

PROJECTS OF RESOLUTIONS

OF THE GENERAL ORDINARY
SHAREHOLDERS' MEETING

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

ON THE DAY OF 28th of JUNE, 2023

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding election of the President
of the General Ordinary Shareholders' Meeting**

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

§ 1.

General Meeting appoints to the President of the General Meeting.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding passing of meeting agenda**

General Meeting resolves the following:

§ 1.

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

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding the approval of Comarch S.A.'s financial statement
for the fiscal year 1.01.2022 - 31.12.2022

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies and Partnerships Code, art. 53 sec. 1 of the Act on Accounting and art. 15 pt. 1) of the Company's Articles of Association, General Meeting resolves the following:

§ 1.

General Meeting approves the financial statement for the fiscal year 1 January 2022 - 31 December 2022 which consists of:

- 1) Introduction to the financial statement;
- 2) the balance sheet as of 31 December 2022, which shows total assets and liabilities of PLN 1,656,791 thousand;
- 3) the income statement for the period from 1 January 2022 to 31 December 2022 which shows a net profit of PLN 67,406 thousand;
- 4) the statement of changes in equity for the period from 1 January 2022 to 31 December 2022 showing an increase in equity of PLN 35,966 thousand;
- 5) the cash flow statement for the period from 1 January 2022 to 31 December 2022, which shows an increase in the state of cash and cash equivalents of PLN 58,867 thousand;
- 6) additional information and commentary.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding the approval of the report of the Management Board regarding
Comarch S.A.'s activities for the fiscal year 1.01.2022 - 31.12.2022

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

§ 1.

General Shareholder's Meeting approves the report of the Management Board regarding activities of the Company for the fiscal year 1 January 2022 -31 December 2022.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding the approval of the consolidated financial statement for the
fiscal year 1.01.2022 - 31.12.2022

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

§ 1.

General Meeting approves the consolidated financial statement for the fiscal year 1 January 2022 -31 December 2022 which consists of:

- 1) the consolidated balance sheet as of 31 December 2022, which shows total assets as well as total equity and liabilities of PLN 2,271,982 thousand;
- 2) the consolidated income statement for the period from 1 January 2022 to 31 December 2022 which shows capital group's net profit of PLN 98,572 thousand;
- 3) the total income consolidated statement for the period from 1 January 2022 to 31 December 2022 which shows total income in the amount of PLN 114,861 thousand;
- 4) the statement of changes in consolidated equity for the period from 1 January 2022 to 31 December 2022 showing an increase in equity of PLN 82,328 thousand;
- 5) the consolidated cash flow statement which shows an increase in the state of net cash and cash equivalents of PLN 52,510 thousand, for the period from 1 January 2022 to 31 December 2022;
- 6) additional information and annotations.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding the approval of the report of the Management Board on Comarch
Capital Group's activities
for the fiscal year 1.01.2022 - 31.12.2022

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

§ 1.

General Shareholder's Meeting approves the report of the Management Board of activities of Comarch Capital Group for the fiscal year 1 January 2022 -31 December 2022.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023**

regarding approving the report of the Supervisory Board of activities of the Supervisory Board in 2022 and regarding assessment of the Company's and Capital Group's situation, the report regarding the audit of the Company's financial statement and of the Management Board's report regarding Comarch S.A.'s activities for the fiscal year 1.01.2022 - 31.12.2022 and the report regarding the audit of the Capital Group's consolidated financial statement and of the Management Board's report of Capital Group's activities for the fiscal year 1.01.2022 - 31.12.2022

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

§ 1.

General Shareholder's Meeting approves:

1. the report of the Supervisory Board regarding activities of the Supervisory Board in 2022,
2. the report regarding the audit of the Company's financial statement and of the Management Board's report on Comarch S.A.'s activities for the fiscal year 1.01.2022 - 31.12.2022,
3. the report on the audit of the Capital Group's consolidated financial statement and the Management Board's report on Capital Group's activities for the fiscal year 1.01.2022 - 31.12.2022.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding distribution of net profit
for the fiscal year 1.01.2022 - 31.12.2022

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

§ 1.

General Shareholder's Meeting decides that the earned in the fiscal year 1 January 2022 -31 December 2022 net profit in the amount of PLN 67,405,747.85 (in words: sixty-seven million, four hundred and five thousand seven hundred and forty-seven zlotys and 85/100) will be divided in such a way that:

- 1) part of the net profit of PLN 32,533,396 (in words: thirty-two million five hundred thirty-three thousand three hundred ninety-six zlotys) will be used to pay dividend. The dividend in the amount of PLN 4.00 (in words: four zlotys 00/100) per share will be given to persons who are shareholders of the Company on 10th of July, 2023 (dividend day), and the dividend will be paid on 29th of July, 2023;
- 2) the remaining part of the net profit in the amount of PLN 34,872,351.85 (in words: thirty-four million eight hundred and seventy-two thousand three hundred and fifty-one zlotys and 85/100) will be transferred to supplementary capital.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2022 - 31.12.2022 by Janusz Filipiak, President of the Management
Board**

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

§ 1.

General Meeting acknowledges the fulfilment of duties in the fiscal year 1.01.2022 - 31.12.2022 by Janusz Filipiak, President of the Management Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2022 - 31.12.2022 by Paweł Prokop,
Vice-President of the Management Board

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

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2022 - 31.12.2022 by Paweł Prokop, Vice-President of the Management Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2022 - 31.12.2022 by Konrad Tarański,
Vice-President of the Management Board

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

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2022 - 31.12.2022 by Konrad Tarański, Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2022 - 31.12.2022 by Zbigniew Rymarczyk,
Vice-President of the Management Board**

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

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2022 - 31.12.2022 by Zbigniew Rymarczyk, Vice-President of the Management Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2022 - 31.12.2022 by Marcin Warwas,
Vice-President of the Management Board

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

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2022 - 31.12.2022 by Marcin Warwas, Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2022 - 31.12.2022 by Andrzej Przewięźlikowski,
Vice-President of the Management Board**

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

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2022 - 31.12.2022 by Andrzej Przewięźlikowski, Vice-President of the Management Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2022 - 31.12.2022 by Elżbieta Filipiak,
Chairwoman of the Supervisory Board

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

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2022 - 31.12.2022 by Elżbieta Filipiak, Chairman of the Supervisory Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2022 - 31.12.2022 by Andrzej Pach,
Vice-Chairman of the Supervisory Board**

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

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 01.01.2022 – 31.12.2022 by Andrzej Pach, Vice-Chairman of the Supervisory Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2022 - 31.12.2022 by Danuta Drobniak,
Member of the Supervisory Board**

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

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2022 - 31.12.2022 by Danuta Drobniak, Member of the Supervisory Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2022 - 31.12.2022 by Anna Pruska,
Member of the Supervisory Board**

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

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 1.01.2022 - 31.12.2022 by Anna Pruska, Member of the Supervisory Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2022 - 31.12.2022 by Joanna Krasodomska,
Member of the Supervisory Board**

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

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 01.01.2022 – 31.12.2022 by Joanna Krasodomska, Member of the Supervisory Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2022 - 31.12.2022 by Łukasz Kalinowski,
Member of the Supervisory Board**

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

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 2022, that is 01.01.2022 – 28.06.2022 by Łukasz Kalinowski, Member of the Supervisory Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding acknowledging the fulfilment of duties in the fiscal year
1.01.2022 - 31.12.2022 by Robert Jasiński,
Member of the Supervisory Board**

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

§ 1.

General Meeting acknowledges the fulfilment of duties in fiscal year 2022, that is 28.06.2022 – 31.12.2022 by Tadeusz Włudyka, Member of the Supervisory Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding changes in the Company's Articles of Association

General Meeting resolves the following:

§ 1.

General Meeting of Comarch S.A. amends the Company's Articles of Association as follows:

1. In Art. 20 of the Articles of Association, section 1 shall read as follows:

1. The Management Board consists of 2 to 12 persons appointed and dismissed by the General Meeting.

§2.

This resolution comes into force on the date it is passed, however, it produces legal effects upon entry in the register.

§3.

The Management Board of the Company is hereby authorized to establish the uniform text of the Company's Articles of Association.

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding the election of the Company's Management Board**

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

§ 1.

The General Meeting of Comarch S.A. appoints on 28th of June, 2023,
as the Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding the election of the Company's Management Board**

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

§ 1.

The General Meeting of Comarch S.A. appoints on 28th of June, 2023,
as the Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding the election of the Company's Management Board**

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

§ 1.

The General Meeting of Comarch S.A. appoints on 28th of June, 2023,
as the Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding the election of the Company's Management Board**

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

§ 1.

The General Meeting of Comarch S.A. appoints on 28th of June, 2023,
as the Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding the election of the Company's Management Board**

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

§ 1.

The General Meeting of Comarch S.A. appoints on 28th of June, 2023,
as the Vice-President of the Management Board.

§ 2.

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

**RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding the election of the Company's Management Board**

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

§ 1.

The General Meeting of Comarch S.A. appoints on 28th of June, 2023,
as the Vice-President of the Management Board.

§ 2.

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

RESOLUTION NO. []
of the General Ordinary Shareholders' Meeting
of Comarch S.A. with its headquarters in Kraków
dated 28th of June, 2023
regarding the opinion of the General Meeting regarding
Supervisory Board reports on remuneration
members of the Management Board and Supervisory Board of Comarch
S.A. for the year of 2022

Acting pursuant to art. 90g section 6 of the Act of 29th of July, 2005 on public offerings and conditions governing the introduction of financial instruments to organized trading, and on public companies and article 395 § 2¹ of the Commercial Companies and Partnerships Code, the General Meeting of Comarch S.A. resolves as follows:

§ 1.

The General Meeting, after reading the report on the remuneration of members of the Management Board and Supervisory Board of Comarch S.A. prepared by the Supervisory Board for the years 2022, audited by the certified auditor UHY ECA Audyt Spółka z ograniczoną odpowiedzialnością Sp.k. with its registered office in Warsaw, expresses a positive opinion on the content of this report.

§ 2.

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

Justifications for draft resolutions:

1. The Ordinary General Meeting of Shareholders was convened by the Management Board in the performance of obligations under the provisions of the Commercial Companies and Partnerships Code.
2. Draft resolutions No. 1 - 21 are related to the ordinary subject matter of the Ordinary General Meeting, and their presentation and the need to take is the result of obligations imposed by the provisions of the Commercial Companies and Partnerships Code.
3. The presentation of the draft resolution No. 22 on amending the Company's Articles of Association results from the need to reflect the current organization of the Company's and the Comarch Group's activities in the composition of the Company's Management Board. Comarch's operations are organized into 6 vertical business sectors (Telecommunications, Finance and Banking, Trade and Services, Public Sector, e-Health, Small and Medium Enterprises), which produce, sell and deliver IT products for their clients. Most of the Company's and Group's sales come from foreign markets (58% in 2022), where operations are conducted through local business structures, the so-called Global Business Centres (GBC), responsible for the sales and implementation of Comarch IT solutions on local markets. The most important and largest GBCs in terms of the scale of their operations are GBC DACH, GBC USA, GBC France, and GBC Benelux. The President of the Management Board is responsible for the strategy and coordination of the activities of the Company and the Group, and for financial and administrative matters - the Vice-President of the Management Board for Finance. The reason for the proposed extension of the number of members of the Management Board of the Company to 12 people is the desire to reflect in the composition of the Management Board all key management functions in the organization, i.e. President of the Management Board, Vice-President of the Management Board for Finance, 6 Vice-Presidents responsible for vertical business sectors, 4 Vice-Presidents responsible for key Global Business Centres.
4. Draft resolutions no. 23 - 28 concern the appointment of new members of the Company's Management Board, in connection with the needs described in point 3.
5. The draft resolution no. 29 fulfils the obligation under Art. 90g sec. 1 and sec. 6 of the Act of the 29th of July, 2005, on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies.