-10-2019](#) (ENG: [RB-10-2019](#)), dated the 27<sup>th</sup> of May, 2019.

Details of the remuneration of entities authorized to audit financial statements have been included in [note 47](#) of the financial statement of Comarch S.A.

## 24. Systems that Control Employees Shares Programmes

None present.

## 25. Significant Legal, Arbitration or Administrative Proceedings Related to Liabilities or Receivables of the Issuer or a Subsidiary with an Indication of the Subject Matter of the Proceedings, the Value of the Matter of the dispute, the Date of Initiation of the Proceedings, the Parties to the Initiated Proceedings and the Issuer's Opinion on the Matter

None present.

Information on the potential total amount of third-party claims against the Comarch S.A. in connection with legal proceedings and matters in disputes, but not legal proceedings can be found in [note 33](#) of the financial statement of Comarch S.A.

## 26. Non-business activity of Comarch S.A.

### 26.1. Scope of environmental impact of Comarch S.A.

Comarch S.A., due to the size of the company and the scope of its activity, exerts a significant influence on its environment, especially in the economic and social spheres. Sustainable development is one of the key foundations of the company's strategy from the very beginning.

Through its activities, Comarch exerts a special influence on the following groups of stakeholders:

**Employees** (full-time employees and co-workers, interns, apprentices, students and potential employees, employees of subcontractors and suppliers, labour inspection and other similar supervisory institutions),

**Investors** (shareholders, institutional investors, individual investors, Warsaw Stock Exchange, brokerage houses, banks, Polish Financial Supervision Authority, KDPW),

**Customers** (institutional clients, individual clients, business partners, key suppliers, subcontractors, local self-government administration, government administration),

**Society** (local communities within the Comarch Group's activity, residents, government and self-government authorities, media, including industry journalists and the press, universities and research workers, technical and industry organizations),

**Natural environment** (environmental organizations, recycling companies).

Comarch S.A. describes its impact in the annual report on non-financial information. In this document, the Company assesses the relevance of its management, environmental, social and employee impacts by assigning them performance indicators that have been developed in accordance with the guidelines of the Standard for Non-Financial Information (SIN) developed by the Reporting Standards Foundation and the Association of Stock Exchange Issuers. The report sheds light on the principles and strategies of the Comarch Group in the areas of social, labour, environment, respect for human rights and the fight against corruption. The report shall also include information on human resources, broken down by age, sex, form and place of employment, as well as information on suppliers and consumers and thus the processes along the supply chain.

Consolidated report on non-financial information for 2021 was published on the 29<sup>th</sup> of April, 2022 and is available at <https://www.comarch.pl/relacje-inwestorskie/raporty-okresowe/2021/> (ENG: [2021 | COMARCH SA](#))

### 26.2. Description of the Policy in the Field of Sponsorship and Charity Activities

From the beginning of operations, Comarch has been widely involved in social activities, in activities promoting sport and a healthy lifestyle, in environmental protection, in activities to support those in need and help for animals, as well as in science, education, culture and supporting local initiatives. society. Details can be found in the report on non-financial activities and in the report on corporate social responsibility (CSR), which is available online at: <http://www.comarch.pl/o-firmie/zrownowazony-biznes/csr/> (ENG: [Corporate Social Responsibility | COMARCH SA](#))

The most important sponsoring and charity activities in particular areas undertaken by Comarch in 2021 included:

#### In the field of local communities

- financial support for the initiative to build the Krakow Music Centre;

- sponsorship of the Krakow edition of the Last Night of the Proms event;
- employees' involvement in the blood donation campaign on the company's campus in Krakow, thanks to which it was possible to obtain a total of 18,900 ml of blood;
- collections for homeless animals;
- Christmas collections of item for people in need;
- donation of several hundred pieces of computer equipment for those in need;
- free assistance to Comarch ERP Optima from the 1<sup>st</sup> of November, 2021 and support in the form of access to e-learning training in the field of human resources and payroll as well as in the field of accounting.

### **In the field of education and popularization of science**

- cooperation with schools, universities and other educational institutions by sharing knowledge by Comarch employees during various types of conferences and events;
- career days in Poland, France and Belgium;
- financial and substantive support for Javeloper's organization, technology meetups or UX Poland - one of the largest conferences for designers in Europe;
- employee initiatives involving devoting time to students on dedicated courses or industry meetings and with research clubs;
- sharing knowledge by Comarch specialists by creating expert articles and original podcasts;
- strategic partnership with the AGH University of Science and Technology in Krakow in the field of postgraduate studies in "Financial Analytics and Industrial Process Controlling";
- internal knowledge exchange actions, among others meetups or series of texts in the field of cybersecurity, created by specialists from the Internal Security Department;
- popularization of knowledge about ERP systems among universities and vocational schools with economic profiles;
- the Comarch Innovation Zone has been operating since 2018, i.e. a space where the technological achievements of the Comarch Group are presented in the field of IT systems, telecommunications, the Internet of Things and artificial intelligence.

### **In the field of sport and a healthy lifestyle**

For 25 years, Comarch has been involved in promoting sport among young people and residents of the Małopolska Voivodeship, mainly through sponsorship of the Cracovia sports club. Since 2003, the company has been the titular sponsor of the oldest existing football club in Poland, and the five-time Polish Champion - Cracovia, including the hockey section.

The company also promotes a healthy and active lifestyle among its employees. In Poland, Comarch encourages workers to cycle to work by providing bicycle infrastructure and occasional actions related to bicycles.

Comarch also encourages employees to participate in external sports events, and the income from many of them is donated to social purposes.

Good energy of employees is the basis of a well-functioning organization. That is why, especially in 2021, Comarch launched a wellbeing program - Catch the balance - body, emotions, healthy lifestyle.

In 2021, Comarch Group employees participated in training courses organized together with PZU as part of the Safe Fleet program.

### **Activity and integration of on-line**

In cooperation with the Central House of Technology, a modern educational centre in which Comarch is a strategic partner, an online field game for employees' families was organized.

Comarch employees took part in the Tournament CS: Go, a competition integrating fans of this legendary game, this time the event was organized internally and teams from various Comarch offices participated.

29<sup>th</sup> of April, 2022

## SIGNATURES OF MANAGEMENT BOARD MEMBERS

Name and surname	Position/Function	Signature
<b>Janusz Filipiak</b>	President of the Management Board	
<b>Paweł Prokop</b>	Vice-president of the Management Board	
<b>Andrzej Przewięźlikowski</b>	Vice-president of the Management Board	
<b>Zbigniew Rymarczyk</b>	Vice-president of the Management Board	
<b>Konrad Tarański</b>	Vice-president of the Management Board	
<b>Marcin Warwas</b>	Vice-president of the Management Board	

## Comarch S.A.

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[comarch.com/investors/](https://comarch.com/investors/)