

FINANCIAL SUPERVISION AUTHORITY

Consolidated Half-Year Report PSr 2023

(pursuant to §60 sec. 2 and §62 sec. 1 of the Regulation regarding current and periodical information)
for issuers of securities managing production, construction, trade or services activities

For half-year of financial year . 2023 from 2023-01-01 to 2023-06-30
including consolidated financial statement according to International Financial Reporting Standards (IFRS)
in currency PLN
and summary of financial statement according to Act on Accounting
in currency PLN
date of publication 2023-08-31

COMARCH SA	
(full name of an issuer)	
COMARCH	Information Technology (IT)
(abbreviated name of issuer)	(sector according to WSE classification)
31-864	Kraków
(postal code)	(city)
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(NIP)	(REGON)

SELECTED FINANCIAL DATA	thousands of PLN		thousands of EURO	
	H1 2023	H1 2022	H 2023	H1 2022
DATA RELATED TO THE CONSOLIDATED FINANCIAL STATEMENT				
I. Revenue from sales	822,530	842,667	178,307	181,504
II. Operating profit (loss)	23,808	71,146	5,161	15,324
III. Profit before income tax	64,650	57,821	14,015	12,454
IV. Net profit attributable to shareholders of parent company	49,796	44,790	10,795	9,647
V. Net cash flows from operating activities	85,161	86,310	18,461	18,590
VI. Net cash flows from investing activities	-34,977	-2,435	-7,582	-524
VII. Net cash flows from financing activities	-38,677	-30,604	-8,384	-6,592
VIII. Change in net cash flows	11,507	53,271	2,494	11,474
IX. Number of shares	8,133,349	8,133,349	8,133,349	8,133,349
X. Earnings (losses) per single share (PLN/EURO)	6.12	5.51	1.33	1.19
XI. Diluted earnings (losses) per single share (PLN/EURO)	6.12	5.51	1.33	1.19
DATA RELATED TO THE FINANCIAL STATEMENT				
XII. Net revenues from sales of products, goods and materials	605,776	546,335	131,319	117,676
XIII. Profit (loss) on operating activities	27,418	12,843	5,944	2,766
XIV. Gross profit (loss)	39,477	69,896	8,558	15,055
XV. Net profit (loss)	7,079	5,949	1,535	1,281
XVI. Net cash flows from operating activities	-9,471	24,302	-2,053	5,234
XVII. Net cash flows from investing activities	-24,879	64,511	-5,393	13,895
XVIII. Net cash flows from financing activities	-24,602	-9,896	-5,333	-2,132
XIX. Total net cash flow	-58,952	78,917	-12,780	16,998
XX. Number of shares	8,133,349	8,133,349	8,133,349	8,133,349

XXI. Earnings (losses) per single share (PLN/EURO)	4.41	10.84	0.96	2.33
XXII. Diluted earnings (losses) per single share (PLN/EURO)	4.41	10.84	0.96	2.33
EQUITIES	30.06.2023	31.12.2022	30.06.2023	31.12.2022
XXIII. Equity attributable to shareholders (consolidated)	1,275,816	1,277,519	286,681	272,398
XXIV. Equity (parent company)	1,041,857	1,054,059	234,109	224,751

Euro exchange rates used for calculation of the selected financial data:
- arithmetical average of NBP average exchange rates as of the end of each month for the period 01.01.2023 to 30.06.2023: 4.613;
- arithmetical average of NBP average exchange rates as of the end of each month for the period 01.01.2022 to 30.06.2022: 4.6427
The balance sheet items were presented based on NBP average exchange rates as of the end of the period:
- 30.06.2023: 4.4503
- 31.12.2022: 4.6899

Equity value (items XXIV and XXV) is presented at the end of 6 months of this year and at the end of the previous financial year.

When presenting selected financial data from the quarterly financial statement, it should be properly described.

Selected financial data from the consolidated balance sheet (consolidated statement regarding the financial situation) or from the balance sheet respectively (statement regarding the financial situation) is presented as of the end of the current quarter and as of the end of the previous year, and this should be properly described.

This report should be presented to the Financial Supervision Authority, the Warsaw Stock Exchange and press agency pursuant to the law.

REPORT INCLUDES:

File	Description
PSr 1 2023 separate.pdf	Condensed interim financial statement of Comarch S.A.
PSr 2023 consolidated.pdf	Condensed interim consolidated financial statement of Comarch Group
PSr 2023 Report regarding activities.pdf	Report of the Management Board regarding activities
The Management Board's Statement regarding the Reliability of Financial Statement.pdf	The Management Board's Statement regarding the Reliability of Financial Statement
Report from review – separate.pdf	Report from review of condensed interim financial statement of Comarch S.A.
Report from review – consolidated.pdf	Report from review of condensed interim consolidated financial statement

SIGNATURES

Date	Name and surname	Position	Signature
2023-08-31	Konrad Tarański	Vice-President of the Management Board	
2023-08-31	Iwona Kasprzyk	Proxy	

COMARCH S.A. CAPITAL GROUP

REPORT OF AN INDEPENDENT EXPERT AUDITOR OF THE REVIEW
OF

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENT
FOR THE PERIOD FROM 01.01.2023-30.06.2023

31.08.2023

REPORT OF AN INDEPENDENT EXPERT AUDITOR OF THE REVIEW

To the General Meeting and the Supervisory Board of Comarch S.A.

Introduction

We have audited the attached condensed interim consolidated financial statement of Comarch Capital Group (hereinafter referred to as the “Capital Group”), in which the parent company is Comarch S.A. (hereinafter referred to as the “Parent Company”) with its registered office at Krakow, al. Jana Pawła II 39a, which consists of: consolidated balance sheet as the 30th of June, 2023, consolidated profit and loss account, consolidated total income statement, consolidated changes in equity, consolidated cash flow for the period from the 1st of January, 2023, to the 30th of June, 2023 and additional information (hereinafter referred to as the “condensed interim consolidated financial statement”).

Responsibility of the Management Board of the Parent Company

The Parent Company’s management is responsible for preparing and presenting the condensed interim consolidated financial statement in accordance with the requirements of the International Accounting Standard 34 *Interim Financial Reporting*, announced in the form of regulations of the European Commission.

Responsibility of the Expert Auditor

We are responsible for formulating the conclusion regarding to the condensed interim consolidated financial statement based on our review.

Scope of the Review

The review was conducted in accordance with the 2410 National Standards for Review Services in the wording of the 2410 International Standards for Review Services, “Review of Interim Financial Information Conducted by the Entity’s Independent Auditor” adopted by a resolution no. 3436/52e/2019 of the National Council of Expert Auditors dated the 8th of April, 2019, with subsequent changes.

The review of the condensed interim consolidated financial statement consists in directing inquiries primarily to those responsible for financial and accounting matters, conducting analytical procedures and other review procedures.

A review has a significantly narrower scope than an audit conducted in accordance with the National Standards for Audit in the wording of the International Standards for Audit adopted by a resolution no. 3430/52e/2019 of the National Council of Expert Auditors dated the 21st of March, 2019 (with subsequent changes). As a result, the review is not sufficient to ensure that all relevant issues that would have been identified during the audit were disclosed. Therefore, we do not express our opinion on the audit of this condensed interim consolidated financial statement.

Conclusion

Based on conducted review, we conclude that nothing has come to our attention, which would lead us to believe that the attached interim condensed consolidated financial statement have not been prepared, in all material respects, in accordance with the requirements of International Accounting Standard 34 “Interim Financial Reporting”, announced in the form of regulations of the European Commission.

Dominik Biel

Key Statutory Auditor

Registration number 13567

conducting review in the name of

UHY ECA Audyt

Spółka z ograniczoną odpowiedzialnością

Entity entered on the list of audit firms under reference number 3886

Warsaw, the 31st of August, 2023

COMARCH



Comarch Group Consolidated Financial Statement for the period 01.01.2023- 30.06.2023

Krakow, the 31st of August, 2023

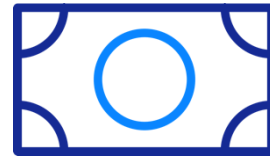
Statement in accordance with the International
Financial Reporting Standards

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over **70** countries on **6** continents
– we carry out projects all over the world



PLN 822.5 million
of sales revenue



PLN 49.8 million
Net profit attributable to the parent Company's
shareholders



> PLN 1.2 billion
Capitalization of Comarch SA on WSE
(the 30th of June, 2023)



6.1%
net margin



6,600+
Professionals employed

Comarch Group Consolidated Financial Statement for the Six Months of 2023

I. Consolidated Balance Sheet

ASSETS	Note	At 30 June 2023	At 31 December 2022
I. NON-CURRENT ASSETS		978,361	976,471
Property, plant and equipment	3.2	676,443	684,642
Right-of-use assets	3.3	89,306	85,296
Investment in real estates	3.4	36,464	37,313
Goodwill	3.5	45,774	45,774
Other intangible assets	3.6	67,731	69,062
Non-current prepayments		4,232	5,942
Other assets at fair value	3.8a	18,961	9,723
Other investments		1,293	1,249
Deferred income tax assets	3.9	31,459	30,452
Other receivables		6,698	7,018
II. CURRENT ASSETS		1,216,240	1,295,511
Inventories	3.10	105,883	85,947
Trade and other receivables	3.11	433,114	535,309
Current income tax receivables		4,984	6,792
Long-term contracts receivables	3.12	164,592	166,811
Available-for-sale financial assets	3.7	66	27
Other financial assets at fair value – derivative financial instruments	3.8a	12,427	2,327
Cash and cash equivalents		495,174	498,298
III. ASSETS HELD FOR SALE		-	-
TOTAL ASSETS		2,194,601	2,271,982

EQUITY AND LIABILITIES	Note	At 30 June 2023	At 31 December 2022
I. EQUITY		1,276,196	1,279,690
Capital and reserves attributable to the company's equity holders		1,275,816	1,277,519
Share capital	3.13	8,133	8,133
Reserve capital from sales of shares above the nominal value		84,446	84,446
Other capitals		58,595	58,595
Exchange differences		35,564	54,530
Retained earnings and net profit for the current period		1,089,078	1,071,815
Equities attributable to non-controlling interests		380	2,171
II. LIABILITIES		918,405	992,292
Non-current liabilities		237,884	256,283
Credit and loans	3.14	106,731	127,475
Other financial liabilities	3.16	-	-
Other liabilities		394	436
Liabilities due to lease	3.15	71,259	70,227
Financial liabilities at fair value – derivative financial instruments	3.8b	-	2,176
Provision for deferred income tax	3.9	55,651	52,720
Provisions for other liabilities and charges	3.17	3,849	3,249
Current liabilities		680,521	736,009
Trade and other payables	3.18	276,146	277,732
Current income tax liabilities		23,740	27,484
Long-term contracts liabilities	3.12	125,577	145,999
Credit and loans	3.14	35,921	44,732
Liabilities due to lease	3.15	21,996	21,099
Financial liabilities at fair value – derivative financial instruments	3.8b	-	5,199
Other financial liabilities	3.16	32,533	-
Provisions for other liabilities and charges	3.17	164,608	213,764
TOTAL EQUITY AND LIABILITIES		2,194,601	2,271,982

II. Consolidated Income Statement

	Note	Q2 2023*	6 months of 2023	Q2 2022	6 months of 2022
Revenue		394,925	822,530	426,323	842,667
Costs of products, services, goods and materials sold		(317,642)	(656,915)	(328,350)	(628,948)
Gross profit		77,283	165,615	97,973	213,719
Other operating income		13,930	20,853	13,453	18,867
Sales and marketing costs		(47,571)	(88,111)	(46,823)	(83,913)
Administrative expenses		(29,919)	(60,770)	(27,385)	(59,178)
Other operating expenses		(9,191)	(13,779)	(8,888)	(18,349)
Operating profit		4,532	23,808	28,330	71,146
Finance revenue / (costs) - net		30,307	41,095	(13,865)	(13,325)
Share of profit of associates		(254)	(253)	-	-
Profit before income tax		34,585	64,650	14,465	57,821
Income tax expense		(7,686)	(16,647)	(4,956)	(17,181)
Net profit for the period		26,899	48,003	9,509	40,640
Net profit attributable to Shareholders of the parent company		26,740	49,796	12,351	44,790
Net profit / (loss) attributable to interests not entitled to control		159	(1,793)	(2,842)	(4,150)
Earnings per share for profit attributable to the shareholders of the parent company during the period (expressed in PLN per share)					
– basic	3.23		6.12		5.51
– diluted	3.23		6.12		5.51

*) Data for the second quarter of 2023 were calculated by subtraction of the data presented by the Group in the report for the first quarter of 2023 from the data for the first half of 2022 (reviewed).

III. Total Income Consolidated Statement

	Q2 2023*	6 months of 2023	Q2 2022	6 months of 2022
Net profit for the period	26,899	48,003	9,509	40,640
Other total income				
Exchange differences from recalculation of subsidiaries	(14,954)	(18,964)	11,492	15,114
Total other total income	(14,954)	(18,964)	11,492	15,114
Sum of total income for the period	11,945	29,039	21,001	55,754
Attributable to the parent company shareholders	11,785	30,830	23,846	59,907
Attributable to the interests not entitled to control	160	(1,791)	(2,845)	(4,153)

*) Data for the second quarter of 2023 were calculated by subtraction of the data presented by the Group in the report for the first quarter of 2023 from the data for the first half of 2022 (reviewed).

IV. Consolidated Statement of Changes in Shareholders' Equity

	Attributable to the shareholders of the parent company					Capitals attributable to non-controlling interests	Total equity
	Share capital	Reserve capital from sales of shares above the nominal value net	Other capitals	Share capital	Reserve capital from sales of shares above the nominal value	Other capitals	Share capital
Balance at 1 January 2022	8,133	84,446	58,595	38,238	996,500	11,450	1,197,362
Dividend paid	-	-	-	-	(32,533)	-	(32,533)
Currency translation differences ⁽¹⁾	-	-	-	15,117	-	(3)	15,114
Profit for the period ⁽²⁾	-	-	-	-	44,790	(4,150)	40,640
Total income recognised in equity ⁽¹⁺²⁾	-	-	-	15,117	44,790	(4,153)	55,754
Balance at 30 June 2022	8,133	84,446	58,595	53,355	1,008,757	7,297	1,220,583
Balance at 1 January 2023	8,133	84,446	58,595	54,530	1,071,815	2,171	1,279,690
Dividend paid	-	-	-	-	(32,533)	-	(32,533)
Currency translation differences ⁽¹⁾	-	-	-	(18,966)	-	2	(18,964)
Profit for the period ⁽²⁾	-	-	-	-	49,796	(1,793)	48,003
Total income recognised in equity ⁽¹⁺²⁾	-	-	-	(18,966)	49,796	(1,791)	29,039
Balance at 30 June 2023	8,133	84,446	58,595	35,564	1,089,078	380	1,276,196

*) Dividend in the amount of PLN 32,533 thousand applies to Comarch S.A. and was paid outside the Comarch Group in July 2023.

V. Consolidated Cash Flow Statement

	6 months of 2023	6 months of 2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Net profit	48,003	40,640
Total adjustments	54,067	80,184
Depreciation	45,617	46,503
Profit (loss) from foreign exchange differences	(288)	3,804
Interest and profit sharing (dividends)	1,804	472
Profit (loss) on investing activities	(28,685)	(18,842)
Change in inventories	(19,155)	(23,339)
Change in receivables	120,069	116,193
Change in liabilities and provisions excluding credits and loans	(65,295)	(44,607)
Net profit less total adjustments	102,070	120,824
Income tax paid	(16,909)	(34,514)
Net cash generated (used) in operating activities	85,161	86,310
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property, plant and equipment	(32,971)	(70,116)
Proceeds from sale of property, plant and equipment	574	14,427
Purchases of intangible assets	(6,339)	(17,476)
Proceeds from disposal of investment in intangible assets	275	487
Expenses for purchase of financial assets	-	-
Expenses for investment in real estates	(18)	(4)
Repayment of granted loans	-	-
Interest on granted loans	690	75
Proceeds from financial instruments	2,812	1,632
Expenses for financial instruments	-	(4,527)
Proceeds from financial assets	-	73,067
Net cash generated (used) in investing activities	(34,977)	(2,435)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from credits and loans	2,475	9,661
Repayments of credits and loans	(24,247)	(26,630)
Interest on credits and loans	(2,253)	(965)
Dividends and other payments to owner's distribution	-	-
Payment of leasing liabilities	(14,452)	(12,842)
Other financial proceeds	-	220
Other financial expenses	(200)	(48)
Net cash generated (used) in financing activities	(38,677)	(30,604)
Net change in cash, cash equivalents and bank overdrafts	11,507	53,271

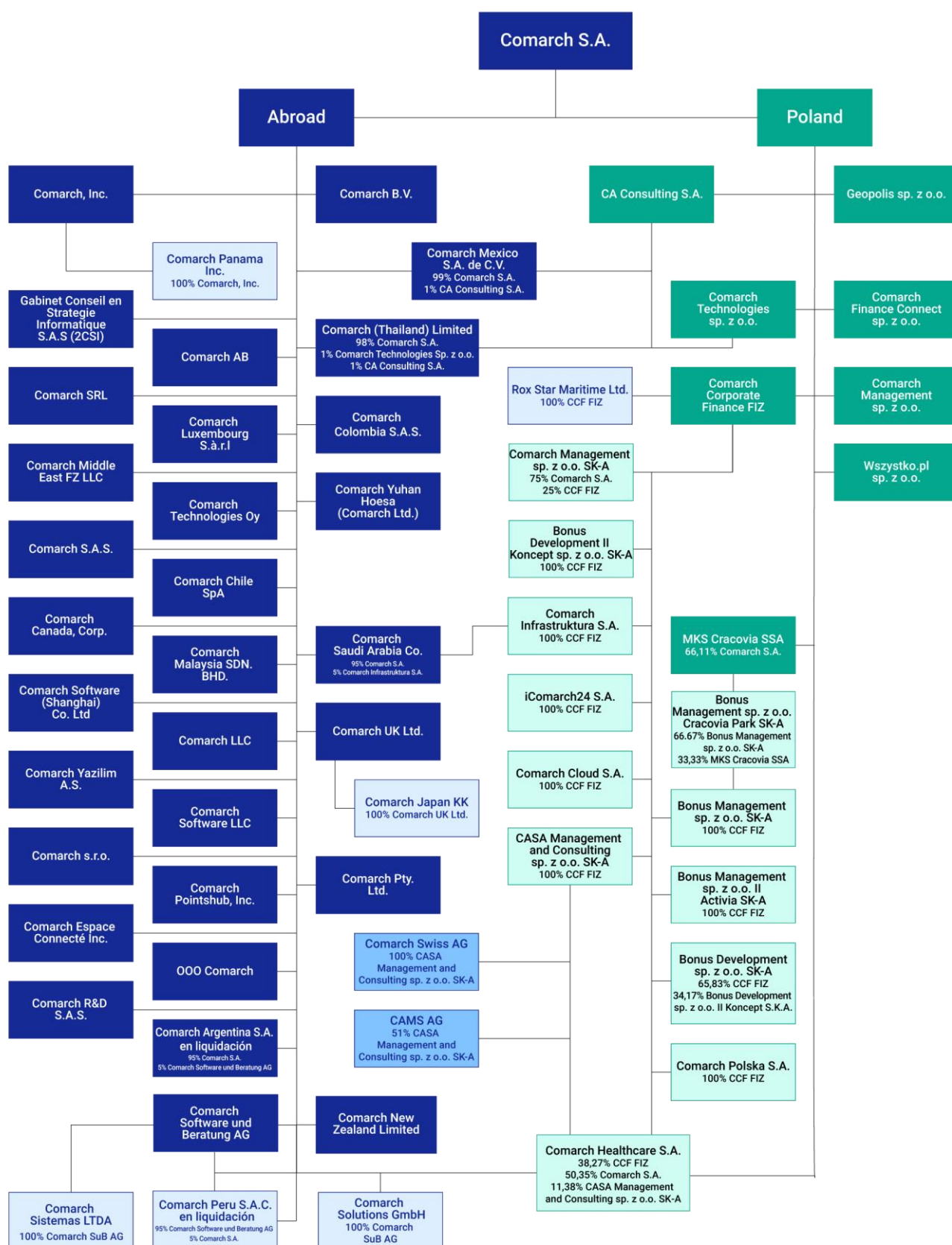
Cash, cash equivalents and bank overdrafts at beginning of the period	498,187	437,782
Positive (negative) exchange differences in cash and bank overdrafts	(14,726)	12,287
Cash, cash equivalents and bank overdrafts at end of the period	494,968	503,340
including limited disposal	5,877	4,049

VI. Supplementary Information

1. Information about Comarch Group Structure and Activities

The basic activities of the Comarch Group (the "Group"), in which Comarch S.A. with its registered office in Krakow at Al. Jana Pawła II 39 A is the parent company, include activity related to software, PKD 62.01.Z. The registration court for Comarch S.A. is the District Court for Krakow Śródmieście in Krakow, The Eleventh Economic Division of the National Court Register. The company's KRS number is 0000057567. Comarch S.A. holds the dominant share in the Comarch Group regarding realised revenue, value of assets and number and volume of executed contracts. Comarch S.A. shares are admitted to public trading on the Warsaw Stock Exchange. The duration of the parent company is not limited.

1.1. Organizational Structure of Comarch Group



100% Comarch S.A., unless otherwise indicated

On the 30th of June, 2023, associate of the parent company was:

- SolInteractive S.A. in liquidation with its registered office in Krakow in Poland (16.10% votes held by CCF FIZ, 11.27% held by Bonus Management sp. z o.o. Activia SK-A).

On the 11th of April, 2022 the general meeting of SolInteractive S.A. adopted a resolution to dissolve the company and appoint a liquidator to liquidate the company. The process of liquidation of the company is ongoing.

The associated company is not consolidated and its shares, valued with equity method, are zero as at 30th of June, 2023.

1.2. Activities Structure in the Comarch Group

The structure of activities of the Comarch Group is as follows:

- The parent company Comarch S.A. acquires the majority of contracts and in large part executes them,
- Companies Comarch S.A.S., Comarch R&D S.A.S., Comarch Luxembourg S.à r.l., Comarch Inc., Comarch Panama Inc., Comarch Canada, Corp., Comarch Middle East FZ-LLC, Comarch LLC, Comarch Technologies Oy, Comarch UK Ltd., Comarch Chile SpA, Comarch Sistemas LTDA, Comarch Yazilim A.S., Comarch SRL, Comarch Malaysia SDN. BHD., Comarch AB, Comarch Colombia S.A.S., Comarch Japan KK, Comarch Saudi Arabia Co., Comarch Mexico S.A. de C.V., Comarch Yuhan Hoesa (Comarch Ltd.), Comarch (Thailand) Limited, Comarch BV, Comarch Software (Shanghai) Co. Ltd, Comarch Pty. LTD., Comarch New Zealand Limited i LLC „Comarch Software” acquire IT contracts in foreign markets and execute them in their entirety or in part,
- Company Comarch Software und Beratung AG acquire IT contracts in foreign markets and execute them in their entirety or in part, and is an important provider of ERP and an integrator of IT solutions in Germany. Comarch Solutions GmbH are identical as activities of Comarch Software und Beratung AG,
- Comarch Swiss AG sells and implements Comarch IT solutions, especially ERP and ECM on the Swiss market,
- Cabinet Conseil En Strategie Informatique S.A.S. (2CSI) provides IT solutions and services for medical entities on the French market,
- OOO Comarch has been dealing with the sale and implementation of Comarch products in Russia and support for IT systems delivered to clients, currently runs no operations,
- Comarch Polska S.A. acquires IT contracts in domestic markets mainly in the public sector and executes them in their entirety or in part,
- Comarch Technologies sp. z o.o. is responsible for the development of technologies related to the design and production of electronic devices and software,
- CA Consulting S.A. conduct data communications relating to the provision of IT and consulting services for the own needs of the Comarch S.A. and for Comarch’s contractor,
- Comarch Cloud S.A., acquire IT contracts in domestic markets and execute them in their entirety or in part,

- Comarch Corporate Finance Fundusz Inwestycyjny Zamknięty conducts investment activities, through its subsidiaries, in the scope of new technologies and services, as well as investment activities on capital market,
- Comarch Management sp. z o.o., Comarch Management sp. z o.o. SK-A, CASA Management and Consulting sp. z o.o. SK-A, Bonus Management sp. z o.o. SK-A and Bonus Management sp. z o.o. Il Activia SK-A, Comarch Pointshub, Inc. conduct investment activities on capital market and activities related to IT,
- The subject matter of activities of Bonus Development sp. z o.o. SK-A and Bonus Development sp. z o.o. Il Koncept SK-A development and investment activity in the real estates,
- Comarch Healthcare S.A. produces and sells IT software related to medicine, provides medical and diagnostic services, as well as produces and provides complex IT solutions for medicine,
- Comarch Infrastruktura S.A. offers services related to Data Centre and IT services outsourcing,
- iComarch24 S.A. conducts IT projects related to e-accounting and e-trading, as well as provides accounting services for domestic subsidiaries in the Comarch Group,
- MKS Cracovia SSA conducts sports activities and promotes physical education,
- „Bonus Management spółka z ograniczoną odpowiedzialnością” Cracovia Park SK-A conducts investment activities related to sport, wellness and recreation,
- Rox Star Maritime Ltd. conducts activities related to tourist services,
- Comarch Finance Connect sp. z o.o. conducts activities in the field of services related to the financial market,
- Wszystko.pl sp. z o.o. conducts preparations for the launch of an e-commerce portal under the name Wszystko.pl,
- Geopolis sp. z o.o., Comarch s.r.o., Comarch Espace Connecté Inc., Comarch Argentina S.A. en liquidación, Comarch Peru S.A.C. en liquidación oraz CAMS AG are currently not operating.

1.3. Changes in Ownership and Organizational Structure in H1 2023

- On the 4th of January, 2023, an increase in the share capital of Comarch Finance Connect sp. z o.o. was registered from PLN 205,000 to PLN 1,000,000 i.e. of PLN 795,000 by creating 15,900 new shares with a nominal value of PLN 50 each.
- On the 11th of January, 2023, the Extraordinary Meeting of Shareholders of Comarch Finance Connect sp. z o. o. adopted a resolution to increase the share capital of the company by PLN 3,000,000 by creating 60,000 new shares with a nominal value of PLN 50 each. The shares were acquired by the shareholder Comarch Finance Connect Sp. z o. o. , i.e. Comarch S. A. and have been paid on the 12th of January, 2023. After registration of the above increase, the company has a share capital of PLN 4,000,000 which is divided into 80,000 shares, each of PLN 50 each.
- On the 31st of March, 2023, an increase in the share capital of Comarch Colombia SAS by COP 2.5 billion (PLN 2,310,000 at the exchange rate of the 31st of March, 2023) was passed. As a result of this transaction, the company's share capital amounts to COP 5,694,638,000 (PLN 5,261,845.51 at the exchange rate of the 31st of March, 2023).

- On the 28th of April, 2023, an increase in the share capital of Wszystko.pl sp. z o. o. was registered from PLN 1,530,000 to PLN 3,630,000, i.e. of PLN 2,100,000 by creating 3,500 new shares with a nominal value of PLN 600 each.
- On the 1st of June, 2023, a resolution was adopted to increase the capital in Comarch SRL by EUR 1,188,000 (i.e. PLN 5,383,065.60 at the exchange rate of the 1st of June, 2023) to cover the loss. Comarch S.A. transferred the entire amount. At the same time, the share capital was reduced by EUR 400,000 (i.e. PLN 1,812,480 at the exchange rate of the 1st of June, 2023), moving it to the loss from previous years. As a result of these operations, the loss from previous years was reduced in total by EUR 1,587,835 (i.e. PLN 7,194,797.95 at the exchange rate of the 1st of June, 2023) and the share capital currently amounts to EUR 500,000 (i.e. PLN 2,265,600 according to the exchange rate of the 1st of June, 2023).
- On the 30th of June, 2023, by virtue of a resolution of the general meeting of shareholders, the liquidation of Comarch Argentina S.A. was opened. Therefore, starting from this date, the company is obliged to use the designation "en liquidación" in all documents and correspondence, and therefore the full name of the company is currently: Comarch Argentina S.A. en liquidación.
- On the 30th of June, 2023, an agreement was signed for the sale of shares in Comarch Healthcare S.A. by Comarch Software und Beratung AG to Comarch S.A. As a result of the transaction, Comarch Software und Beratung AG sold to Comarch S.A. block of 4,000,000 shares (33.02%) Comarch Healthcare S.A. for the price of EUR 5,681,876.45 (i.e. PLN 25,286,054.77 at the exchange rate of the 30th of June, 2023). The payment is to be made by the 30th of June, 2024.

1.4. Changes in Ownership and Organizational Structure after the Balance Sheet Date

- On the 17th of July, 2023, the share capital of Comarch R&D S.A.S. was increased from EUR 7,500 (i.e. PLN 33,390 at the exchange rate of the 17th of July, 2023) by EUR 1,500,000 (i.e. PLN 6,678,000 at the exchange rate of the 17th of July, 2023) by issuing 150,000 shares with a value of EUR 10 (i.e. PLN 44.52 at the exchange rate of the 17th of July, 2023) each. Shares taken up in full by Comarch S.A. As a result of the above transaction, the share capital of Comarch R&D S.A.S. amounts to EUR 1,507,500 (i.e. PLN 6,711,390 at the exchange rate of the 17th of July, 2023).
- On the 19th of July, 2023, an agreement was concluded for the acquisition of shares by Comarch Corporate Investment Fund Closed in the increased share capital of Comarch Healthcare S.A. The capital increase was effected through the issue of 1,587,000 shares with a nominal value of PLN 1 per share and an issue price of PLN 6.30. The surplus over the nominal value, i.e. PLN 8,411,100, was transferred to supplementary capital. The capital was paid up on the 24th of July, 2023. As at the date of publication of this report, the increase was not registered in the relevant register.
- On the 25th of July, 2023, an increase in the share capital to PLN 4,000,000 was registered in Comarch Finance Connect Sp. z o. o.

2. Description of the Applied Accounting Principles

This unaudited Condensed Interim Consolidated Financial Statement of Comarch Group for the six months ended the 30th of June, 2023, and comparable data (the "Interim Consolidated Financial Statement") are prepared in accordance with International Accounting Standard ("IAS") 34 and with all accounting standards applicable to interim financial reporting adopted by the European Union, issued and effective as at the date of preparing the Condensed Interim Consolidated Financial Statement.

This Interim Consolidated Financial Statement for the six months ended the 30th of June, 2023 does not include all information and disclosures that are obligatory in annual financial statements, therefore should be read in conjunction with the audited Comarch Group IFRS Consolidated Financial Statement for the year ended the 31st of December, 2022 ("the IFRS Consolidated Financial Statement").

The Interim Consolidated Financial Statement for the three months ended the 30th of June, 2023, includes the consolidated balance sheet, consolidated income statement, total income consolidated statement, consolidated statement of changes in shareholders' equity, consolidated cash flow statement and selected explanatory notes.

In the Interim Financial Statements, costs that arise unevenly in the financial year are included or deferred only if the above costs should be included or deferred at the end of the financial year.

This Interim Consolidated Financial Statement for the six months ended the 30th of June, 2023, is prepared in thousands of Polish zloty ("PLN") and was authorized for issuance by the Management Board on the 31st of August, 2023.

Interpretations to standards applied in 2019 for the first time and continued in the next years

■ MSSF 16 Leasing

The IFRS 16 standard was published on the 13th of January, 2016, and is effective for annual periods beginning on or after the 1st of January, 2019, or later.

The Comarch Group plans to implement the application of the IFRS 16 standard retrospectively, with the combined effect of the first application of IFRS 16 recognized as at the 1st of January, 2019, without restatement of comparative data.

The Comarch Group analyses all concluded contracts in terms of meeting the criteria for considering them as leasing contracts according to IFRS 16. The Comarch Group to among the leasing contracts subject to IFRS 16 includes lease agreements for buildings and office space, the right of perpetual usufruct of land, leasing of means of transport and leasing of computer equipment.

For contracts concluded for a definite period, the Comarch Group has adopted a lease period consistent with the lease agreement period, unless circumstances indicating the use of the option of extension or termination were known. Contracts concluded for an indefinite period with a notice period shorter than 12 months are not subject to measurement according to IFRS 16 (except for the agreement for lease of the stadium in Krakow at street Kałuży 1, which was valued according to IFRS 16 due to the strategic nature of rented property, and for which the Comarch Group accepts a 5 years lease period). The estimated value of liabilities resulting from other agreements concluded for an indefinite period for a period of 12 months amounts to approx. PLN 1,317 thousand. Contracts of lease for an indefinite period with a notice period longer than 12 months the Comarch Group has not identified.

In accordance with the IFRS 16 Leasing standard, the Comarch Group has implemented uniform accounting principles that require lessees to recognize assets and liabilities for all lease agreements, taking into account the exceptions listed in the standard. The Comarch Group recognizes the right to use the asset together with an appropriate leasing liability determined in the amount of discounted future payments during the lease term. Instead of the previously included in the costs of the basic activity of fees for the use of leased assets,

depreciation calculated on the value of the asset due to the right of use was introduced. Depreciation is allocated according to production costs, overheads or selling costs. Instead of the interest paid on the current leasing instalments included in the financial costs, interest accrued on the leasing liability was introduced. Assets due to the right of use are amortized on a straight-line basis, whereas lease liabilities settled by the effective interest rate (the lesser interest rate of the lessee).

The lessee's marginal interest rate for a given leasing contract was determined as the sum of the risk-free rate depending on the currency and leasing period, the credit margin adjustment and the specific adjustment for the leased asset. The level of marginal interest rates applied by the Comarch Group is between 1.3% and 10.01%.

The implementation of IFRS 16 will have an impact on financial ratios calculated on the basis of the Comarch Group's financial statements, including those that are covenants in loan agreements concluded by the Comarch Group. The Comarch Group has excluded the impact of changes resulting from the implementation of IFRS 16 on the calculation of covenants in all loan agreements. The Management Board of the Comarch Group informs that it does not see any risk of exceeding the admissible values of covenants resulting from loan agreements concluded by the Comarch Group also in a situation when the data taking into account the application of IFRS 16 were used to calculate the value of covenants.

As at the balance sheet date, the 30th of June, 2023, the value of the right to use assets in the Comarch Group amounted to PLN 89,306 thousand and the value of lease liabilities PLN 93,255 thousand. The value of depreciation from the asset due to the right of use in the first half of 2023 amounted to PLN 11,981 thousand. The value of interest on leasing liabilities the first half of 2023 amounted to PLN 1,590 thousand.

Impact of the application of IFRS 16 on the Comarch Group's financial statements Comarch

	At 30 June 2023 – published data	At 30 June 2023 – without IFRS 16
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IMPACT ON THE BALANCE SHEET

Total assets	2,194,601	2,105,295
Fixed assets	978,361	889,055
Including: Asset due to the right of use	89,306	-
Total Liabilities	2,194,601	2,105,295
Total liabilities, including:	918,405	825,150
Long-term liabilities	237,884	166,625
Current liabilities	680,521	658,525
Including: Lease liabilities, including:	93,255	-
Long-term liabilities	71,259	-
Current liabilities	21,996	-

Equity attributable to the Company's shareholders	1,275,816	1,334,550
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IMPACT ON THE PROFIT AND LOSS ACCOUNT

Depreciation	45,617	33,636
Including depreciation of the right to use	11,981	-
Net profit	48,003	45,922
Net profit attributable to the company's shareholders	49,796	47,715

IMPACT ON THE CASH FLOW

Total cash flow	11,507	11,507
Net cash flow from operating activities	85,161	70,709
Net cash flow from investing activities	(34,977)	(34,977)
Net cash flow from financing activities	(38,677)	(24,225)

Depreciation of assets under the right of use

	6 months of 2023	6 months of 2022
Leasing of means of transport and computer equipment	447	420
Rent	11,335	10,104
Perpetual usufruct	199	196
Depreciation of assets under the right of use	11,981	10,720

The Comarch Group uses two simplifications regarding classifying the contract as a lease agreement by IFRS 16. The Comarch Group excluded from the valuation by IFRS 16 short-term contracts and agreements on low-value assets, i.e. with an initial value not exceeding USD 5,000. The use of the above simplifications by the Company obliges it to apply them throughout the standard's validity period. The applied simplifications are documented with appropriate accounting policy provisions. The cost related to contracts for short-term leasing and leasing of low-value assets in the period of the six months of 2023 amounted to approx. PLN 153 thousand.

Standards and interpretations that have already been published and approved by the EU and entered into force on the 1st of January, 2022, or later

The following amendments to existing standards published by the International Accounting Standards Board ("IASB") and approved by the EU and entered into force in 2022:

- **Amendments to IFRS 1 "First-time Adoption of International Financial Reporting Standards"**

Amendments resulting from the review of IFRS 2018–2020: Subsidiary applying IFRS for the first time - applicable to annual periods beginning on or after the 1st of January, 2022.

- **Amendments to IFRS 3 "Business Combinations"**

Update of references to the Conceptual Assumptions - applicable to annual periods beginning on or after the 1st of January 1, 2022.

- **Amendments to IFRS 9 "Financial Instruments"**

Changes resulting from the review of IFRS 2018–2020: Fees under the 10% test on derecognition of financial liabilities - applicable to annual periods beginning on or after the 1st of January, 2022

- **Amendments to IAS 16 "Property, plant and equipment"**

Revenue achieved before putting into use - applicable for annual periods beginning on or after the 1st of January, 2022.

- **Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets**

Contracts giving rise to charges – costs of fulfilling contractual obligations – applicable for annual periods beginning on or after the 1st of January, 2022.

- **Amendments to IAS 41 "Agriculture"**

Changes resulting from the revision of IFRS 2018-2020: Taxation in Fair Value Measurement - applicable for annual periods beginning on or after the 1st of January, 2022.

The changes have no material impact on the financial statements of the Comarch Group.

The new standards and amendments published and entered into force after the 1st of January, 2023

The following Standards and Interpretations have been issued by the International Accounting Standards Board or the International Financial Reporting Interpretations Committee were approved for use after the 1st of January, 2023.

- **IFRS 17 Insurance contracts and amendments to this standard** – first-time application of IFRS 17 and IFRS 9 – Comparative Information – as approved by the EU – applicable for annual periods beginning on or after the 1st of January, 2023.
- **Amendments to IAS 1 "Presentation of Financial Statements" and IFRS Board Guidance on Disclosures of Accounting Policies in Practice** – materiality for accounting policies - approved by the EU - requirement to disclose material information on accounting policies - applicable for annual periods beginning on or after the 1st of January, 2023.
- **Amendments to IAS 8 „Accounting Policies, Changes in Estimates and Correction of Errors"** – the definition of estimates - approved by the EU - applicable for annual periods starting on or after the 1st of January, 2023.
- **Amendments to IAS 12 „Income Taxes"** – deferred tax on assets and liabilities arising from a single transaction - approved by the EU - applicable for annual periods beginning on or after the 1st of January, 2023.

These changes did not have a significant impact on the Comarch Group's financial statement.

The new standards and amendments published but have not entered into force

- **Amendments to IFRS 16 Leasing** – lease liabilities in sales and leaseback transactions, as of the date of publication of these annual accounts, not approved by the EU, applicable for annual periods beginning on or after the 1st of January, 2024.
- **Amendments to IAS 1 „Presentation of Financial Statements”** – the classification of liabilities as short-term and long-term – as at the date of publication of these annual accounts not approved for use by the EU – applicable for annual periods beginning on or after the 1st of January, 2024.

The dates of entry into force are the dates resulting from the content of the standards promulgated by the Council for Foreign Affairs. International Financial Reporting. The dates of application of the standards in the European Union may differ from the dates of application resulting from the content of the standards and are announced at the time of approval for use by the European Union. The Group has not opted for the prior application of any standard, interpretation or amendment that has been published but has not yet entered into force. In the Group's view, these changes will not have a significant impact on its financial statements

The consolidated financial statement of the Comarch Group for the six months ended the 30th of June, 2023, comprises the financial statements of the following companies:

Company name	Relationship	Consolidation method	% held by Comarch S.A. in a subsidiary's share capital
Comarch S.A.	Parent company	Full	
Comarch Sistemas LTDA	Subsidiary	Full	100% held by Comarch Software und Beratung AG
Comarch Peru S.A.C. en liquidación	Subsidiary	Full	95% held by Comarch Software und Beratung AG, 5% held by Comarch S.A.
Comarch Software und Beratung AG	Subsidiary	Full	100%
Comarch Solutions GmbH	Subsidiary	Full	100% held by Comarch Software und Beratung AG
Comarch S.A.S.	Subsidiary	Full	100%
Comarch R&D S.A.S.	Subsidiary	Full	100%
Comarch Luxembourg S.à r.l.	Subsidiary	Full	100%
Comarch Inc.	Subsidiary	Full	100%
Comarch Panama Inc.	Subsidiary	Full	100% held by Comarch Inc.
Comarch Canada, Corp.	Subsidiary	Full	100%
Comarch Espace Connecté Inc.	Subsidiary	Full	100%
Comarch Middle East FZ-LLC	Subsidiary	Full	100%
Comarch LLC	Subsidiary	Full	100%
OOO Comarch	Subsidiary	Full	100%
Comarch Software (Shanghai) Co. Ltd.	Subsidiary	Full	100%
Comarch Technologies Oy	Subsidiary	Full	100%
Comarch UK Ltd.	Subsidiary	Full	100%
Comarch Japan KK	Subsidiary	Full	100% held by Comarch UK Ltd.
Comarch Chile SpA	Subsidiary	Full	100%

Comarch Colombia S.A.S.	Subsidiary	Full	100%
Comarch Yazilim A.S.	Subsidiary	Full	100%
Comarch SRL	Subsidiary	Full	100%
Comarch Malaysia SDN. BHD.	Subsidiary	Full	100%
Comarch s.r.o.	Subsidiary	Full	100%
Comarch Pointshub, Inc.	Subsidiary	Full	100%
Comarch AB	Subsidiary	Full	100%
Comarch Argentina S.A. en liquidación	Subsidiary	Full	95% held by Comarch S.A., 5% held by Comarch Software und Beratung AG*
Comarch Saudi Arabia Co.	Subsidiary	Full	95% held by Comarch S.A., 5% held by Comarch Infrastruktura S.A.
Comarch Mexico S.A. de C.V.	Subsidiary	Full	99% held by Comarch S.A., 1% held by CA Consulting S.A.
Comarch Yuhan Hoesa (Comarch Ltd.)	Subsidiary	Full	100%
Comarch (Thailand) Limited	Subsidiary	Full	98% held by Comarch S.A., 1% held by CA Consulting S.A., 1% held by Comarch Technologies sp. z o.o.
Comarch BV	Subsidiary	Full	100%
Comarch Pty. LTD	Subsidiary	Full	100%
Cabinet Conseil en Strategie Informatique S.A.S.	Subsidiary	Full	100%
Comarch New Zealand Limited	Subsidiary	Full	100%
LLC "Comarch Software"	Subsidiary	Full	100%
Comarch Technologies sp. z o.o.	Subsidiary	Full	100%
CA Consulting S.A.	Subsidiary	Full	100%
Geopolis sp. z o.o.	Subsidiary	Full	100%
Wszystko.pl sp. z o.o.	Subsidiary	Full	100%
Comarch Management sp. z o.o.	Subsidiary	Full	100%
Comarch Corporate Finance Fundusz Inwestycyjny Zamknięty	Subsidiary	Full	100% of total number of investment certificates,
Comarch Management sp. z o.o. SK-A	Subsidiary	Full	26.45% held by Comarch S.A., 8.82% held by CCF FIZ, 64.73% purchased by Comarch Management sp. z o.o. SK-A to be redeemed
Bonus Management sp. z o.o. SK-A	Subsidiary	Full	100% held by CCF FIZ
"Bonus Management sp. z o.o." Cracovia Park SK-A	Subsidiary	Full	50% held by Bonus Management sp. z o.o. SK-A, 50% held by MKS Cracovia SSA
Bonus Development sp. z o.o. SK-A	Subsidiary	Full	65.52% held by CCF, 34.48% held by Bonus Development sp. z o.o. II Koncept S.K.A.
Bonus Management sp. z o.o. II Activia SK-A	Subsidiary	Full	100% held by CCF FIZ
Bonus Development sp. z o.o. II Koncept SK-A	Subsidiary	Full	100% held by CCF FIZ

Rox Star Maritime Limited	Subsidiary	Full	100% held by CCF FIZ
Comarch Healthcare S.A.	Subsidiary	Full	50,35% held by Comarch S.A. 38,27% held by CCF FIZ 11,38% held by CASA Management and Consulting sp. z o.o. SKA
Comarch Polska S.A.	Subsidiary	Full	100% held by CCF FIZ
Comarch Cloud S.A.	Subsidiary	Full	100% held by CCF FIZ
Comarch Infrastruktura S.A.	Subsidiary	Full	100% held by CCF FIZ
iComarch24 S.A.	Subsidiary	Full	100% held by CCF FIZ
CASA Management and Consulting sp. z o.o. SK-A	Subsidiary	Full	100% held by CCF FIZ
Comarch Swiss AG	Subsidiary	Full	100% held by CASA Management and Consulting sp. z o.o. SK-A
CAMS AG	Subsidiary	Full	51% held by CASA Management and Consulting sp. z o.o. SK-A
Comarch Finance Connect sp. z o.o.	Subsidiary	Full	100%
MKS Cracovia SSA	Subsidiary	Full	66.11%

3. Notes to the Consolidated Financial Statement

3.1. Reporting by Segments for the Six Months of 2023

In the Comarch Group, business segments are basic type of operating segments, and geographical segments are the supplementary type of operating segments. The operations of Comarch's subsidiary units comprise the following types of activities:

- the sale of IT systems and services, including production of software for medicine sector, as well as sales of IT hardware (hereinafter referred to as the "IT segment"),
- professional sports (hereinafter referred to as the "Sport segment"; MKS Cracovia SSA,
- investment activity on capital market and activity in relation with real estate investment, (hereinafter referred to as the "Investment segment"),
- activity in relation to medical services (hereinafter referred to as the "Medicine segment").

IT Segment has a dominant share in sales revenue, profits and assets. IT Segment is divided into the DACH (Germany, Austria and Switzerland) market, Polish market and other markets according to the specific character of the activity in the segment.

Due to the geographical business division, the Comarch Group defines the following market segments: Poland, DACH region (Germany, Austria, and Switzerland) and other countries. The Sport Segment, Medicine Segment and Investment Segment operate exclusively on Polish territory. Due to the fact that only the IT Segment operates abroad and, at the same time, costs incurred in the IT segment are largely common for export and domestic sales, it is pointless to define separate results for export and domestic activities.

The Comarch Group's sales is highly diversified and there is no dependency on a single customer. Within the six months of 2023 the share of none of the customer exceeded 10% of total sales of the Comarch Group. Over 2022, Comarch Group revenue structure was as follows: 23% of annual sales were achieved in the first quarter, 23% in the second quarter, 25% in the third quarter and 29% in the fourth quarter. Over 2023, the Comarch Group expects the distribution of sales revenue similar to that of 2022.

6 months of 2022	Polish market	IT Segment DACH market	Other markets	Investment Segment	Sport Segment	Medicine Segment	Eliminations	Total
Revenue per segment-sales to external clients, including:	420,778	138,840	247,863	11,878	13,953	14,897	-	848,209
Revenue from sales::	455,636	137,535	220,360	1,714	13,022	14,400	-	842,667
to customers in Telecommunication, Media, IT sector	83,227	31,139	81,922	-	-	-	-	196,288
to customers in Finance and Banking sector	84,627	16,418	20,357	-	-	-	-	121,402
to customers in Trade and services sector	36,238	8,905	77,408	-	-	-	-	122,551
to customers in Industry&Utilities	49,155	27,833	34,315	-	-	-	-	111,303
to customers in Public sector	61,695	-	2	-	-	-	-	61,697
to customers in small and medium enterprises sector	129,825	53,233	-	-	-	-	-	183,058
to customers in Medicine sector	10,446	-	4,097	-	-	14,400	-	28,943
to other customers	423	7	2,259	1,714	13,022	-	-	17,425
Other operating revenue	(5,169)	472	11,538	10,228	1,314	484	-	18,867
Finance revenue	(29,689)	833	15,965	(64)	(383)	13	-	(13,325)
Revenue per segment - sales to other segments	227,348	13,978	24,717	4,528	4,110	-	(274,681)	-
Revenue per segment - total *	648,126	152,818	272,580	16,406	18,063	14,897	(274,681)	848,209
Costs per segment relating to sales to external clients	404,438	139,951	207,188	2,005	25,016	11,790	-	790,388
Costs per segment relating to sales to other segments	227,348	13,978	24,717	4,528	4,110	-	(274,681)	-
Costs per segment - total *	631,786	153,929	231,905	6,533	29,126	11,790	(274,681)	790,388
Current taxes	(10,760)	(1,335)	(6,639)	(1,010)	-	-	-	(19,744)
Assets for the tax due to investment allowances and other tax relief	3,697	158	(518)	(256)	(518)	-	-	2,563
Net result, including:	9,277	(2,288)	33,518	8,607	(11,581)	3,107	-	40,640
Result attributable to shareholders of the parent company	9,277	(2,288)	33,518	8,608	(7,432)	3,107	-	44,790
Result attributable to interests not entitled to control	-	-	-	(1)	(4,149)	-	-	(4,150)

*) Items comprise revenue and costs of all types, which can be directly allocated to particular segments

Sales between specific segments are calculated based on market conditions.

Share of business segments in Assets and Liabilities and Investment Expenditures

The following table presents the assets and liabilities of particular segments as at the 30th of June, 2022, as well as investment expenditures and depreciation in during the six months of 2022:

30 June 2022 / 6 months of 2022

	IT Segment			Investment Segment	Sport Segment	Medicine Segment Poland	Total
	Poland	DACH region	Other countries				
Assets	1,050,320	235,367	550,052	170,389	107,649	10,566	2,124,343
Liabilities	387,005	110,581	345,298	31,514	28,985	377	903,760
Investment expenditures	38,166	2,042	41,783	895	8,986	251	92,123
Depreciation	28,082	5,414	7,082	1,799	3,571	555	46,503

6 months of 2023	Polish market	IT Segment DACH market	Other markets	Investment Segment	Sport Segment	Medicine Segment	Eliminations	Total
Revenue per segment- sales to external clients, including:	495,580	126,899	225,465	2,909	21,616	12,009	-	884,478
Revenue from sales:	443,131	136,161	214,506	1,838	16,227	10,667	-	822,530
to customers in Telecommunication, Media, IT sector	65,757	27,037	66,257	-	-	-	-	159,051
to customers in Finance and Banking sector	84,566	21,372	26,616	-	-	-	-	132,554
to customers in Trade and services sector	26,462	14,371	80,793	-	-	-	-	121,626
to customers in Industry&Utilities	44,031	25,929	35,944	-	-	-	-	105,904
to customers in Public sector	45,778	58	3	-	-	-	-	45,839
to customers in small and medium enterprises sector	158,736	47,321	-	-	-	-	-	206,057
to customers in Medicine sector	14,620	73	4,407	-	-	10,667	-	29,767
to other customers	3,181	-	486	1,838	16,227	-	-	21,732
Other operating revenue	5,755	6,716	4,118	27	3,010	1,227	-	20,853
Finance revenue	46,694	(15,978)	6,841	1,044	2,379	115	-	41,095
Revenue per segment - sales to other segments	223,975	6,149	17,228	5,165	4,166	-	(256,683)	-
Revenue per segment - total*	719,555	133,048	242,693	8,074	25,782	12,009	(256,683)	884,478
Costs per segment relating to sales to external clients	429,433	146,825	206,513	1,549	25,457	9,798	-	819,575
Costs per segment relating to sales to other segments	223,975	6,148	17,228	5,166	4,166	-	(256,683)	-
Costs per segment - total*	653,408	152,973	223,741	6,715	29,623	9,798	(256,683)	819,575
Current taxes	(4,094)	(525)	(9,734)	(370)	-	-	-	(14,723)
Assets for the tax due to investment allowances and other tax relief	(2,889)	471	8	88	398	-	-	(1,924)
Costs per segment - total*	(253)	-	-	-	-	-	-	(253)
Net result, including:	58,911	(19,979)	9,226	1,077	(3,443)	2,211	-	48,003
Result attributable to shareholders of the parent company	58,911	(19,979)	9,226	1,090	(1,663)	2,211	-	49,796
Result attributable to interests not entitled to control	-	-	-	(13)	(1,780)	-	-	(1,793)

*) Items comprise revenue and costs of all types, which can be directly allocated to particular segments

Sales between specific segments are calculated based on market conditions.

Share of business segments in Assets and Liabilities and Investment Expenditures

The following table presents the assets and liabilities of particular segments as at the 30th of June, 2023, as well as investment expenditures and depreciation in during the six months of 2023:

30 June 2023 / 6 months of 2023

	IT Segment			Investment Segment	Sport Segment	Medicine Segment Poland	Total DACH region
	Poland	DACH region	Other countries				
Assets	1,019,632	301,710	587,103	165,319	108,166	12,671	2,194,601
Liabilities	402,014	105,397	348,881	31,504	27,775	2,834	918,405
Investment expenditures	19,618	690	16,046	337	2,636	1	39,328
Depreciation	28,720	4,927	5,675	1,934	3,830	531	45,617

The following table presents the allocation of revenue from sales, assets and total investment expenditures into geographical segments.

Revenue from basic sales - activities location

	6 months of 2023	%	6 months of 2022	%
Poland	471 863	57,4	484 772	57,5
DACH region	136 161	16,5	137 535	16,3
Other countries	214 506	26,1	220 360	26,2
Total	822 530	100,0	842 667	100,0

Assets – activities location

	30 June 2023	%	31 December 2022	%
Poland	1 305 787	59,5	1 358 088	59,8
DACH region	301 710	13,7	280 907	12,4
Other countries	587 104	26,8	632 987	27,8
Total	2 194 601	100	2 271 982	100,0

Investment expenditures – activities location

	6 months of 2023	%	12 months of 2022	%	6 months of 2022	%
Poland	22,592	57,4	79,821	47,7	48,298	52,4
DACH region	690	1,8	2,499	1,5	2,042	2,2
Other countries	16,046	40,8	84,927	50,8	41,783	45,4
Total	39,328	100	167,247	100,0	92,123	100,0

3.2. Property, Plant and Equipment

	30 June 2023	31 December 2022
Lands and buildings	487,861	402,794
Means of transport and machinery	164,878	150,257
Property, plant and equipment under construction	14,331	121,823
Others	9,211	9,626
Advance money for property, plant and equipment under construction	162	142
Total	676,443	684,642

Property, plant and equipment comprise mostly real estates and machinery owned by Comarch Group. As at the 30th of June, 2023, the Comarch Group's property are six office buildings in the Special Economic Zone in Krakow ("SEZ") at 74,144 square metres of the total space, two office buildings in Warsaw at 2,542 square metres of the total space and office buildings in Łódź at 12,572 square metres of the total space, one office building and data centre in Lille at 2,526 square metres of the total space, and an office building and data centre in Dresden at 2,144 square metres of the total space. The Comarch Group owns also lands in the Special Economic Zone in Krakow at approx. 2.01 ha of the total area. Property, plant and equipment also include the MKS Cracovia SSA Training. Fixed assets under construction as at the 30th of June, 2023 include mainly expenditures for the modernization of buildings in Bonus Management sp. z o.o. SKA and Bonus Management sp. z o.o. II Activia SKA in the total amount of PLN 6,351 thousand, the value of equipment in the amount of PLN 2,414 thousand, which has not yet been accepted for use in Comarch Polska and Comarch Finance Connect, and in Comarch S.A. the value of cars in the amount of PLN 1,135 thousand and the value of equipment not accepted for use in the amount of PLN 2,342 thousand. PLN. In the second quarter of 2023, Comarch, Inc. in the USA completed the investment in the Data Center and started its use. The total value of this investment amounted to PLN 106,292 thousand.

3.3. Asset due to the Right of Use

	30 June 2023	31 December 2022
Leasing of means of transport and IT equipment	1,292	1,124
Rent	61,595	57,937
Perpetual usufruct	26,419	26,235
Total	89,306	85,296

Value of depreciation of the asset due to the right of use in the first half of 2023 amounted to PLN 11,981 thousand.

Changes in the right of use

	6 months of 2023	6 months of 2022
Balance at the beginning of the period	85,296	86,501
Increases	17,124	4,183
- new contracts and modifications to existing contracts	17,124	4,131
- exchange rates difference	-	52
Decreases	13,114	10,720
- depreciation	11,981	10,720
- exchange rates difference	1,133	-
Balance at the end of the period	89,306	79,964

3.4. Investment Real Estate

	30 June 2023	31 December 2022
Lands	8,217	8,217
Buildings	28,247	29,096
Total	36,464	37,313

Investment real estate relates to developed lands used for lease to entities outside the Comarch Group and lands located in Kraków and in Zabierzów purchased in order to construct buildings dedicated for lease to the entities outside the Comarch Group. As at the 30th of June, 2023, investment real estate comprises two office buildings, placed in Krakow at 8,629 square metres of the total space, 4 residential buildings at 1,026 square metres of the total space, 1 service and production building with an area of 600 square metres (all located in Kraków), 2 services and warehouse buildings with an area of 2,611 square metres, located in Zabierzów, as well as real estate located in Kostrzyn with an area of 1,315 square metres.

The following revenue and costs related to investment real estate are included in the consolidated result of the Comarch Group:

	6 months of 2023	6 months of 2022
Revenue	3 059	3 551
Costs	3 431	3 357

3.5. Goodwill

Goodwill comprises Company's value established at purchases of shares in the following companies:

	30 June 2023	31 December 2022
Comarch Kraków	99	99
CDN Comarch	1,227	1,227
Comarch AG	1,900	1,900
Comarch, Inc.	58	58
Comarch Software und Beratung AG	29,038	29,038
Comarch Swiss AG	8,413	8,413
Cabinet Conseil en Strategie Informatique S.A.S.	5,039	5,039
Total	45,774	45,774

A test for loss in value was run as at the 30th of June, 2023, and did not show any loss in value regarding goodwill. The methodology used to run the test will be described in details in the annual financial statements for 2022.

3.6. Others Intangible Assets

	30 June 2023	31 December 2022
Costs of finished development works	-	-
Perpetual usufruct right	37,233	37,280
Licences and software	21,396	21,720
Other	9,102	10,062
Total	67,731	69,062

Other intangibles include valuation of assets, classified as intangible assets, related to the right to use MKS Cracovia SSA players' cards in the amount of PLN 9,102 thousand.

The perpetual usufruct right for land related to MKS Cracovia SSA that is worth PLN 31,650 thousand is considered the intangible asset with unspecified period of use and is not depreciated. The Company expects renewal of perpetual usufruct right which will occur without incurring any major costs, as the Company is not obliged to meet any conditions, which would decide about extension of this right. The Company does not expect incurring any major costs when renewal of perpetual usufruct right, having in mind current activities of the co-owner of the sports club, i.e. Krakow commune.

3.7. Financial Assets Available for Sale

	30 June 2023	31 December 2022
Financial assets available for sale	66	27
Total	66	27

As of 31st of December 2022, Comarch S. A. held the so-called "white certificates" in the amount of PLN 27 thousand. As at the 30th of June, 2023, this item increased to PLN 66 thousand.

After the balance sheet date

Non present.

3.8. Derivative Financial Instruments

a) Assets

	30 June 2023	31 December 2022
Forward foreign exchange contracts – held-for-trading	27,308	7,293
Transaction on change of IRS	4,080	4,757
	31,388	12,050
<i>Current portion</i>	12,427	2,327
<i>Non-current portion</i>	18,961	9,723

b) Liabilities

	30 June 2023	31 December 2022
Forward foreign exchange contracts – held-for-trading	-	7,375
Transaction on change of IRS	-	-
	-	7,375
<i>Current portion</i>	-	5,199
<i>Non-current portion</i>	-	2,176

Comarch Group held forward contracts to reduce the effect of changes in cash flows on financial result, where cash flows are related to the planned transactions and changes are the result of foreign exchange risk. As at the 30th of June, 2023, the above-mentioned instruments were valued at fair value according to market price and changes in valuation were referred into the results from financial operations. Total net value of forward contracts that were open as at the 30th of June, 2023, amounted to EUR 37,700 thousand, USD 21,400 thousand, NZD 1,800 thousand, GBP 2,200 thousand and JPY 90,000 thousand.

On the 9th of July, 2014, Comarch S.A. concluded a transaction on change of IRS for investment credit taken in June 2006 from BNP Paribas Bank Polska S.A. with its registered office in Warsaw, for financing of the third construction stage of production and office buildings in the Special Economic Zone in Krakow. As a consequence of the concluded transaction, variable EURIBOR1M rate was changed into a fixed interest rate.

The hedging transaction was concluded for the period of 10 years, i.e. till the 29th of July, 2024. As at the 30th of June, 2023, valuation of the IRS transaction amounted to PLN 74 thousand.

On the 23rd of October, 2015, Comarch S.A. concluded a transaction on change of IRS for investment credit taken on the 4th of December, 2013, from Bank Pekao S.A. with its registered office in Warsaw. As a consequence of the concluded transaction, variable EURIBOR1M rate was changed into a fixed interest rate. The hedging transaction was concluded for the period of 8 years, i.e. till the 30th of November, 2023. As at the 30th of June, 2023, valuation of the IRS transaction amounted to PLN 26 thousand.

On the 20th of February, 2017, Comarch S.A. concluded a transaction on change of IRS for an investment credit granted in May 2016 by the Bank Handlowy with its registered office in Warsaw. As a consequence of the concluded transaction variable EURIBOR1M rate was changed into a fixed interest rate. The hedging transaction was concluded till the 29th of February, 2028. As at the 30th of June, 2023, valuation of the IRS transaction amounted to PLN 2,231 thousand.

On the 27th of November, 2017, Bonus Development Sp. z o.o. SKA concluded a transaction on change of IRS for an investment credit taken on the 29th of June, 2015, from Bank Pekao S.A. with its registered office in Warsaw. As a consequence of the concluded transaction variable EURIBOR1M rate was changed into a fixed interest rate. The hedging transaction was concluded till the 31st of May, 2030. As at the 30th of June, 2023, valuation of the IRS transaction amounted to PLN 1,749 thousand.

After the balance sheet date

In the period from the 1st of July, 2023, to the 31st of August, 2023, Comarch S.A. did not conclude any new forward contracts, while using the FX SWAP reverse exchange transaction, on the 13th of July, 2023, the company accelerated the settlement of previously concluded forward contracts with a total value of NZD 1,600 thousand, in regard to the accelerated settlement of the trade contract. The total net value of open forward contracts as of the 31st of August, 2023, amounted to EUR 33,700 thousand, USD 19,500 thousand, JPY 80,000 thousand, GBP 200 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 or cost is set in a foreign currency. The balance sheet valuation of forward contracts as at 31st of July, 2023, was PLN 29,365 thousand, while at the 30th of June, 2023, it was PLN 27,308 thousand.

3.9. Deferred Income Tax

	30 June 2023	31 December 2022
Deferred income tax assets		
Temporary differences	18,420	17,066
Asset due to a tax loss	4,624	4,971
Asset due to activities in Special Economic Zone ("SEZ")	8,415	8,415
Total	31,459	30,452
<i>Charged to financial result</i>	<i>31,459</i>	<i>30,452</i>

Comarch S.A. has three unused permits to operate in the Special Economic Zone in Krakow:

- obtained in 2013, its validity term has not been specified;
- obtained in February 2016, its validity term has not been specified;
- obtained in March 2016, its validity term has not been specified.

The Company also notes that on the 23rd of July, 2013, The Council of Ministers adopted a regulation

Pursuant to IAS 12, unused tax relief as at the 30th of June, 2023, constitutes a deferred income tax asset. The company, while operating in the SEZ, originally had five permits. An investment relief due to the permit obtained in 1999 was fully utilized (its period of validity was the 31st of December, 2017). The investment tax relief under the permit obtained in 2007 was fully utilized. Limit of the unused investment tax relief under the permit obtained in 2013, regarding investment in the office building SSE6, amounted to approx. PLN 20,229 thousand as at the 30th of June, 2023 (after discounting at the permit date). Limit of the unused investment tax relief under the permit obtained in March 2016, regarding investment in the office building SSE7 in Cracow, amounted to approx. PLN 22,809 thousand as at the 30th of June, 2023 (after discounting at the permit date). The company has no intention to use the permit obtained in February 2016 due to the fact of receiving (after obtaining it), co-financing of investment outlays to be incurred in this permit - to eliminate the risk of using two forms of public aid related to one investment.

During the first six months of 2023, the Comarch Group settled in part a deferred tax asset related to temporary differences that was established on the 31st of December, 2022, and worth PLN 1,689 thousand, and created an asset due to temporary differences in the amount of PLN 3,043 thousand, as well as created an asset due to tax loss in the amount of PLN 347 thousand. The total effect of the above-mentioned operations on the net result of the reporting period was plus PLN 1,007 thousand.

Deferred income tax assets are determined in the amount anticipated to be deducted from income tax in the future, due to negative temporary differences and income tax relief in connection with conducting business activity in SEZ, which will cause in the future a reduction in the basis for calculating income tax and a tax loss deductible, determined taking into account the precautionary principle. Due to the above principle, assets from operations in SEZ are set only in the annual time horizon, taking as base to determine the average income from zonal activity from the period of 3 years, selected from the five-year period (including the year for which the report is drawn up), after rejecting two extreme values. The asset according to this methodology was determined as at 31st of December, 2022.

During the first half of 2023, the Comarch Group settled an asset created for the zone operations in the amount of PLN 8,415 thousand which were created as at 31st of December, 2022. We would like to point out that the recognition of Assets does not affect cash flows in the parent company or in the Comarch Group (both the recognition of Assets, as well as its implementation). Therefore, this operation is purely accrual and results from the application by the Comarch Group of International Financial Reporting Standards for the preparation of the consolidated financial statements of the Comarch Group.

The total impact of changes in the six months of 2023 results is plus PLN 1,007 thousand.

	30 June 2023	31 December 2022
Deferred income tax provision		
Temporary differences	26,482	20,720
Provision due to valuation of real estate of MKS Cracovia SSA	5,430	5,430
Provision due to valuation of certificates in CCF FIZ	23,739	26,570
Total	55,651	52,720
<i>Charged to equity</i>	<i>5,430</i>	<i>5,430</i>
<i>Charged to financial result</i>	<i>50,221</i>	<i>47,290</i>

Due to valuation of net assets of CCF FIZ during the six months of 2023, a deferred tax provision was reduced by PLN 2,831 thousand. At the same time, a deferred tax provision due to temporary differences was recognized in the amount of PLN 7,700 thousand and dissolved in the amount of PLN 1,938 thousand. The total effect of the above-mentioned operations on the net result of the first half of 2023 was minus PLN 2,931 thousand.

Total changes in the deferred income tax resulted in a decrease in result of PLN 1,924 thousand.

In relation to Comarch Healthcare S.A., despite of the fact that a tax loss existed, a deferred tax asset was not created due to the lack of possibility to make the reliable estimates of the income tax allowing the use of existing tax loss from previous years. If the asset was created, the amount of the asset would be of PLN 6,206 thousand.

3.10. Inventories

	30 June 2023	31 December 2022
Raw materials	5,736	4,821
Work in progress	90,838	72,317
Goods	7,409	7,694
Finished products	283	350
Advance due to finished products	1,617	765
Total	105,883	85,947

The cost of inventories included in 'Costs of products, goods and materials sold' in the income statement amounted to PLN 265,672 thousand (6 months ended on the 30th of June, 2023), PLN 472,879 thousand (12 months ended on the 31st of December, 2022), PLN 209,951 thousand (6 months ended on the 30th of June, 2022).

Over the six months of 2023, Comarch Group has created write-offs that revaluated value of goods and materials worth PLN 237 thousand and resolved write-offs revaluated goods and materials which had been created in the previous years and worth PLN 68 thousand. The Comarch Group also resolved write-offs on finished products in the amount of PLN 3,000.

3.11. Trade and Other Receivables

	30 June 2023	31 December 2022
Trade receivables - net	371,676	485,290
Trade receivables	437,043	564,496
Write-off revaluating receivables	(65,367)	(79,206)
Other receivables	27,971	25,907
Short-term prepayments	33,342	24,108
Loans	-	-
Trade receivables and other receivables from related parties - net	124	3
Trade receivables and other receivables from related parties	1	1
Write-off revaluating receivables	1	1
Trade receivables	-	-
Total	433,114	535,309
<i>Current portion</i>	<i>433,114</i>	<i>535,309</i>

The fair value of trade and other receivables is close to their balance sheet value presented above. There is no concentration of credit risk with respect to trade receivables as Comarch Group has a large number of customers. During the six months of 2023, the Comarch Group recognised a write-off due to loss in value of its trade receivables that was worth PLN 6,940 thousand and dissolved previously created write-offs worth PLN 16,621 thousand in relation to payment of debts or the cessation of the circumstances justifying their prior establishment. These operations were presented in the income statement in other operating costs and revenue, respectively.

3.12. Long-Term Contracts

Due to the fact that the company applies the rule of determining the degree of work progress in proportion to the share of incurred costs in the entire costs of a contract, the sum of incurred costs and recognized results corresponds to revenue. At the end of the reporting period, long-term contracts were evaluated in accordance with the degree of work progress.

	6 months of 2023	6 months of 2022
Revenue from completed contracts recognized in the reporting period	16,652	32,866
Revenue from contracts not completed recognized in the reporting period	241,307	246,053
Revenue from contracts not completed recognized in the reporting period- an effect of settlement pursuant to IFRS 15	18,203	34,911
Total	276,162	313,830

Changes in settlements due to long-term contracts recognized in assets and liabilities between the 30th of June, 2023, and the 30th of June, 2022, are presented below:

	30 June 2023	30 June 2022
Long-term contracts revenue included to the balance sheet date - determined according to the progress of work	2,204,755	2,147,986
Issued invoices	(2,165,740)	(2,110,935)
Total	39,015	37,051

	Long-term contracts receivables	Long-term contracts liabilities	Net
Value as at 1 January 2022	144,041	(141,902)	2,139
Correction of the current period (reversal of the adjustment due to the application of IFRS 15)	-	154	154
Correction of the current period	24,795	9,963	34,758
Value as at 30 June 2022	168,836	(131,785)	37,051
Change	24,795	10,117	34,912
Value as at 1 January 2023	166,811	(145,999)	20,812
Correction of the current period (reversal of the adjustment due to the application of IFRS 15)	-	20	20
Correction of the current period	(2,219)	20,402	18,183
Value as at 30 June 2023	164,592	(125,577)	39,015
Change	(2,219)	20,422	18,203

3.13. Share Capital

	Number of shares	Ordinary and preference shares	Own shares	Number of shares
At 1 January 2022	8,133,349	8,133,349	-	8,133,349
At 31 December 2022	8,133,349	8,133,349	-	8,133,349
At 1 January 2023	8,133,349	8,133,349	-	8,133,349
At 30 June 2023	8,133,349	8,133,349	-	8,133,349

The nominal value of one share is PLN 1.

The share capital of Comarch S.A. consists of:

1. 864,800 series A registered preference shares by votes,

2. 75,200 series A ordinary shares,
3. 883,600 series B registered preference shares by votes,
4. 56,400 series B ordinary shares,
5. 3,008,000 series C ordinary shares,
6. 1,200,000 series D ordinary shares,
7. 638,600 series E ordinary shares,
8. 125,787 series G ordinary shares,
9. 102,708 series G3 ordinary shares,
10. 563,675 series H ordinary shares,
11. 441,826 series I2 ordinary shares,
12. 91,041 series J2 ordinary shares,
13. 73,953 series K3 ordinary shares,
14. 7,759 series L1 ordinary shares.

Registered shares in series A and B are preferential shares and each such share corresponds with 5 votes at the General Meeting. The conversion of registered shares into ordinary shares is allowed. In case of that registered shares are converted into ordinary shares, they lose all preferences. In case that registered preferential shares by votes are disposed their specific voting rights at the General Meeting expire, however their specific voting rights at the General Meeting do not expire in case of:

- a. disposal for the benefit of persons who were shareholders of the company on the 18th of March, 1998,
- b. disposal for the benefit of descendants of a disposer,
- c. conveying property of a registered share as a result of succession.
- d. disposal for the benefit of a legal person or non-corporate organizational unit of Polish or foreign law, including in particular, for the benefit of a quasi-corporate unit of Polish or foreign law ("Structure") controlled, within the meaning of art. 8 sec 5 of the company's articles of association, only by a shareholder who contributes (disposes) registered preference shares by votes to the Structure ("Contributing Shareholder") or (jointly) controlled only by the Contributing Shareholder's relatives in the ascending and descending line, siblings or spouse, or (jointly) controlled by some or all of the persons mentioned above ("Related Person or Related Persons") and the Contributing Shareholder jointly ("Controlled Structure") and disposal by the one Controlled Structure of the registered preference shares by votes for the benefit of the other Controlled Structure.

The written consent of the Management Board is required to dispose of registered shares. The sale of shares without the permission of the Management Board is possible on the condition that it is stated in Comarch S.A.'s statute. Every ordinary share entitles its holder to one vote at the AGM. The conversion of bearer shares into registered shares is not permitted.

3.13.1. Changes in Share Capital in the First Half of 2023

Receiving a notification about exceeding the threshold of 5% in the share capital and the total number of votes at the General Meeting of Shareholders of Comarch S.A.

On the 3rd of February, 2023, the Management Board of Comarch S. A. informed – in the current report no. [RB-2-2023](#) (ENG version: [RB-2-2023](#))- about receiving a notification from Generali Powszechne Towarzystwo Emerytalne S. A. (hereinafter: the "Company") managing Generali Otwarty Fundusz Emerytalny ("Open

Pension Fund”, hereinafter: “Generali OFE”) and Generali Dobrowolny Fundusz Emerytalny (“Voluntary Pension Fund”, hereinafter: Generali DFE) that as a result of the takeover of the management of NNLife Otwarty Fundusz Emerytalny (“Open Pension Fund”, hereinafter: “NNLife OFE”) and NNLife Dobrowolny Fundusz Emerytalny (“Voluntary Pension Fund”, hereinafter: “NNLife DFE”), on the 1st of February, 2022 the share of the share capital and the total number of votes at the General Meeting of Shareholders of Comarch S. A. on the accounts of Generali OFE, Generali DFE, NNLife OFE and NNLife DFE exceeded the 5% threshold.

According to the information available to the Company, the Generali OFE, Generali DFE, NNLife OFE and NNLife DFE hold a total of 829,183 shares representing 10.19% of the Company’s share capital and 829,183 votes at the Company’s General Meeting of Shareholders, representing 5.48% of the total number of votes; of which NNLife OFE holds 771,954 shares representing 9.49% of the Company’s share capital and 771,954 votes at the General Meeting. Shareholders of the Company, representing 5.10% of the total number of votes.

3.13.2. Changes in Share Capital after the Balance Sheet Date

Receiving a Notification about Exceeding the Threshold of 5% in the Share Capital and the Total Number of Votes at the General Meeting of Shareholders of Comarch S.A.

On the 25th of July, 2023, the Management Board of Comarch S. A. informed – in the current report no. [RB-12-2023](#) (ENG version: [RB-12-2023](#))- about receiving a notification from Generali Powszechne Towarzystwo Emerytalne S.A. (hereinafter referred to as “Society”) managing Generali Otwarty Fundusz Emerytalny (open pension fund, hereinafter referred to as “Generali OFE”) that as a result of the completion of the liquidation of NNLife Otwarty Fundusz Emerytalny (hereinafter referred to as: “NNLife OFE”) on the 21st of July, 2023, the assets of NNLife OFE were transferred to Generali OFE, and therefore the share of Generali OFE in the share capital and in the total number of votes at the General Meeting of Shareholders of Comarch S.A. exceeded the 5% threshold.

According to the information available to the Company, the Generali OFE hold a total of 829,183 shares representing 10.19% of the Company’s share capital and 829,183 votes at the Company’s General Meeting of Shareholders, representing 5.48% of the total number of votes.

3.14. Credit and Loans

	30 June 2023	31 December 2022
Non-current	106,731	127,475
Non-revolving credits	106,731	127,475
Revolving credits	-	-
Loans	-	-
Current	35,921	44,732
Non-revolving credits	33,526	41,062
Revolving credits	-	-
Loans	2,395	3,670
Total credits and loans	142,652	172,207

The value of liability due to bank credits and loans was recognized in the amount of depreciated cost that was determined using the effective interest rate. The fair value of liabilities due to credits and loans does not differ significantly from the balance sheet value.

Within the six months of 2023, the value of drawdown credits and loans granted to entities outside the Comarch Group amounted to PLN 24,248 thousand. During the six months of 2023, the Comarch Group has launched a loan from entity outside the Comarch Group in amount of PLN 2,395 thousand. As at the balance sheet date, the Comarch Group did not use the overdraft facility.

Within reporting period, there were no overdue payments nor interest payments on credits and loans. Comarch did not breach of any provisions of the credit or loan agreements that could entitle the creditor to claim earlier repayment of the credit or loan.

The exposure of Comarch Group bank credits to interest rate changes	12 months or less	1-5 years	Over 5 years	Total
At 31 December 2022				
Credit and loans	44,732	118,666	8,809	172,207
At 30 June 2023				
Credit and loans	35,921	101,246	5,485	142,652

The maturity of non-current bank credits, loans and financial liabilities	30 June 2023	31 December 2022
Between 1 and 2 years	28,840	30,886
Between 2 and 5 years	72,406	87,780
Over 5 years	5,485	8,809
	106,731	127,475

Currency structure of the balance sheet values of credits, loans and financial liabilities	30 June 2023	31 December 2022
In Polish currency (PLN)	2,395	3,670
In EUR (equivalence in PLN)	140,257	168,537
	142,652	172,207

Effective interest rates at the balance sheet date	30 June 2023	31 December 2022
Bank credits and loans	4,08%	2,58%

3.14.1. Non-Revolving Credits and Loans

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			
Subject of financing										
Comarch S.A.				776		3,453				
Office building SSE4 in Krakow	BNP Paribas Bank Polska S.A.	44,000	PLN	(1,084 as at the 31 st of December 2022)	EUR	(5,083 as at the 31 st of December 2022)	PLN	EURIBOR1M + bank margin IRS till the 29-07-2024	the 29 th of July, 2024	mortgage on the SSE4 building, assignment of rights from the building's insurance policy, blank promissory note, declaration on submission to enforcement
Comarch S.A.				695		3,092				
Office building SSE6 in Krakow	Bank Polska Kasa Opieki S.A.	13,323	EUR	(1,528 as at the 31 st of December 2022)	EUR	(7,168 as at the 31 st of December 2022)	PLN	EURIBOR1M + bank margin IRS till the 30-11-2023	the 30 th of November, 2023	mortgage on the SSE6 building, assignment of rights from the building's insurance policy, assignment of rights from the guarantee of due performance, declaration on submission to enforcement
Comarch S.A.				7,395		32,908				
Office building SSE7 in Krakow	Bank Handlowy w Warszawie S.A.	13,333	EUR	(8,179 as at the 31 st of December 2022)	EUR	(38,358 as at the 31 st of December 2022)	PLN	EURIBOR1M + bank margin IRS till the 29-02-2028	the 29 th of February, 2028	mortgage on the SSE7 building, assignment of rights from the building's insurance policy, declaration on submission to enforcement
Bonus Development sp. z o.o. SK-A				4,443		19,772				
Office building in Lodz	Bank Polska Kasa Opieki S.A.	9,262	EUR	(4,769 as at the 31 st of December 2022)	EUR	(22,367 as at the 31 st of December 2022)	PLN	EURIBOR1M + bank margin IRS till the 31-05-2030	the 31 st of May, 2030	mortgage on an office building in Łódź, a statement by Bonus Development Sp. z o.o. SK-A on submission to enforcement, assignment of rights from the insurance policy of an office building in Łódź, assignment of rights from the guarantee of due performance and warranty guarantee, assignment of rights under the lease of the financed property concluded with Comarch SA, surety from Comarch SA, declaration on submission to enforcement Comarch S.A.
Comarch S.A.				234		1,043				
Comarch infrastructure modernization program	CaixaBank S.A. Oddział w Polsce	3,500	EUR	(701 as at the 31 st of December 2022)	EUR	(3,289 as at the 31 st of December 2022)	PLN	EURIBOR1M + bank margin	the 23 rd of August, 2023	declaration of submission to enforcement
Comarch S.A.		2,300	EUR	1,201	EUR	5,347	PLN			

Corporate purposes	CaixaBank S.A. Oddział w Polsce			(1,490 as at the 31 st of December 2022)		(6,990 as at the 31 st of December 2022)		EURIBOR1M + bank margin	the 29 th of June, 2025	declaration of submission to enforcement
Comarch S.A.				13,466		59,927				
Corporate purposes	CaixaBank S.A. Oddział w Polsce	14,500	EUR	(14,513 as at the 31 st of December 2022)	EUR	(68,064 as at the 31 st of December 2022)	PLN	EURIBOR1M + bank margin	the 31 st of December, 2026	declaration of submission to enforcement
Comarch Polska S.A.						2,395				
IT equipment	IBM Global Financing Polska sp. z o.o.	2,395	PLN			(0 as at the 31 st of December 2022)	PLN	fixed	the 1 st of March, 2024	-
Comarch S.A.				3306		14,715				
Property, plant and equipment	PKO Leasing S.A.	5,000	EUR	(3,671 as at the 31 st of December 2022)	EUR	(17,218 as at the 31 st of December 2022)	PLN	fixed	the 29 th of February, 2028	a blank promissory note, registered pledge on the Subject of Financing, transfer of ownership to secure the Subject of Financing

3.14.2. Current Credit Lines

The companies of the Comarch Group have the following credit limits in current account:

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			
Comarch S.A.										
Financing operating activities	BNP Paribas Bank Polska S.A.	30,000	PLN	0	PLN	0	PLN	WIBOR1M + bank margin	the 30 th of April, 2024	a blank promissory note
Comarch S.A.										
Financing operating activities	Bank Polska Kasa Opieki S.A.	38,010	PLN	0	PLN	0	PLN	WIBOR1M + bank margin	the 30 th of June, 2024	declaration of submission to enforcement
									30 June 2023	31 December 2022

Credit lines in the current account and revolving credits, including:

68,010

87,835

Used at the balance sheet date

-

-

Available at the balance sheet date

68,010

87,835

3.15. Liabilities due to Lease

	30 June 2023	31 December 2022
Leasing of means of transport and IT equipment	1,274	1,156
Rent	64,367	62,261
Perpetual usufruct	27,614	27,909
<i>Current portion</i>	21,996	21,099
<i>Non-current portion</i>	71,259	70,227
Total	93,255	91,326

Ageing of liabilities due to lease

	12 months or less	1-5 years	over 5 years	Total
Lease of means of transport and IT hardware	621	653	0	1,274
Rent	21,008	36,676	6,683	64,367
Perpetual usufruct	367	51	27,196	27,614
Liabilities due to lease	21,996	37,380	33,879	93,255

Change in liabilities due to lease

	6 months of 2023	6 months 2022
Opening balance	91,326	92 438
Increases	18,715	6 144
- new contracts and modifications to existing contracts	17,125	4 131
- effective interest	1,590	2 013
- exchange rate differences	-	-
Decreases	16,786	12 936
- cash flows realized	14,452	12 842
- exchange rate differences	2,334	94
Closing balance	93,255	85 646

3.16. Other Financial Liabilities

	30 June 2023	31 December 2022
Liabilities due to dividends	32,533	-
Current portion	32,533	-
Non-current portion	-	-
Liabilities due to bills of exchange	-	-
Current portion	-	-
Non-current portion	-	-
Total	32,533	-

The dividend was paid in full in July, 2023.

3.17. Provisions for Other Liabilities and Charges

	Costs related to current period that will be incurred in future	Provisions for costs of contracts	Provisions for contractual penalties and other claims	Provisions for leaves	Provisions for premiums	Provisions for retirement benefits and similar	Total
At 1 January 2022	5,029	10,598	12,597	48,853	104,405	2,405	183,887
Change:	(106)	(1,486)	(411)	6,415	27,870	844	33,126
- Provisions created	14,590	7,776	4,168	30,228	129,661	1,252	187,675
- Provisions used and dissolved	(14,696)	(9,262)	(4,579)	(23,813)	(101,791)	(408)	(154,549)
At 31 December 2022	4,923	9,112	12,186	55,268	132,275	3,249	217,013
Current portion	4,923	9,112	12,186	55,268	132,275	-	213,764
Non-current portion	-	-	-	-	-	3,249	3,249
At 1 January 2023	4,923	9,112	12,186	55,268	132,275	3,249	217,013
Change:	2,354	636	(3,986)	7,135	(55,295)	600	(48,556)
- Provisions created	14,436	8,647	2,143	21,552	37,140	813	84,731
- Provisions used and dissolved	(12,082)	(8,011)	(6,129)	(14,417)	(92,435)	(213)	(133,287)
At 30 June 2023	7,277	9,748	8,200	62,403	76,980	3,849	168,457
Current portion	7,277	9,748	8,200	62,403	76,980	-	164,608
Non-current portion	-	-	-	-	-	3,849	3,849

All provisions were calculated based on credible estimate as of the balance sheet date.

3.18. Trade and Other Payables

	30 June 2023	31 December 2022
Trade payables	60,019	75,861
Advance payments received due to services and supplies	2,796	5,361
Trade payables and other liabilities to related parties	355	355
Liabilities due to social insurance and other tax charges	90,841	98,083
Investments liabilities	2,350	3,730
Revenue from the future periods	64,029	42,291
Other payables	6,073	6,548
Special funds (Social Services Fund and Residential Fund)	3,636	1,655
Liabilities due to remuneration	46,047	43,848
Total	276,146	277,732

The fair value of trade and other payables is close to the balance sheet value presented above.

3.19. Contingent Liabilities

On the 30th of June, 2023, 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 55,500 thousand, whereas it was PLN 62,409 thousand on the 31st of December, 2022.

On the 30th of June, 2023, the value of bank guarantees issued by banks on order from Comarch Software und Beratung was EUR 473 thousand (i.e. PLN 2,105 thousand), whereas it was EUR 439 thousand (i.e. PLN 2,057 thousand).

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. en liquidación (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), MKS Cracovia SSA until the 30th of June, 2024.

Granted credit lines for financing of current activities (guarantees, letters of credit, credit lines in current account)	30 June 2023	31 December 2022
Credit lines*	182,163	192,280
Total	182,163	192,280

* they comprise credit lines at current account that are described in point 3.14.2

The Comarch Group is the defendant in legal proceedings, in which the potential total value of third-party claims is PLN 30,065 thousand, including PLN 1,824 thousand were presented in the balance sheet as at the 30th of June, 2023. During the six months of 2023, the Comarch Group created provisions for claims covered by legal proceedings worth PLN 832 thousand, and resolved provisions in this respect worth PLN 277 thousand.

The Comarch Group is the party to the matters in disputes, but not legal proceedings in which the potential total value of third-party claims is PLN 7,393 thousand including PLN 4,180 thousand were presented in the balance sheet as at the 30th of June, 2023. During the six months of 2023, the Comarch Group created provisions for matters in disputes, but not legal proceedings, worth PLN 904 thousand and resolved provisions in this respect worth PLN 590 thousand.

According to the Management Boards of the Comarch Group companies, based on the opinions of legal advisors, there are no circumstances indicating the need to create provisions for other claims currently subject to court proceedings and disputes, not covered by court proceedings.

Due to the matters in disputes, but not legal proceedings during the six months of 2023, the Comarch Group has not created write-offs that revalue receivables.

3.20. Information about Liability in Relation to Purchase of Property, Plant and Equipment

None present.

3.21. Managerial Option Program for Members of the Management Board and Other Key Employees

None present.

3.22. Related- Party Transactions

3.22.1. Revenue from Sales of Goods and Services

	6 months of 2023	6 months of 2022
Revenue from sales of goods	-	-
SolInteractive S.A. in liquidation	-	-
Revenue from sales of services	6	11
SolInteractive S.A. in liquidation	6	11
Total	6	11

Price for services is determined depending on the type of transaction, according to one of three methods:

1. comparable market price,
2. cost - plus basis (margin from 2% to 3% for goods, 5% for services),
3. margin on sales of services (from 10% to 40%).

3.22.2. Purchases of Goods and Services

	6 months of 2023	6 months of 2022
Purchases of goods	-	-
SolInteractive S.A. in liquidation	-	-
Purchases of services	-	4
SolInteractive S.A. in liquidation	-	4
Included in generation costs	-	4
Included in other costs	-	-
Total	-	4

3.22.3. Balance of Settlements as of the Balance Sheet Date Resulting from the Sales/Purchase of Goods /Services

	30 June 2023	31 December 2022
Receivables from related parties	1	1
SolInteractive S.A. in liquidation	1	1
Payables from related parties	5	5
SolInteractive S.A. in liquidation	5	5

3.22.4. Transactions with Associates and Personally Related Entities

	6 months of 2023	6 months of 2022
Purchases from personally related entities	3,262	2,411
Sales to personally related entities	1,243	890
Sales of a real estate to personally related entities (purchased as a commodity)	-	-
Loans and interest on loans repaid by personally related entities	-	-
Loans and interest on loans granted to personally related entities	-	-
Purchases from associates	-	4
Sales to associates	6	11
Loans and interest on loans repaid by personally related associates	-	-
Loans and interest on loans granted to personally related associates	-	-
Loans and other inflows repaid by personally related entities	-	1,500*
Loans and other outflows, as well as related interest, to personally related entities	-	-

*) the item includes the obligation of Grefi sp. z o.o. Dom Art. Sp.k. and Wisteria sp. z o.o. SKA towards the supervisory person of Comarch S.A.

3.22.5. Balances of Settlements with Personally Related Entities at Balance Sheet Date

	30 June 2023	31 December 2022
Trade receivables from personally related parties	1,621	1,168
Loans receivables from personally related parties	4,420	4,356
Trade payables to personally related parties	870	1,220
Liabilities due to promissory note obligations from personally related parties	-	-

3.23. Earnings per Share

	6 months of 2023	6 months of 2022
Net profit for the period attributable to equity holders of the Company	49,796	44,790
Weighted average number of shares in issue	8,133,349	8,133,349
Basic earnings per share (PLN)	6,12	5,51
Diluted number of shares	8,133,349	8,133,349
Diluted earnings per share (PLN)	6,12	5,51

Basic earnings per share in the column "6 months of 2023" is calculated by dividing the net consolidated profit attributable to shareholders of Comarch S.A. for the period from the 1st of January, 2023, to the 30th of June 2023, by the weighted average number of shares in issue between the 1st of January, 2023, to the 30th of June 2023, where the number of days is the weight. Basic earnings per share in the column "6 months of 2022" is calculated by dividing the net consolidated profit attributable to shareholders of Comarch S.A. for the period from the 1st of January, 2022, to the 30th of June, 2022, by the weighted average number of shares in issue between the 1st of January, 2022, to the 30th of June, 2022, where the number of days is the weight.

Diluted earnings per share in the column "6 months of 2023" is calculated by dividing the net consolidated profit attributable to shareholders of Comarch S.A. for the period from the 1st of January, 2023, to the 30th of June, 2023, by the sum of the weighted average number of shares in issue between the 1st of January, 2023, to the 30th of June, 2023, where the number of days is the weight and diluted number of shares. Diluted earnings per share in the column "6 months of 2022" is calculated by dividing the net consolidated profit attributable to shareholders of Comarch S.A. for the period from the 1st of January, 2022, to the 30th of June, 2022, by the sum of the weighted average number of shares in issue between the 1st of January, 2022, to the 30th of June, 2022, where the number of days is the weight.

4. Additional Notes

4.1. Factors and Events of Unusual Nature with Significant Effects on the Achieved Financial Results

4.1.1. Deferred Income Tax Assets and Provisions

During the first six months of 2023, the Group settled in part a deferred tax asset related to temporary differences that was established as at the 31st of December, 2022, and worth PLN 1,689 thousand, as well as an asset due to temporary differences was created in the amount of PLN 3,043 thousand and asset due to tax loss was released in the amount PLN 347 thousand.

During the six months of 2023, the Comarch Group settled an asset for the zone operations that was established as at the 31st of December, 2022 in the value of PLN 8,415 thousand. The total effect of changes in the assets on the net result of the Comarch Group in the first six months of 2023 amounted to plus PLN 1,007 thousand.

In connection with the valuation of the net asset value of CCF FIZ, the provision was decreased by PLN 2,831 thousand in the first six months of 2023. At the same time, a deferred tax provision due to temporary differences was recognised in the amount of PLN 7,700 thousand and dissolved in the amount of PLN 1,938 thousand. The total effect of the all-above-mentioned operations on the net result of the first six months of 2023 amounted to minus PLN 2,931 thousand.

Total changes in deferred tax resulted in a decrease in net profit of PLN 1,924 thousand.

Details are described in point [3.9](#).

4.1.2. Valuation of Currency Exchange Rate Differences and Financial Instruments Based on Exchange Rates

The positive realized foreign exchange rate differences and balance sheet valuation of exchange rates on receivables as at the 30th of June, 2023, decreased revenue and operating profit of Comarch Group in the first quarter of 2023 by PLN 24,293 thousand (while in the corresponding period of 2022 increased them by PLN 18,556 thousand). The negative realised foreign exchange rate differences and the balance sheet valuation of exchange rates on receivables in the first quarter of 2023 decreased the result of Comarch Group by PLN 1,457 thousand (while in the corresponding period of 2022 decreased it by PLN 5,076 thousand). The exchange rate differences from other activities increased the result of Comarch Group by PLN 5,720 thousand (while in the corresponding period of 2022 increased it by PLN 1,000 thousand). The valuation of financial instruments and closed transactions (mostly forward contracts) and provision for deferred income tax in reference to the valuation of the financial instruments increased the Comarch Group's result by PLN 26,713 thousand (while in the corresponding period of 2022 decreased it by PLN 11,100 thousand).

The total effect of exchange rate differences and valuation of derivative financial instruments on the net result of the Comarch Group in the first half of 2023 amounted to plus PLN 6,683 thousand (while in the corresponding period of 2022 it was plus PLN 3,380 thousand).

4.1.3. Creation of Write-Offs for Bad Debts

During the six months of 2023, the Group created impairment losses on trade receivables in the amount of PLN 6,940 thousand and dissolved previously created write-offs in the amount of PLN 16,621 thousand in connection with the settlement of receivables or the cessation of circumstances justifying their prior creation.

These operations were recognized in other operating costs and revenue in the profit and loss account, respectively.

4.2. Events after the Balance Sheet Date Not Included in the Report

4.2.1. Forward Contracts Concluded after the Balance Sheet Date

In the period from the 1st of July, 2023, to the 31st of August, 2023, Comarch S.A. did not conclude any new forward contracts, while using the FX SWAP reverse exchange transaction, on the 13th of July, 2023, the company accelerated the settlement of previously concluded forward contracts with a total value of NZD 1,600 thousand, in regard to the accelerated settlement of the trade contract. The total net value of open forward contracts as of the 31st of August 2023, amounted to EUR 33,700 thousand, USD 19,500 thousand, JPY 80,000 thousand, GBP 200 thousand. The contracts will be settled within 40 months from the balance sheet date. All forward contracts were concluded in order to limit the impact of changes in exchange rates on the related financial result with those implemented by Comarch S.A. commercial contracts where remuneration or costs are fixed in foreign currencies. The balance sheet valuation of forward contracts as at the 31st of July, 2023, amounted to PLN 29,365 thousand, while as at the 30th of June, 2023, it was PLN 27,308 thousand.

4.2.2. Registration of Changes in the Comarch S.A.'s Articles of Association.

On the 11th of July, 2023, the Management Board of Comarch S. A. informed – in the current report no. [RB-11-2023](#) (ENG version: [RB-11-2023](#))- about receiving a decision, dated the 10th of July, 2023, regarding the registration by the District Court for Kraków-Śródmieście, Eleventh Economic Division of the National Court Register of the changes in the Company's Articles of Association adopted by the resolution no. 23 by the General Meeting of Shareholders of the 28th of June, 2023.

As a result of the registration of the change of the Article of Association:

1. existing article 20 par. 1 of the Company's Articles of Association: "1. The Management Board consists of 2 to 8 persons appointed and dismissed by the General Meeting." was given the following wording: "1. The Management Board consists of 2 to 12 persons appointed and dismissed by the General Meeting."

The Company informed about the details in the current report no. [RB-11-2023](#).

4.2.3. Resignation of a Managing Person

On the 25th of August, 2023, Mr. Marcin Warwas, head of the Services sector, resigned from the position of Vice-President of the Management Board of Comarch SA, effective as of the 30th of November, 2023. Mr. Marcin Warwas did not provide reasons for his resignation.

The Company informed about the details in the current report no. [RB-13-2023](#).

4.3. Other Information Significant for the Assessment of Means and Employees, Financial Rating, Financial Results and Their Changes and Information Significant for the Assessment of the Possibility of the Execution of Obligations by the Issuer.

4.3.1. Other Information Significant for the Assessment of Means and Employees, Financial Rating, Financial Results and Their Changes and Information Significant for the Assessment of the Possibility of the Execution of Obligations by the Issuer.

In reference to the recommendations of the Polish Financial Supervision Authority dated the 25th 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 operational activity of the Comarch Group is carried out without interruption, also in Ukraine. The effects of the Russian invasion of Ukraine did not have a significant negative impact on the economic situation of the Comarch Group. The activities of the Comarch Group are very well diversified geographically and in terms of products, the Company runs projects in 40 countries on 6 continents. The ICT infrastructure of the Comarch Group is also very well diversified and constantly improved. The Comarch Group runs projects in over 70 countries on 6 continents. The ICT infrastructure of the Comarch Group is also very well diversified and constantly improved. In 2022, sales to customers from Ukraine and Russia accounted for 0.6% of the Group's total revenue. This year, the Comarch Group does not carry out projects on the Russian market, and the estimated sales on the Ukrainian market are close to the level from the previous year.

31st of August, 2023

SIGNATURES OF MANAGEMENT BOARD MEMBERS

Name and surname	Position	Signature
Janusz Filipiak	President of the Management Board	
Janusz Jeremiasz Filipiak	Vice-President of the Management Board	
Arkadiusz Iłgowski	Vice-President of the Management Board	
Tomasz Matysik	Vice-President of the Management Board	
Wojciech Pawluś	Vice-President of the Management Board	
Michał Pruski	Vice-President of the Management Board	
Andrzej Przewięźlikowski	Vice-President of the Management Board	
Marcin Romanowski	Vice-President of the Management Board	
Zbigniew Rymarczyk	Vice-President of the Management Board	
Konrad Tarański	Vice-President of the Management Board	

Marcin Warwas

Vice-President of the
Management Board

SIGNATURE OF PERSON CHARGED WITH CARRYING ON ACCOUNT BOOKS

Name and surname	Position	Signature
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Maria Smolińska

Head Accountant

Comarch S.A.

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COMARCH S.A.

REPORT OF AN INDEPENDENT EXPERT AUDITOR OF THE REVIEW
OF
CONDENSED INTERIM FINANCIAL STATEMENT
FOR THE PERIOD FROM 01.01.2023 TO 30.06.2023

31.08.2023

REPORT OF AN INDEPENDENT EXPERT AUDITOR OF THE REVIEW

To the General Meeting and the Supervisory Board of Comarch S.A.

Introduction

We have audited the attached condensed interim financial statement of Comarch S.A. ("Company") with its registered office at Krakow, al. Jana Pawła II 39a, which consists of: balance sheet as of the 30th of June, 2023, profit and loss account, changes in equity, cash flow for the period from the 1st of January, 2023 to the 30th of June, 2023, and selected additional information and commentaries ("condensed interim financial statement").

Responsibility of the Management Board of the Company

The Company's Management Board is responsible for preparing and presenting the condensed interim financial statement in accordance with the Act on Accounting of the 29th of September, 1994 (Journal of Laws from 2023, pos. 120, with subsequent changes), hereinafter referred to as the "accounting act", secondary legislation issued on its basis and provisions of the Regulation of the Minister of Finance of the 29th of March, 2018, regarding current and periodical information published by issuers of securities and conditions for recognizing as equivalent information required by the laws of a non-member state (Journal of Laws from 2018, pos. 757) hereinafter referred to as the: "regulation regarding current and periodical information".

Responsibility of the Expert Auditor

We are responsible for formulating the conclusion regarding the condensed interim financial statements based on our review.

Scope of the Review

The review was conducted in accordance with the 2410 National Standards for Review Services in the wording of the 2410 International Standards for Review Services, "Review of Interim Financial Information Conducted by the Entity's Independent Auditor" adopted by a resolution no. 3436/52e/2019 of the National Council of Expert Auditors dated the 8th of April, 2019, with subsequent changes.

The review of financial statement consists in directing inquiries primarily to those responsible for financial and accounting matters, conducting analytical procedures and other review procedures.

A review has a significantly narrower scope than an audit conducted in accordance with the National Standards for Audit in the wording of the International Standards for Audit adopted by a resolution no. 3430/52e/2019 of the National Council of Expert Auditors dated the 21st of March, 2019 (with subsequent changes). As a result, the review is not sufficient to ensure that all relevant issues that would have been identified during the audit were disclosed. Therefore, we do not express our opinion on the audit of this condensed interim financial statement.

Conclusion

Based on the conducted review, we conclude that nothing has come to our attention, which would lead us to believe that the attached interim condensed financial statement have not been prepared, in all material respects, in accordance with the Accounting Act, its implementing regulations and in the form of defined by the provisions of the regulation on current and periodic information.

Signed by:

Dominik Biel

Key Statutory Auditor

Registration number 13567

conducting review in the name of

UHY ECA Audyt

Spółka z ograniczoną odpowiedzialnością

Entity entered on the list of audit firms under reference number 3886

Warsaw, the 31st of August, 2023

COMARCH



Condensed Half-Year Financial Statements of Comarch S.A. for the period from the 1st of January, 2023, to the 30th of June, 2023

Krakow, the 31st of August, 2023

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Over **70** locations
on **6** continents



PLN 605.8 million
of sales revenue



PLN 32 million
net profit



> PLN 1.2 billion
capitalization of Comarch SA on WSE
(the 30th of June, 2023)



5.3%
EBIT margin



5,200+
professionals employed

The Condensed Half-Year Financial Statements of Comarch S.A. for the First Quarter of 2023

I. Balance Sheet

ASSETS	30 June 2023	31 December 2022	30 June 2022
I. NON-CURRENT ASSETS	867,769	854,553	808,602
1. Intangible assets	41,955	49,668	36,945
2. Property plant and equipment	318,801	331,707	325,447
3. Non-current investments	498,156	462,601	434,519
3.1 Non-current financial assets	481,071	445,015	416,457
a) in related parties	463,798	437,203	414,743
b) in other entities in which the Company holds equity interests	-	-	-
c) in other entities	17,273	7,812	1,714
3.2 Real estates	17,042	17,543	18,019
3.3 Other non-current investment	43	43	43
4. Non-current prepayments	8,857	10,577	11,691
4.1 Deferred income tax assets	4,684	4,731	9,176
4.2 Other accruals	4,173	5,846	2,515
II. CURRENT ASSETS	750,808	802,238	753,610
1. Inventories	89,737	71,595	88,520
2. Current receivables	495,289	519,297	422,549
2.1 from related parties	354,101	352,130	296,489
2.2 from other entities in which the Company holds equity interests	-	-	-
2.3 from other entities	141,188	167,167	126,060
3. Current investments	78,096	126,137	144,880
3.1 Current financial assets	78,096	126,137	144,880
a) in related parties	1,625	1,220	1,135
b) in other entities in which the Company holds equity interests	-	-	-
c) in other entities	12,616	2,357	726
- interest and shares	-	-	-
- granted Loans	123	3	-
- other securities	66	28	-
- other current financial assets	12,427	2,326	726
d) cash and cash equivalents	63,855	122,560	143,019
4. Short-term prepayments	87,686	85,209	97,661
TOTAL ASSETS	1,618,577	1,656,791	1,562,212

EQUITY AND LIABILITIES	30 June 2023	31 December 2022	30 June 2022
I. EQUITY	1,041,857	1,054,059	1,039,075
1. Share capital	8,133	8,133	8,133
2. Supplementary capital	899,374	864,501	864,501
3. Revaluation reserve	101,207	113,274	101,749
4. Other reserve capitals	745	745	745
5. Previous years' profit (loss)	-	-	-
6. Net profit (loss)	32,398	67,406	63,947
II. LIABILITIES AND PROVISIONS FOR LIABILITIES	576,720	602,732	523,137
1. Provisions for liabilities	164,267	206,183	157,209
1.1 Provision for deferred income tax	30,434	28,060	24,731
1.2 Other provisions	133,833	178,123	132,478
a) current	130,616	175,453	129,852
b) non-current	3,217	2,670	2,626
2. Non-current liabilities	96,256	117,307	77,398
2.1 to related parties	6,680	7,008	-
2.2 to other entities in which the Company holds equity interests	-	-	-
2.3 to other entities	89,576	110,299	77,398
3. Current liabilities	258,530	207,292	234,254
3.1 to related parties	56,113	29,986	38,940
3.2 to other entities in which the Company holds equity interests	350	350	350
3.3 to other entities	198,765	175,517	192,219
3.4 special funds	3,302	1,439	2,745
4. Accruals	57,667	71,950	54,276
4.1 Other accruals	57,667	71,950	54,276
a) current	57,667	71,950	54,276
TOTAL EQUITY AND LIABILITIES	1,618,577	1,656,791	1,562,212

Book value	1,041,857	1,054,059	1,039,075
Number of shares	8,133,349	8,133,349	8,133,349
Book value per single share (PLN)	128,10	129,60	127,75
Diluted number of shares	8,133,349	8,133,349	8,133,349
Diluted book value per single share (PLN)	128,10	129,60	127,75

II. Income Statement

For the period 01.01 – 30.06.2023 and 01.01 – 30.06.2022	Q2 2023*	6 months 2023	Q2 2022*	6 months 2022
I. Net revenue from sales of products goods and materials	289,943	605,776	275,297	546,335
revenue from related parties	103,018	200,118	91,513	193,212
1. Net revenue from sales of products	275,856	576,644	266,493	527,761
2. Net revenue from sales of goods and materials	14,087	29,132	8,804	18,574
II. Costs of products goods and materials sold	240,705	498,215	231,358	453,047
to related parties	12,514	23,325	11,807	23,234
1. Manufacturing cost of products sold	228,636	473,950	224,120	437,517
2. Value of products goods and materials sold	12,069	24,265	7,238	15,530
III. Gross profit (loss) on sales	49,238	107,561	43,939	93,288
IV. Costs of sales	20,091	40,878	22,391	40,536
V. Administrative expenses	17,112	35,734	13,593	30,995
VI. Profit (loss) on sales	12,035	30,949	7,955	21,757
VII. Other operating revenue	4,098	6,072	865	1,632
1. Profit on disposal of non-financial non-current assets	(187)	-	346	562
2. Other operating revenues	4,285	6,072	519	1,070
VIII. Other operating costs	7,453	9,603	9,889	10,546
1. Loss on disposal of non-financial non-current assets	7,400	7,400	-	-
2. Cost of works financed in part with subsidies	-	1	320	394
3. Revaluation of non-financial assets	-	-	-	-
4. Other operating costs	53	2,202	9,569	10,152
IX. Profit (loss) on operating activities	8,680	27,418	(1,069)	12,843
X. Financial revenue	22,260	34,263	69,398	73,755
1. Interest	1,464	3,015	938	1,461
from related parties	940	1,532	287	526
2. Dividends and share in profits	1,731	1,731	60,754	60,754
from related parties	1,731	1,731	60,754	60,754
3. Profit on disposal of investment	2,588	2,588	-	-
4. Revaluation of financial assets	-	-	-	-
5. Other	16,477	26,929	7,706	11,540
XI. Finance costs	16,244	22,204	13,378	16,702
1. Interest	1,096	2,075	720	1,253
from related parties	201	337	344	487
2. Loss on disposal of investment	(410)	-	3,524	5,218
3. Revaluation of investments	-	-	476	476
4. Other	15,558	20,129	8,658	9,755
XII. Profit (loss) on business activities	14,696	39,477	54,951	69,896
XIII. Gross profit (loss)	14,696	39,477	54,951	69,896
XIV. Income tax	3,315	7,079	366	5,949
XV. Net profit (loss)	11,381	32,398	54,585	63,947

Net profit (loss) (annualised)	35,857	88,159
Weighted average number of shares 01.07.2022 – 30.06.2023	8,133,349	8,133,349
Earnings (losses) per single share (PLN)	4.41	10.84
Diluted weighted average number of shares 01.07.2022 – 30.06.2023	8,133,349	8,133,349
Diluted earnings (losses) per single share (PLN)	4.41	10.84

*) Data for the second quarter of 2023 were calculated by subtraction of the data presented by the Group in the report for the first quarter of 2023 from the data for the first half of 2023) (reviewed).

III. Changes in Equity

	6 months 2023	12 months 2022	6 months 2022
I. OPENING BALANCE OF EQUITY	1,054,059	1,018,093	1,018,093
a) changes to adopted accounting principles (policies)	-	-	-
I. a. Opening balance of equity after adjustments	1,054,059	1,018,093	1,018,093
1. Opening balance of share capital	8,133	8,133	8,133
1.1 Changes in share capital	-	-	-
a) increases (due to)	-	-	-
- shares issue	-	-	-
1.2 Closing balance of share capital	8,133	8,133	8,133
2. Opening balance of supplementary capital	864,501	818,985	818,985
2.1 Changes in supplementary capital	34,873	45,516	45,516
a) increases (due to)	34,873	45,516	45,516
- profit-sharing for the previous years	34,873	45,516	45,516
2.2 Closing balance of supplementary capital	899,374	864,501	864,501
3. Opening balance of revaluation reserve	113,274	112,182	112,182
3.1 Changes in revaluation reserve	(12,067)	1,092	(10,433)
a) increases (due to)	2,831	1,351	2,447
- provision for deferred income tax due to certificates valuation	2,831	-	2,447
- balance sheet valuation of investment certificates	-	1,351	-
b) decreases (due to)	14,898	259	12,880
- balance sheet valuation of investment certificates	14,898	-	12,880
- provision for deferred income tax due to certificates valuation	-	259	-
3.2 Closing balance of revaluation reserve	101,207	113,274	101,749
4. Opening balance of capital from merger	-	-	-
4.1 Closing balance of capital from merger	-	-	-
5. Opening balance of other reserve capitals	745	745	745
5.1 Closing balance of other reserve capitals	745	745	745
6. Opening balance of previous years' profit	67,406	78,048	78,048
a) changes to adopted accounting principles (policies)	-	-	-
6.1 Opening balance of previous years' profit after adjustments	67,406	78,048	78,048
a) decreases (due to)	67,406	78,048	78,048
- transferring the result from the previous years to supplementary capital	34,873	45,516	45,516

- payment of dividend	32,533	32,532	32,532
6.2 Closing balance of previous years' profit	-	-	-
7. Result for Q1 (opening balance)		-	-
7.1 Net result for the period	32,398	67,406	63,947
7.2. Net result	32,398	67,406	63,947
II. CLOSING BALANCE OF EQUITY	1,041,857	1,054,059	1,039,075
III. EQUITY INCLUDING PROPOSED PROFIT-SHARING (LOSS COVERAGE)	1,041,857	1,054,059	1,039,075

IV. Cash Flow Statement

For the period 01.01 – 30.06.2023 and 01.01 – 30.06.2022	6 months 2023	6 months 2022
A. CASH FLOWS FROM OPERATING ACTIVITIES		
I. Net profit (loss)	32,398	63,947
II. Total adjustments	(41,869)	(39,645)
1. Depreciation	27,705	25,548
2. Exchange gains (losses)	(266)	(240)
3. Interest and profit sharing (dividends)	(1,113)	(60,495)
4. (Profit) loss on investing activities	(21,996)	2,072
5. Change in provisions	(39,086)	(10,752)
6. Change in inventories	(18,142)	(24,412)
7. Change in receivables	22,205	26,189
8. Change in current liabilities excluding credits and loans	3,864	18,671
9. Change in prepayments and accruals	(15,040)	(16,226)
10. Change in deferred income	-	-
11. Other adjustments	-	-
III. Net cash used in operating activities (I+/-II) – indirect method	(9,471)	24,302

B. CASH FLOWS FROM INVESTING ACTIVITIES		
I. Inflows	9,584	148,464
1. Disposal of property plant and equipment and intangible assets	579	484
2. From financial assets including:	9,005	147,980
a) in related parties	6,417	74,913
- repaid loans	3,594	13,657
- repaid interest on loans	1092	502
- received loans	-	-
- received interest	-	-
- dividends and profit shares	1,731	60,754
b) in other entities	2,588	73,067
- interest	-	-
- dividends and share in profits	-	-
- other proceeds from financial assets	2,588	73,067

3. Other investment proceeds		-
II. Outflows	(34,463)	(83,953)
1. Purchase of property plant and equipment and intangible assets	(16, 073)	(50,979)
2. Expenses for investment in real estates	(18)	(4)
3. For financial assets including:	(18,372)	(32,970)
a) in related parties	(18,372)	(28,568)
- purchase of financial assets	(10,642)	(19,528)
- granted loans	(7,730)	(9,040)
- repayment of loans from related parties	-	-
- repayment of interest on loans	-	-
b) in other entities	-	(4, 402)
- other expenses related to financial assets	-	(4, 402)
4. Other investment expenses	-	-
III. Net cash used in investing activities (I-II)	(24,879)	64,511
C. CASH FLOWS FROM FINANCING ACTIVITIES		
I. Inflows	80	12,589
1. Credits and loans	72	12, 369
2. Proceeds from issuance of the shares and other instruments as well as additional payment to capital	-	-
3. Loans repaid	-	-
4. Interest received on loan repayments	8	-
5. Other financial proceeds (received subsidies)	-	220
II. Outflows	(24,682)	(22,485)
1. Purchase of own shares (shares) + additional capital contributions	-	-
2. Dividends and other payments to owners	-	-
3. Repayment of loans and credits	(22,763)	(21,676)
4. Interests	(1,719)	(761)
5. Granted loans	(200)	(48)
6. Other financial expenses	-	-
III. Net cash (used in)/generated from financing activities (I-II)	(24,602)	(9,896)
D. NET CASH FLOW TOTAL (A.III+/-B.III+/-C.III)	(58,952)	78,917
E. BALANCE SHEET CHANGE IN CASH AND CASH EQUIVALENTS	(58,686)	79,157
change in cash and cash equivalents due to exchange differences	266	240
F. CASH AND CASH EQUIVALENTS OPENING BALANCE	122,538	63,700
G. CLOSING BALANCE OF CASH AND CASH EQUIVALENTS (F+/-E)	63,852	142,857
limited disposal	2,634	1 857

V. Additional Information and Commentary

1. Adopted Accounting Policies

This financial statement was prepared according to the Act passed on the 29th of September 1994 on Accounting (unified text - Journal of Laws. 2023 pos. 120 with subsequent changes) and the requirements specified in the Regulation issued by the Minister of Finance on the 29th 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 2023 No. 120 with subsequent changes). A complete description of the adopted accounting principles was presented in the last annual financial statement i.e. for the period from the 1st of January, 2022 until the 31st of December, 2022. If this financial statement for the 6 months of 2023 was prepared according to MSSF the financial results would amount to PLN 35,587 thousand.

Profit according to the Act on Accounting	32,398
Depreciation of perpetual usufruct	(46)
Asset due to activity in the SSE	-
Correction of revenue from the title of MSSF 15	61
Correction of revenue from the title of 16	3,174
Correction of revenue from the title of 9	-
Profit according to MSSF	35,587

2. Information about Significant Changes in Estimated Values Including Information about Corrections Due to Provisions Provision and Deferred Income Tax Assets Mentioned in the Act on Accounting and about Write-Offs that Revaluated Asset Items

As at the 30th of June, 2023, Comarch S.A. created write-offs that revaluated goods and materials in the amount of PLN 237 thousand. The company resolved write-offs revaluated goods and materials which had been created in the previous years in the amount of PLN 20 thousand. The company created impairment losses on intangible assets in the amount of 326 thousand and impairment losses on investments related to acquired copyrights from Comarch Healthcare S.A. for the amount of PLN 7,447 thousand.

No hedges were made on inventories owned by the Company.

As at the 30th of June, 2023, due to payments of receivables, Comarch S.A. resolved revaluating write-offs which were worth PLN 4,049 thousand. No write-offs for doubtful accounts were established. Due to the fact that the Company is taxed according to general principles and enjoys tax-exempt status, temporary differences in the

tax yield may be realised within both of these activities. At the same time, the final determination within which of these activities (taxed or tax-exempt) the temporary differences will be realised, is established on the basis of the annual settlement of income tax after the end of the fiscal year. In the first quarter of 2023, an asset due to temporary differences in income tax and worth PLN 211 thousand was created and dissolved assets due to temporary differences in income tax for the amount of PLN 258 thousand provision for deferred tax due to temporary differences was resolved in the amount of PLN 5,226 thousand and a provision for the same was released in the amount of PLN 21 thousand. The total effect of these operations on the result as at the 30th of June, 2023, amounted to minus PLN 5,252 thousand.

A provision for deferred income tax related to valuation of investment certificates in CCF FIZ was decreased by PLN 2,831 thousand. This provision as well as certificates valuation are settled with revaluation reserve.

As at the 30th of June, 2023, Comarch S.A. did not create any write-offs due to the loss of value of shares in subsidiaries.

3. Selected Notes to the Summary Financial Statement

3.1. Non-Current Financial Assets

	30 June 2023	31 December 2022	30 June 2022
a) in subsidiaries and correlated parties	463,798	437,203	414,743
- interest or shares	296,457	260,502	251,487
- loans granted	14,837	9,299	10,083
- other securities	152,504	167,402	153,173
- other non-current financial assets including:	-	-	-
• interest on granted loans	-	-	-
b) in other entities in which the Company holds equity interests	-	-	-
- interest or shares	-	-	-
- loans granted	-	-	-
c) in other entities	17,273	7,812	1,714
- loans granted	60	52	52
- other non-current financial assets (types)	17,213	7,760	1,662
• forwards and IRS	17,213	7,760	1,662
Total non-current financial assets	481,071	445,015	416,457

3.2. Changes in Non-Current Financial Assets (Types)

	6 months 2023	6 months 2022
a) Opening balance	445,015	420,376
- interests or shares	260,502	232,059
- loans granted	9,351	21,961

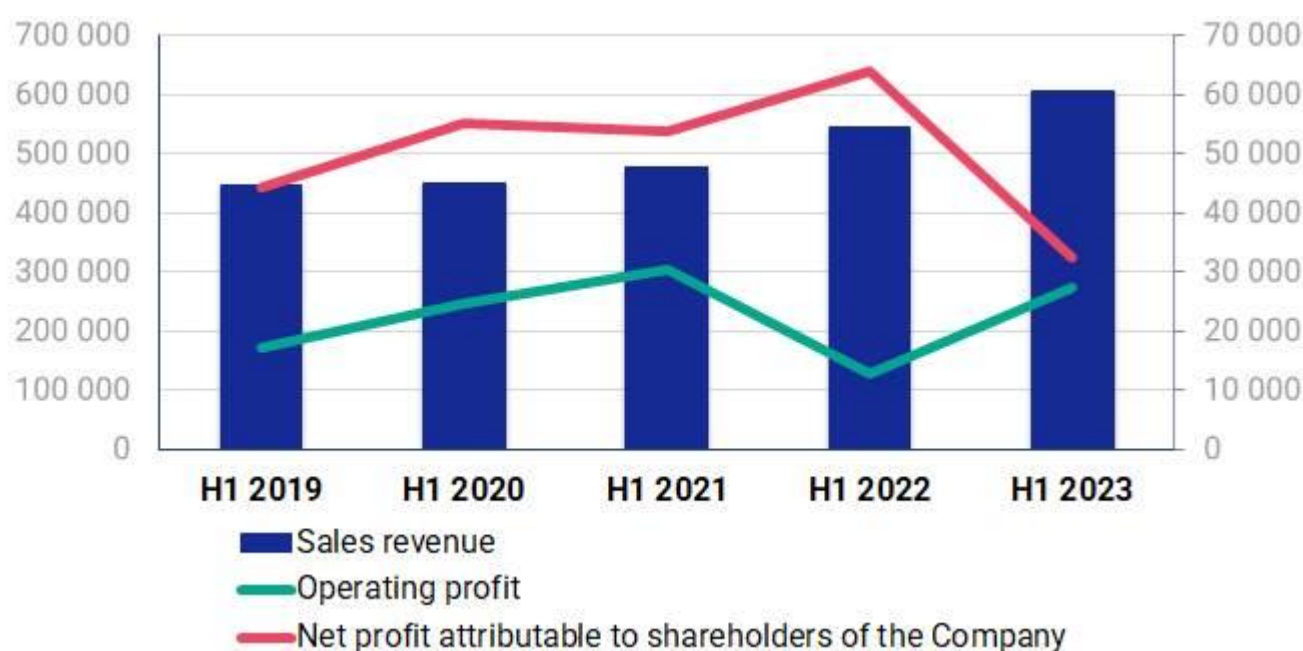
- other securities	167,402	166,051
- other non-current assets (forward contracts)	7760	305
- others	-	-
b) increases (due to)	55,470	39,637
- purchases of shares in subsidiaries	36,218	19,528
- balance sheet valuation of shares	-	376
- valuation of participation units in CCF FIZ	-	2
- acquisition of certificates in CCC FIZ	-	-
- loans granted to subsidiaries	7,730	8,591
- reversal of revaluation write-off for long-term loans	1,989	-
- balance sheet valuation of loans in subsidiaries	-	352
- granted loans to other entities	80	48
- change of the nature of loans to long-term ones from entities in which the entity holds equity interests	-	-
- decrease in the write-down on long-term loans	-	9,383
- valuation of forward contracts (forward and IRS)	9,453	1,357
c) decreases (due to)	19,414	43,556
- revaluation of shares	-	-
- balance sheet valuation of shares	263	-
- revaluation write-off for impairment of shares	-	476
- valuation of participation units in CCF FIZ	14,898	12,880
- repayment of loans by related parties	3,594	13,426
- repayment of loans by other units	12	-
- change of the nature of loans to current loans from related parties	60	-
- creating revaluation write-offs on loans to related parties	-	7,391
- repayment of interest on subsidiaries' loans	-	-
- balance sheet valuation of loans and adjusted interest on loans	587	-
- writing-off a loan repaid by related parties	-	9,383
- valuation of derivative instruments	-	-
d) Closing balance	481,071	416,457

3.3. Current Financial Assets

	30 June 2023	31 December 2022	30 June 2022
a) in related parties	1,625	1,220	1,135
- loans granted	322	321	622
- other financial assets	1,303	899	513
b) in other entities in which the Company holds equity interests	-	-	-
- loans granted	-	-	-
- other financial assets	-	-	-
c) in other entities	12,616	2,357	726
- interest or shares	-	-	-
- loans granted	123	3	-
- other securities	66	28	-

- other current financial assets	12,427	2,326	726
• <i>forward</i> and IRS contracts	12,427	2,326	726
d) cash and cash equivalents	63,855	122,560	143,019
- cash in hand and at banks	63,852	122,538	142,857
- other cash assets	3	22	162
Total Current financial assets	78,096	126,137	144,880

4. A Brief Description of Significant Achievements or Failures of the Issuer During the Period Covered by the Report including a List of the Most Significant Events Related to Such Achievements or Failures



In the first half of 2023, Comarch S.A. reached revenue in the amount of 10.9% higher than in the last year (PLN 605,776 thousand in H1 2023 against PLN 546,335 thousand in H1 2022). Net sales of products constituted 95.2% of total sales of the Company and were higher by PLN 48,883 thousand. The Company's operating profit achieved in H1 2023 amounted to PLN 27,418 thousand and net result was PLN 32,398 thousand. EBIT margin amounted to 4.5% and net profitability was 5.3%.

5. Factors and Events of Unusual Nature with Significant Effects on the Achieved Financial Results

Except for the ones described in point 2 of this financial statement currency exchange rate differences and financial instruments based on exchange rates have influence on the financial results. Realized foreign exchange rate differences and balance sheet valuation of exchange rates on receivables and liabilities as at the 30th of June, 2023, decreased revenue and operating profit of Comarch S.A. by PLN 23,197 thousand (while in the similar period of 2022 they increased them by PLN 16,131 thousand). Exchange rate differences from other activities increased the result of Comarch S.A. by PLN 3,379 thousand (while in the similar period of 2022 they decreased it by PLN 4,591 thousand). The valuation of financial instruments and closed transactions (mostly forward contracts) and provision for deferred income tax in reference to the valuation of the financial instruments increased the Company's net profit by PLN 24,401 thousand (while in the similar period of 2022

they decreased it by PLN 12,606 thousand. The total effect of exchange rate differences and valuation of derivative financial instruments on the net result of the Comarch S.A. in first quarter of 2023 amounted to plus PLN 4,583 thousand (minus PLN 1,066 thousand in the similar period of 2022).

As at the 30th of June, 2023, Comarch S.A. did not create any write-offs due to the loss of value of shares in subsidiaries and created a revaluation write-off for loans to related parties in the amount. Upon receipt of repayment of a portion of the loans from related parties, the Company reversed write-offs revaluating loans in the amount of PLN 1,989 thousand.

In addition to the above, in the period of 6 months of 2023, financial income increased by PLN 1,731 thousand due to dividends from subsidiaries (in the similar period of the previous year financial income also increased by PLN 60,754 thousand due to dividends from subsidiaries).

6. Discussion of Seasonality or Cyclical Nature of the Issuer's Business in the Period Presented

Over 2022 Comarch S.A. revenue structure was as follows: 22% of annual sales were achieved in the first quarter 23% in the second quarter 24% in the third quarter and 31% in the fourth quarter.

Over 2023, the Company expects the distribution of sales revenue similar to that of 2022.

7. Information about Write-Offs that Revaluated Inventories at the Net Realizable Value and Reversal Referred to Them

As of the 30th of June, 2023, Comarch S.A. created write-offs that revaluated goods and materials in the amount of PLN 237 thousand. The company resolved write-offs that revaluated goods and materials which had been created in the previous years in the amount of PLN 20 thousand.

8. Information about Revaluating Write-Offs in Relation to Impairment of Financial Assets Property Plant and Equipment Intangible Assets or Other Assets and About Reversal Referred to Them

Revaluating write-offs in relation to impairment	Financial assets	Property plant and equipment	WNiP	Other assets	Total
Balance at 1 January 2022	147,383	20	-	35,117	182,520
Change:	(651)	-	-	(1,992)	(2,643)
- creation write-offs	476	-	-	7,391	7,867
- dissolution write-offs	(1,127)	-	-	(9,383)	(10,510)
Balance at 30 June 2022	146,732	20	-	33,125	179,877
Balance at 1 January 2022	147,383	20	-	35,117	182,520
Change:	23,747	-	-	(1,975)	21,772

- creation write-offs	24,874	-	-	7,408	32,282
- dissolution write-offs	(1,127)	-	-	(9,383)	(10,510)
Balance at 31 December 2022	171,130	20	-	33,142	204,292
Balance at 1 January 2023	171,130	20	-	33,142	204,292
Change:	-	7,431	326	(1,772)	5,985
- creation write-offs	-	7,451	326	237	8,014
- dissolution write-offs	-	(20)	-	(2,009)	(2,029)
Balance at 30 June 2023	171,130	7,451	326	31,370	210,277

9. Information about Creation, Increasing, Using and Dissolution of Provisions

	Provisions for contracts costs	Provisions for contractual penalties and other claims	Provisions for leaves	Provisions for remuneration	Provision for pension and related benefits	Total
Balance at 1 January 2022	14,884	3,258	34,432	87,525	1,905	142,004
Change:	1,029	855	12 003	(24,134)	721	(9,526)
- creation reserve	3,174	1,033	18,349	32,702	800	56,058
- dissolution reserve	(2,145)	(178)	(6,346)	(56,836)	(79)	(65,584)
Balance at 30 June 2022	15,913	4,113	46,435	63,391	2,626	132,478
Current	15,913	4,113	46,435	63,391	-	129,852
Non-current	-	-	-	-	2,626	2,626
Balance at 1 January 2022	14,884	3,258	34,432	87,525	1,905	142,004
Change:	(1,190)	1,059	5,169	30,316	765	36,119
- creation reserve	4,475	1,584	26,551	124,574	1,020	158,204
- dissolution reserve	(5,665)	(525)	(21,382)	(94,258)	(255)	(122,085)
Balance at 31 December 2022	13,694	4,317	39,601	117,841	2,670	178,123
Current	13,694	4,317	39,601	117,841	-	175,453
Non-current	-	-	-	-	2,670	2,670
Balance at 1 January 2023	13,694	4,317	39,601	117,841	2,670	178,123
Change:	(2,269)	(1,419)	7,754	(48,903)	547	(44,290)
- creation reserve	4,121	-	16,184	32,325	703	53,333

- dissolution reserve	(6,390)	(1,419)	(8,430)	(81,228)	(156)	(97,623)
Balance at 30 June 2023	11,425	2,898	47,355	68,938	3,217	133,833
Current	11,425	2,898	47,355	68,938	-	130,616
Non-current	-	-	-	-	3,217	3,217

All provisions were calculated based on credible estimate as of the balance sheet date.

10. Information about Provisions and Assets in Reference to Deferred Income Tax

	Asset due to deferred income tax	Provision due to deferred income tax
At 1 January 2022	7,414	27,203
Creation in I-VI 2022	2,061	-
Dissolution in I-VI 2022	(299)	(2,472)
At 30 June 2022	9,176	24,731
At 1 January 2022	7,414	27,203
Creation in I-XII 2022	163	901
Dissolution in I-XII 2022	(2,846)	(44)
At 31 December 2022	4,731	28,060
At 1 January 2023	4,731	28,060
Creation in I-VI 2023	211	5,226
Dissolution in I-VI 2023	(258)	(2,852)
At 30 June 2023	4,684	30,434

11. Information about Significant Transactions of Purchase and Sale of Property Plant and Equipment and Intangible Assets

In the reporting period, Comarch S.A. purchased computer hardware and means of transport for amount of PLN 12,237 thousand. In addition, it purchased intangible assets for the amount of PLN 2,551 thousand including copyrights to medical systems acquired from a subsidiary for the total amount of PLN 2,182 thousand.

In the reporting period revenue from sales of property plant and equipment amounted to PLN 564 thousand.

In the second quarter of 2023, the Company created impairment losses on intangible assets for the amount of PLN 326 thousand and impairment losses on investments related to acquired copyrights from Comarch Healthcare in the amount of PLN 7,447 thousand.

In the first quarter of 2023, shares in related parties were acquired for the amount of PLN 36,218 thousand with the amount of PLN 25,323 thousand has not been settled.

12. Information about Significant Liability in Relation to Purchase of Property Plant and Equipment and Non-Current Financial Assets

As at 30th of June, 2023, Comarch S.A. has liabilities due to purchase of computer hardware in the amount of PLN 1,913 thousand and liabilities related to the acquisition of intangible assets in the amount of PLN 365 thousand.

Comarch S.A. has a liability in the amount of PLN 25,323 thousand to the subsidiary Comarch Software und Berating AG on account of the repurchase of shares in Comarch Healthcare S.A. This liability is to be paid in one year from the time of acquisition. Comarch S.A. also has a liability in the amount of PLN 3,655 thousand on account of partially unpaid capital in Comarch Points hub Inc.

13. Information about Significant Settlements in Reference to Court Proceedings

None present.

14. Corrections of Mistakes from the Previous Periods

None present.

15. Information in Relation to Changes in Economic Situation and Conditions for Operation which Have a Significant Effect on Fair Value of an Entity's Financial Assets and Financial Liabilities Regardless of whether the Assets and the Liabilities are Recognized in Fair Value or in Adjusted Purchase Price (Depreciated Cost)

None present.

16. Information about Unpaid Credits or Loans as well as Breach of Significant Provisions of the Credit or Loan Agreements which Were Not Subject to Corrective measures as of the reporting period

None present.

17. Information about One or More Transactions Concluded by the Issuer or its Subsidiary with Related Parties if are Concluded on Terms Different from Market Conditions

None present.

18. In Case of Financial Instruments Valuated in Fair Value – Information About Changes in Method of its Establishment

None present.

19. Information Related to Changes in Classification of Financial Assets as a Result of Changes in Their Purpose or Using of These Assets

None present.

20. Information on any Issue Repurchase or Repayment of Debt and Equity Securities

None present.

21. Information on Any Dividend Paid Out (or Declared) Including its Total and Per Share Value Separately for Ordinary and Preference Shares

On the 29th of May, 2023, the Supervisory Board of Comarch S.A., by Resolution No. 9/05/2023 of the 29th May, 2023, gave a positive opinion on the request of the Management Board of Comarch S.A. on the 29th of May, 2023, that the net profit generated by the Company in the financial year from the 1st of January, 2022, to the 31st of December, 2022. The Company announced details in the current report [RB-4-2023](#) (ENG: [RB-4-2023](#)) on the 29th of May, 2023.

On the 28th of June, 2023, the company's annual general meeting passed Resolution no. 9 on the distribution of profit for the fiscal year 1st of January, 2022 -31st of December, 2022. The general meeting resolved that the profit earned in the financial year from the date of the 1st of January, 2022, until the 31st of December, 2022, net income PLN 67,405,747.85 million is divided in such a way that:

- 1) part of net profit in the amount of PLN 32,533,396 will be used to pay dividends. A dividend of PLN 4.00 per share will be paid to the Company's shareholders on the 10th of July, 2023 (the dividend date).
- 2) The remaining part of the net profit in the amount of PLN 34,872,351.85 will be transferred to the reserve capital.

The dividend was paid on the 19th of July, 2023.

22. Events that Occurred After the Date of Condensed Half-Year Financial Statement Which Are Not Included in the Financial Statement but May Significantly Affect the Future Performance of the Issuer

None present.

23. Information on Any Changes in Contingent Liabilities or Contingent Assets which Have Occurred Since the End of the Last Financial Year

As at the 30th of June, 2023, 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 55,500 thousand whereas it was PLN 62,409 thousand as at the 31st of December, 2022.

Comarch S.A. is the defendant in legal proceedings in which the potential total amount of third-party claims is PLN 19,832 thousand, of which PLN 718 thousand is covered by provisions included in the balance sheet as at the 30th of June, 2023. In the period of 6 months of 2023, Comarch S.A. did not create any new provisions for claims subject to legal proceedings but released provisions for this respect for the amount of PLN 832 thousand.

The Comarch S.A. is a party to the matters in disputes but not legal proceedings in which the potential total amount of third-party claims is PLN 2,180 thousand of which PLN 2,180 thousand is covered by provisions included in the balance sheet as at the 30th of June, 2023. Within 6 months of 2023, Comarch S.A. did not create any new provisions for the matters in disputes but not legal proceedings and resolved provisions in this respect for the amount of PLN 550 thousand.

Due to the legal proceedings, within 6 months of 2023, the Comarch Group did not create any write-offs that revalue receivables.

24. Other Information with Significant Effects on the Financial Condition Assessment and the Achieved Financial Results of the Issuer

24.1. Influence of the Political and Economic Situation in Ukraine and Russia on the Activities and Financial Results of the Company

In reference to the recommendations of the Polish Financial Supervision Authority dated the 25th 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 Company'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 Company are conducted without disruptions also on the territory of Ukraine. The effects of the Russian invasion of Ukraine did not have a significant negative impact on the economic situation of Comarch S.A. Activity of Comarch S.A. is very well diversified geographically and in terms of products the company conducts projects in 40 countries on 6 continents. Sales to customers from Ukraine and Russia accounted for 0.5% of the Company's total revenue in 2022. The Company's ICT infrastructure is also very well diversified and constantly improved. In the current year, the Company has no projects in the Russian market, and estimated sales revenues in the Ukrainian market are similar to the previous year's level.

31st of August, 2023**SIGNATURES OF MANAGEMENT BOARD MEMBERS**

Name and Surname	Position/Function	Signature
Janusz Filipiak	President of the Management Board	
Janusz Jeremiasz Filipiak	Vice-president of the Management Board	
Arkadiusz Iłgowski	Vice-president of the Management Board	
Tomasz Matysik	Vice-president of the Management Board	
Wojciech Pawluś	Vice-president of the Management Board	
Michał Pruski	Vice-president of the Management Board	
Andrzej Przewięźlikowski	Vice-president of the Management Board	
Marcin Romanowski	Vice-president of the Management Board	
Zbigniew Rymarczyk	Vice-president of the Management Board	
Konrad Tarański	Vice-president of the Management Board	

Marcin Warwas

Vice-president of the Management
Board

SIGNATURE OF PERSON CHARGED WITH CARRYING ON ACCOUNT BOOKS

Name and Surname	Position/Function	Signature
Maria Smolińska	Head Accountant	

Comarch S.A.

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<https://www.comarch.com/investors/>

COMARCH



Report of Comarch S.A.'s Management Board Regarding the Activities of Capital Group in the first half of the year of 2023

Krakow, the 31st of August, 2023

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70+ locations on **6** continents
– we realize projects worldwide



PLN 822.5 million
of sales revenue



PLN 49.8 million
of net profit attributable to shareholders



>PLN 1.2 billion
capitalization of Comarch S.A. on the WSE
(on the 30th of June, 2023)



6.1%
EBIT margin



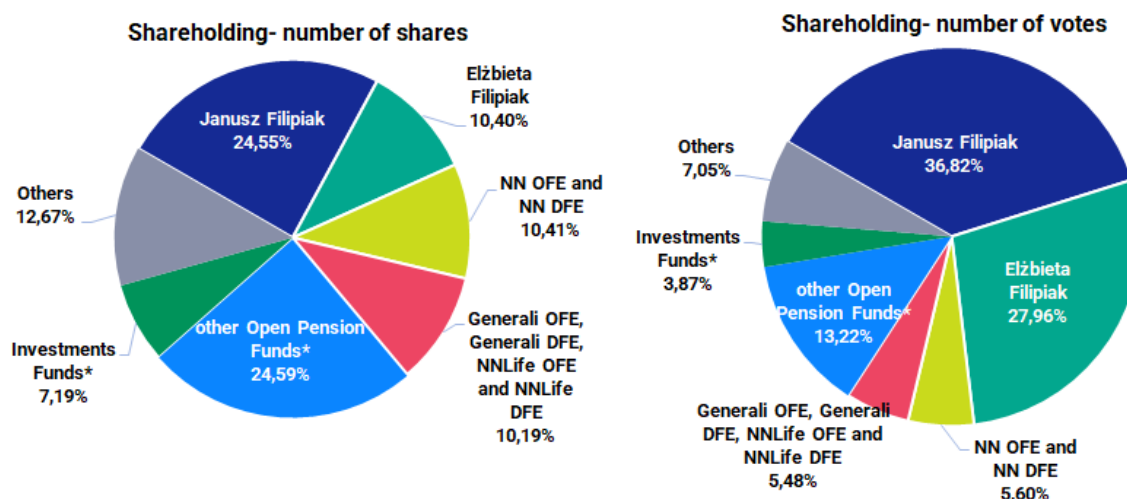
6,600+
professionals employed

1. Information about the Company

The core business of the Comarch Group (the "Group"), whose parent company is Comarch S.A., with its headquarters in Kraków at Al. Jana Pawła II 39 A (the "Company"), is activities related to software - PKD 62.01.Z. Designation of the registry court for Comarch S.A: District Court for Cracow - Śródmieście in Cracow, XI Economic Department of the National Court Register. KRS No.: 0000057567 Comarch S.A. holds a dominant share in the Group in terms of revenue generated, value of assets and the number and size of contracts executed. Comarch S.A.'s shares are admitted to trading on the Warsaw Stock Exchange. The duration of the parent company is not limited.

1.1. Shareholders Holding at Least 5% of the Total Number of Votes at the General Meeting of Comarch S.A. as of 31st of August, 2023

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 31st of August, 2023, 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).



1.2. Changes in the Structure of Ownership of Significant Blocks of Shares of the Issuer in the Period Since the Last Periodic Report, i.e. since the 22nd of May, 2023

Shareholders	Status as of the 31 st of August, 2023				Status as of the 22 nd of May, 2023			
	Number of shares	Share in the share capital (%)	Number of votes	Share in votes at AGM (%)	Number of shares	Share in the share capital (%)	Number of votes	Share in the votes at AGM (%)
Janusz Filipiak	1,997,027	24.55	5,569,027	36.82	1,997,027	24.55	5,569,027	36.82
Elżbieta Filipiak	846,000	10.40	4,230,000	27.96	846,000	10.40	4,230,000	27.96
Nationale-Nederlanden OFE + DFE	846,571	10.41	846,571	5.60	846,571	10.41	846,571	5.60
Generali OFE funds (Open Pension Funds)*	829,183	10.19	829,183	5.48	829,183	10.19	829,183	5.48

* Generali Powszechnie Towarzystwo Emerytalne S.A. (Society) with its registered office in Warsaw, at ul. Senatorska 18, informed that on the 21st of July, 2023, the liquidation of NNLife Otwarty Fundusz Emerytalny (hereinafter referred to as the "NNLife OFE") was completed. On the date of completion of the liquidation of NNLife OFE, their assets were transferred to Generali Otwarty Fundusz Emerytalny (hereinafter referred to as the "Generali OFE").

1.3. Changes in the Ownership of the Issuer's Shares by Persons Managing and Supervising the Issuer since the Last Quarterly Report Was Published

The following table shows the ownership of Comarch S.A. shares by managing and supervising persons as of the date of publication of the consolidated financial statements for the first quarter of 2023, that is as of the 22nd of May, 2023, and on the 31st of August, 2023, according to the information available to the Company.

Managers and supervisors	Position	Status as of the 31 st of August, 2023		Status as of the 22 nd of May, 2023	
		Shares	Share in votes at AGM (%)	Shares	Share in votes at AGM (%)
Janusz Filipiak	President of the Management Board	1,997,027	36.82	1,997,027	36.82
Elżbieta Filipiak	Chairman of the Supervisory Board	846,000	27.96	846,000	27.96
Janusz Jeremiasz Filipiak*	Vice-President of the Management Board	-	-	n/a	n/a
Arkadiusz Ilgowski*	Vice-President of the Management Board	-	-	n/a	n/a
Tomasz Matysik*	Vice-President of the Management Board	-	-	n/a	n/a
Wojciech Pawluś*	Vice-President of the Management Board	-	-	n/a	n/a
Michał Pruski*	Vice-President of the Management Board	-	-	n/a	n/a
Andrzej Przewięźlikowski	Vice-President of the Management Board	-	-	-	-
Marcin Romanowski*	Vice-President of the Management Board	-	-	n/a	n/a
Zbigniew Rymarczyk	Vice-President of the Management Board	34,661	0.23	34,661	0.23
Konrad Tarański	Vice-President of the Management Board	10,608	0.07	10,608	0.07
Marcin Warwas	Vice-President of the Management Board	10,608	0.07	10,608	0.07
Number of shares issued		8,133,349	100.00	8,133,349	100.00

According to the knowledge of the company, among the members of the Supervisory Board, only the Chairperson of the Supervisory Board, Ms. Elżbieta Filipiak, holds shares in the Company.

**Management Board of Comarch S.A. informed in the current report no. RB-8-2023 that on the 28th of June, 2023, the Ordinary General Meeting of the Company adopted resolutions No. 24, 25, 26, 27, 28 and 29 on the election of members of the Management Board of the Company. Mr. Janusz Jeremiasz Filipiak, Mr. Arkadiusz Ilgowski, Mr. Tomasz Matysik, Mr. Wojciech Pawluś, Mr. Michał Pruski and Mr. Marcin Romanowski were appointed as members of the Management Board of Comarch S.A. until the end of the current term of office of the board.*

1.4. Registered Shares with Voting Rights of the Parent Company

Registered shares of series A and B are privileged in terms of votes in such a way that there are 5 votes for each share at the general meeting of Comarch S.A. President of the Management Board of Comarch S.A., Janusz Filipiak, owns 470,000 series A registered preference shares, which carry 2,350,000 votes at the Company's AGM and 423,000 series B registered preference shares, which carry 2,115,000 votes at the Company's AGM. Chairwoman of the Supervisory Board of Comarch S.A. Elżbieta Filipiak holds 385,400 series A registered preference shares, which carry 1,927,000 votes at the Company's General Meeting of Shareholders, and 460,600 series B registered preference shares, which carry 2,303,000 votes at the Company's General Meeting of

Shareholders. Paweł Prokop, acting the function of Vice-President of the Management Board of Comarch S.A. until the 10th of March, 2023, he was the holder of 9,400 series A shares with voting privileges. They are entitled to 47,000 votes at the general meeting of the Company. As a result of Paweł Prokop's death, on the 10th of March, the shares entered the inheritance estate, and the rights related to them are vested in Paweł Prokop's heirs.

Conversion of registered shares into bearer shares is allowed. If registered shares are converted into bearer shares, they lose all privileges. The sale of a registered preference share results in the expiry of the related special right to vote at the general meeting, but does not result in the expiry of the special right to vote at the general meeting:

- a) sale to persons who are shareholders of the Company as at the 18th March, 1998
- b) disposal to the descendants of the seller,
- c) transfer of ownership of registered share as a result of inheritance,
- d) sale to a legal person of Polish or foreign law or an organizational unit without legal personality of Polish or foreign law, including in particular to a defective legal person of Polish or foreign law Structure") controlled within the meaning of Art. 8 sec. 5 of the Articles of Association only by a shareholder contributing (selling) registered preference shares to the Structure ("Contributing Shareholder") or (jointly) controlled only by ascendants, descendants, siblings or spouse of the Contributing Shareholder or exclusively by some or all of these persons ("Person or Persons Close") and the Bringing Shareholder jointly ("Controlled Structure"), and the sale of registered preference shares held by one Controlled Structure to another Controlled Structure.

The disposal of registered shares requires the consent of the Management Board granted in writing. The sale of shares without the consent of the Management Board is possible under the conditions set out in the Articles of Association of Comarch S.A. Ordinary shares have the right to 1 vote at the AGM. Conversion of ordinary shares into registered shares is not allowed.

2. Basic Economics and Financial Values

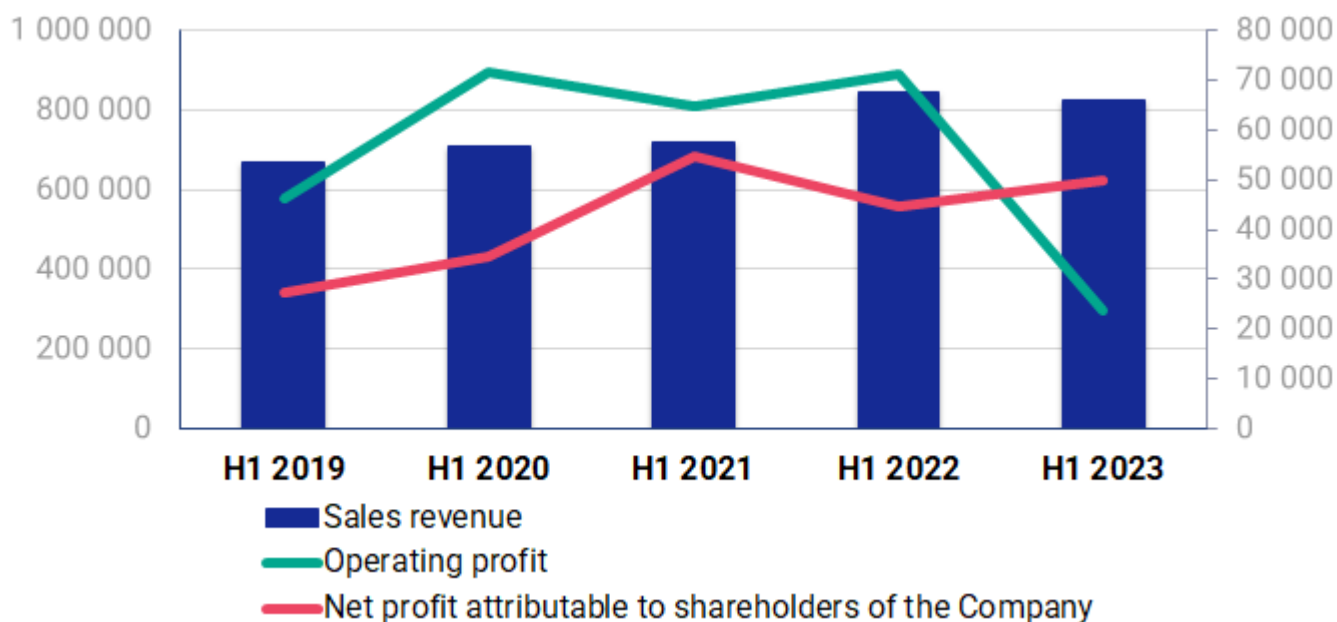
2.1. Selected Financial Data

	H1 2023	H1 2022	H1 2021	H1 2020	H1 2019
Revenue from sales	822,530	842,667	721,346	708,784	666,488
Revenue from sales of proprietary	776,155	795,169	676,869	670,901	616,936
Operating profit	23,808	71,146	64,847	71,783	46,157
EBITDA*	69,425	117,649	110,701	118,240	86,312
Profit before income tax	64,650	57,821	76,022	56,897	46,103
Net profit attributable to the Parent Company's shareholders	49,796	44,790	54,583	34,519	27,179
Earnings per share (in PLN)	6.12	5.51	6.71	4.24	3.34
Assets	2,194,601	2,124,343	2,024,218	1,925,011	1,729,072
Equity	1,276,196	1,220,583	1,121,315	1,005,611	891,491

*) Operating profit + Depreciation. Depreciation and amortization in the half-year 2019 - 2023 takes into account the restatement resulting from IFRS 16.

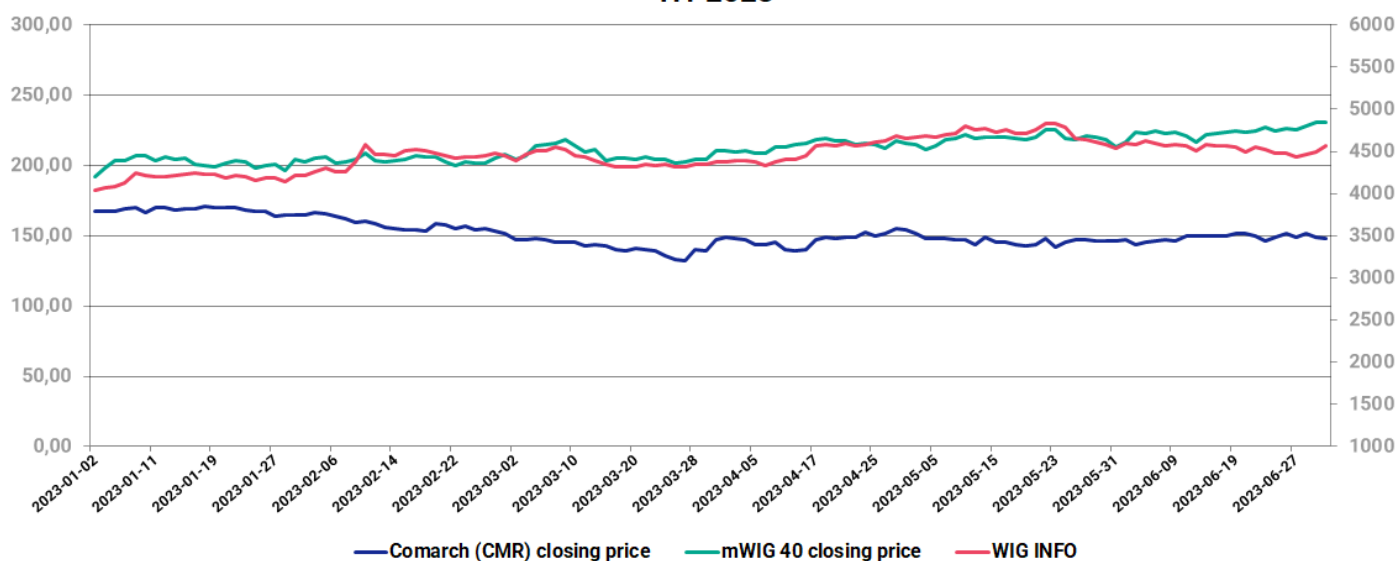
In the first half of the year 2023, Comarch Group's sales were lower by PLN 20,137 thousand, i.e. by 2.4% compared to the previous year. Operating result amounted to PLN 23,808 thousand and was lower by 66.5% compared to that achieved in first half of the year 2022. Net profit attributable to the Parent Company's shareholders in the first half of the year 2023 was higher, compared to that achieved in the first half of the previous year, by PLN 5,006 thousand, i.e. by 11.2% and reached the value of PLN 49,796 thousand. As of the 30th June, 2023, Comarch Group hired 6,606 people, i.e. 265 fewer than as of the 31st of December, 2022. The financial results achieved in the first half of 2023 were strongly influenced by the occurrence of negative exchange rate differences realized and from the balance sheet valuation of trade receivables, related to the strengthening of the PLN exchange rate against foreign currencies, which reduced sales revenue and operating profit in the described period by PLN 24,293 thousand.

Value of Comarch Group's assets at the end of June 2023 increased by PLN 70,258 thousand, i.e. by 3.3% compared to the end of June 2022, while the value of equity over the same period increased by PLN 55,613 thousand, i.e. by 4.6%.



2.2. Comarch S.A. Stock Price Performance(in PLN) – Comarch S.A.

H1 2023



Period	The highest	The lowest
I quarter of 2023	171	132.6
II quarter of 2023	155	139

Between the 1st of January, 2023, and the 30th of June, 2022, the closing rate of Comarch S.A. shares decreased from PLN 164.00 PLN to PLN 148.00 , i.e. by 9.8%. During the first half of the year, the maximum closing rate amounted to PLN 171.00. Between the 30th of June, 2023, and the 30th of June, 2022, closing price of Comarch S.A. decreased from PLN 167.80 to PLN 148 i.e. by 11.8%.

Data in PLN	6 months 2023 / 30.06.2023	6 months 2022 / 30.06.2022
Average volume during the reporting period	151.06	181.18
MIN price during the reporting period	132.60	159.80
MAX price during the reporting period	171.00	206.00
Average volume during the reporting period	5,096	2,362
Capitalization at the balance sheet date	1,203,735,652	1,364,775,962
Ratios for unit data		
P/E at the balance sheet date	33.57	15.48
P/BV at the balance sheet date	1.16	1.31
P/S at the balance sheet date	1.99	2.50
Ratios for consolidated data		
P/E at the balance sheet date	24.17	30.47
P/BV at the balance sheet date	0.94	1.12
P/S at the balance sheet date	1.46	1.62

3. 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, 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 Comarch'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 Comarch'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 North America. Sales in the Comarch Group is highly diversified, with no dependency on one major client. In the first half of 2023, the share of sales to none of the customer exceeded 10% of the Comarch Group sales.

Due to the specific nature of the industry, in which Comarch 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 the first half of 2023, share of none of the product provider exceeded 10% of the value of Comarch Group's sales.

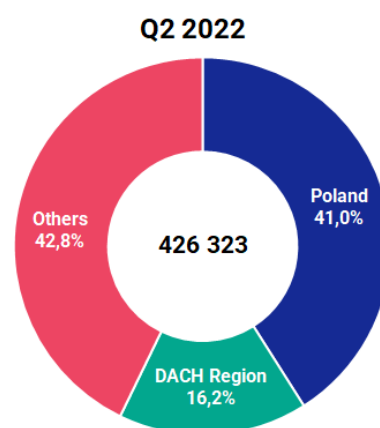
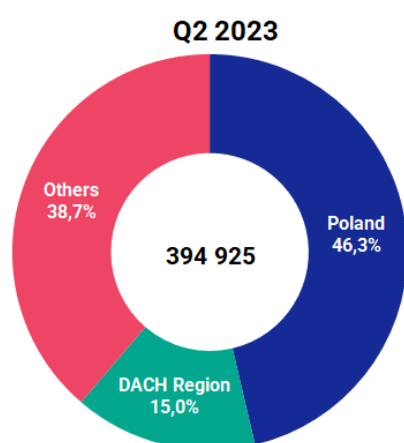
4. Sales Structure

4.1. Sales- Geographical Structure (000'PLN)

Geographical structure of sales	Q2 2023	%	Q2 2022	%	Change PLN	Change %
Domestic	182,968	46.3	174,753	41.0	8,215	4.7
Export	211,957	53.7	251,570	59.0	(39,613)	(15.7)
Total	394,925	100.0	426,323	100.0	(31,398)	(7.4)

In the second quarter of 2023, the Group generated PLN 182,968 thousand of revenue from domestic sales, that is PLN 8,215 thousand (i.e. 4.7%) more than in the second quarter of the previous year. Domestic sales accounted for PLN 211,957 thousand in the second quarter and was PLN 39,613 thousand (i.e. 15.7%) lower than in the second quarter of 2022. In second quarter of 2023, foreign sales accounted for 53.7% of the total revenue of the Comarch Group.

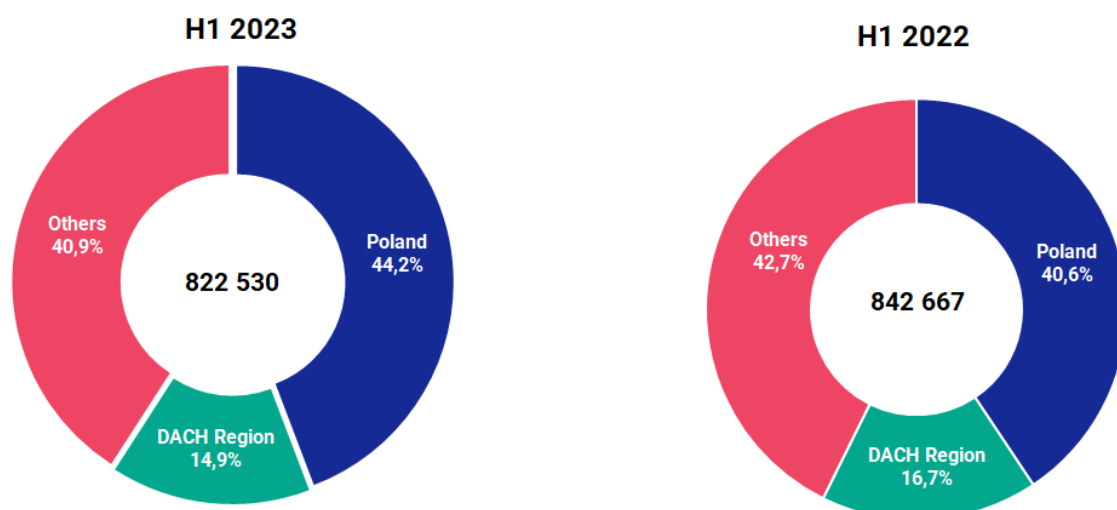
A large impact on the level of foreign sales revenue in the second quarter of 2023 was exerted by negative exchange rate differences realized and from the balance sheet valuation of trade receivables, related to the strengthening of the PLN exchange rate against foreign currencies, which reduced sales revenue in the described period by PLN 19,089 thousand (while in Q2 2022 it increased them by PLN 12,415 thousand).



Geographical structure of sales	6 months 2023	%	6 months 2022	%	Change PLN	change %
Domestic	363,750	44.2	342,473	40.6	21,277	6.2
Export	458,780	55.8	500,194	59.4	(41,414)	(8.3)
Total	822,530	100.0	842,667	100.0	(20,137)	(2.4)

In the first half of 2023, the Comarch Group reached PLN 363,750 thousand of domestic sales, that is an increase of PLN 21,277 thousand (i.e. of 6.2%) compared to the first half of 2022. In the first half of 2023, foreign sales amounted to PLN 458,780 thousand and were lower by PLN 41,414 thousand (i.e. by 8.3%) than in the corresponding period of the previous year. Foreign sales accounted for 55.8% of the total revenue of the Comarch Group in the first half of 2023.

Sales revenue by geographical segments (by market location):

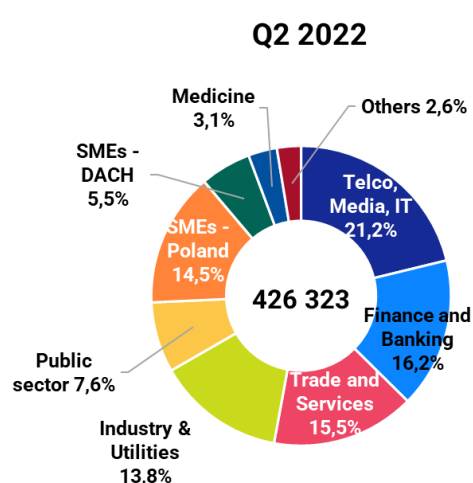
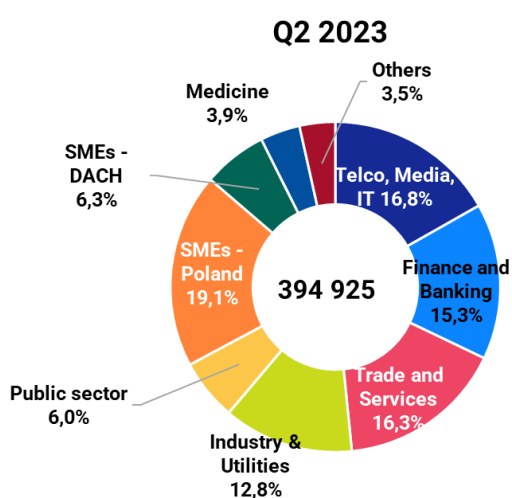


4.2. Sales - Market Structure (000'PLN)

Sales structure by sector	Q2 2023	%	Q2 2022	%	Change PLN	change %
Telecommunication, Media, IT	66,521	16.8	90,433	21.2	(23,912)	(26.4)
Finance and Banking	60,400	15.3	69,053	16.2	(8,653)	(12.5)
Trade and Services	64,260	16.3	65,898	15.5	(1,638)	(2.5)
Industry & Utilities	50,612	12.8	58,833	13.8	(8,221)	(14.0)
Public Sector	23,836	6.0	32,448	7.6	(8,612)	(26.5)
SME – Poland	75,518	19.1	61,712	14.5	13,806	22.4
SME – DACH	24,732	6.3	23,400	5.5	1,332	5.7
Medical Sector	15,349	3.9	13,386	3.1	1,963	14.7
Others	13,697	3.5	11,160	2.6	2,537	22.7
Total	394,925	100.0	426,323	100.0	(31,398)	(7.4)

In the second quarter of 2023, sales revenue of the Comarch Group to clients from the TMT Sector amounted to PLN 66,521 thousand, i.e. lower by PLN 23,912 thousand (i.e. by 26.4%) than that achieved in the same period of the previous year. The decrease in revenue from sales to customers in this sector is related to the observed decline in demand for IT solutions for telecommunications. The value of revenue from sales to customers in the finance and banking sector decreased by PLN 8,653 thousand i.e. by 12.5%. Revenue from sales to trade and service customers also declined, i.e. by PLN 1,638 thousand, i.e. by 2.5%, as well as to customers in the industry sector (a decrease of PLN 8,221 thousand, i.e. of 14%) and in the public sector (a decrease of PL 8,612 thousand i.e. of 26.5%) in relation to the second quarter of 2022.

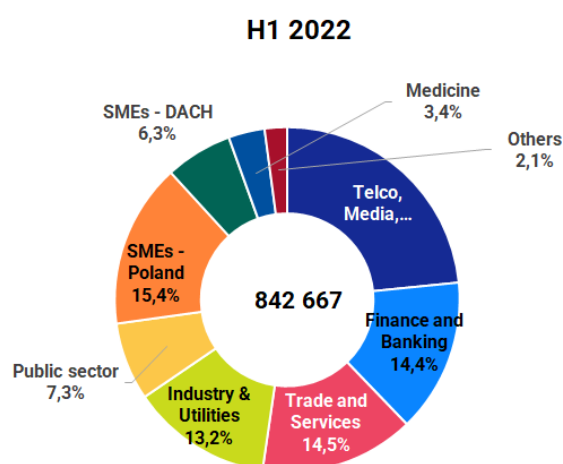
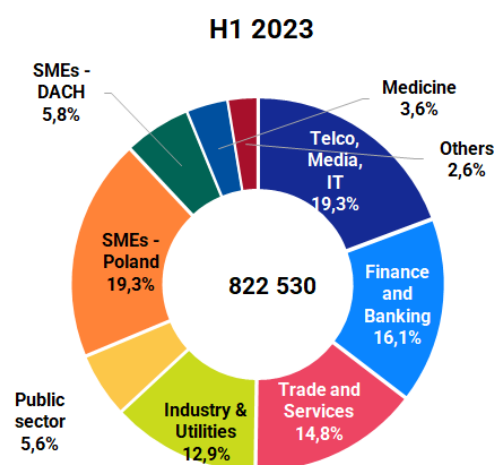
Sales to SME customers-both in the domestic market (Poland) and in the DACH region-rose by, respectively, 13,806 thousand (i.e. by 22.4%) and PLN 1,332 thousand (i.e. by 5.7%). Revenue from sales to medical customers recorded an increase of PLN 1,963 thousand, i.e. of 14.7%. Sales to other customers increased by PLN 2,537 thousand or 22.7% compared to the second quarter of 2022.



Sales structure by sector	6 months2023	%	6 months2022	%	change PLN	change%
Telecommunication, Media, IT	159,051	19.3	196,288	23.4	(37,237)	(19.0)
Finance and Banking	132,554	16.1	121,402	14.4	11,152	9.2
Trade and Services	121,626	14.8	122,551	14.5	(925)	(0.8)
Industry & Utilities	105,904	12.9	111,303	13.2	(5,399)	(4.9)
Public Sector	45,839	5.6	61,697	7.3	(15,858)	(25.7)
SME – Poland	158,736	19.3	129,825	15.4	28,911	22.3
SME – DACH	47,321	5.8	53,233	6.3	(5,912)	(11.1)
Medical Sector	29,767	3.6	28,943	3.4	824	2.8
Others	21,732	2.6	17,425	2.1	4,307	24.7
Total	822,530	100.0	842,667	100.0	(20,137)	(2.4)

In the first half of 2023, the value of sales to recipients from the TMT sector amounted to PLN 159,051 thousand, which means a decrease of PLN 37,237 thousand, i.e. of 19% compared to the first half of 2022. Customers from the finance and banking sector purchased products and services worth PLN 132,554 thousand, higher than that achieved in the corresponding period of the previous year by PLN 11,152 thousand, i.e. 9.2%. On the other hand, a slight decrease was recorded in sales to customers from the trade and services sector, i.e. of 925 thousand, i.e. of 0.8%, and to customers from the industry and utilities sector of PLN 5,399 thousand, i.e. of 4.9%. In the first half of 2022, Comarch Group's sales to public sector recipients decreased by PLN 15,858 thousand, i.e. by 25.7%. Customers from the SME-Poland sector purchased products and services worth PLN 28,911 thousand, i.e. 22.3% higher than in the same period of the previous year. Sales to the SME-DACH sector recorded a decrease of PLN 5,912 thousand, i.e. of 11.1%. The increase in sales to customers from the medicine sector amounted to 824 thousand, i.e. 2.8%. Revenue from sales to other customers increased by PLN 4,307 thousand (by 24.7%) compared to the corresponding period of 2022.

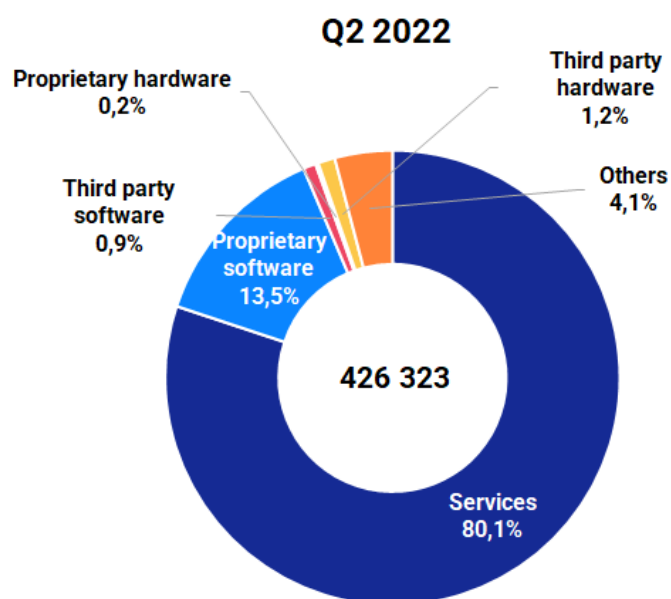
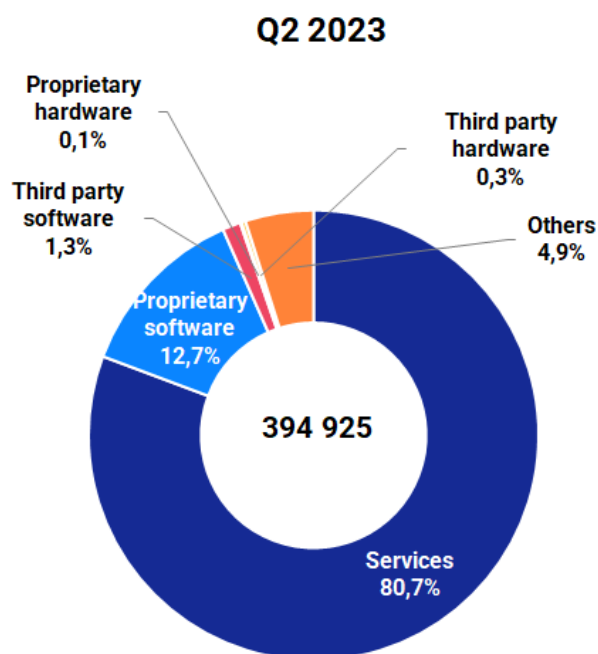
The business situation in the first half of 2023 confirmed that maintaining diversification of revenue sources and diversity of the offer is beneficial for the stable development of the Comarch Group, especially in the conditions of economic slowdown and unstable political situation in the world.



4.3. Sales – Products Structure

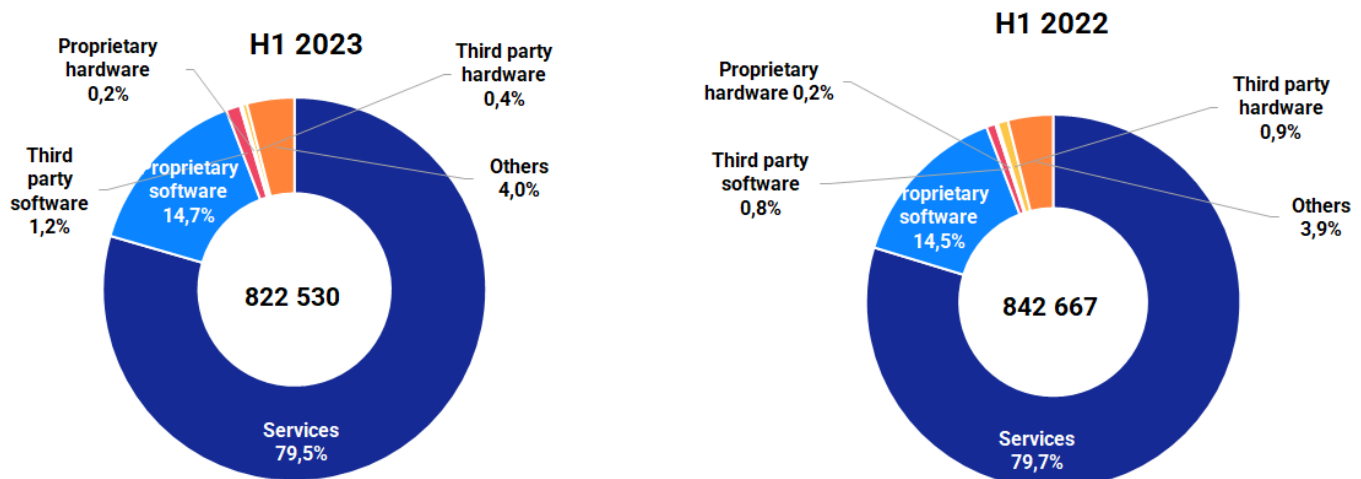
Products sales structure	Q2 2023	%	Q2 2022	%	Change PLN	Change %
IT Services	318,823	80,7	341,577	80,1	(22,754)	(6,7)
Proprietary Software	50,348	12,7	57,623	13,5	(7,275)	(12,6)
Third party Software	5,042	1,3	3,690	0,9	1,352	36,6
Finished goods	582	0,1	841	0,2	(259)	(30,8)
Hardware	1,042	0,3	4,987	1,2	(3,945)	(79,1)
Others	19,088	4,9	17,605	4,1	1,483	8,4
Total	394,925	100,0	426,323	100,0	(31,398)	(7,4)

In the second quarter of 2023, revenue from the sales of IT services decreased by PLN 22,754 thousand, i.e. by 6.7%. The value of sales of proprietary software decreased by PLN 7,275 thousand (i.e. by 12.6%) and amounted to PLN 50,348 thousand. The value of revenues from the sale of third-party software increased by PLN 1,352 thousand, i.e. by 36.6%. Sales of own finished goods recorded a decrease compared to the second quarter of 2022, it amounted to PLN 259 thousand, i.e. 30.8%. The value of sales of third-party hardware decreased by PLN 3,945 thousand (i.e. by 79.1%). In the second quarter of 2023, other sales recorded an increase of PLN 1,483 thousand, i.e. of 8.4%.



Products sales structure	6 months 2023	%	6 months 2022	%	Change PLN	Change %
IT Services	653,601	79,5	671,462	79,7	(17,861)	(2,7)
Proprietary Software	121,178	14,7	121,781	14,5	(603)	(0,5)
Third party Software	9,633	1,2	6,716	0,8	2,917	43,4
Finished goods	1,376	0,2	1,926	0,2	(550)	(28,6)
Hardware	3,467	0,4	7,936	0,9	(4,469)	(56,3)
Others	33,275	4,0	32,846	3,9	429	1,3
Total	822,530	100,0	842,667	100,0	(20,137)	(2,4)

In the first half of 2023, the value of revenue from sales of IT services decreased by PLN 17,861 thousand, i.e. by 2.7%. Revenue from sales of proprietary software had a decrease of PLN 603 thousand, i.e. of 0.5%, similarly to revenue from sales of finished goods (a decrease of PLN 550 thousand, i.e. of 28.6%) and third-party hardware (a decrease of PLN 4,469 thousand, i.e. of 56.3%). The value of revenue from sales of third-party software increased by PLN 2,917 thousand, i.e. by 43.4%, the value of other sales also increased (by PLN 429 thousand, i.e. by 1.3%).



5. Factors Essential for Development of the Comarch Group

5.1. 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 Comarch Group affecting the nature of clients acquired;
- d) Commercial operations of Comarch Group 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 work conditions offered for employees of the companies of the Comarch Group;
- g) A recognizable and very popular annual summer student internship program, thanks to which the Comarch Group 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) 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).

5.2. 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 Group, 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) Growing competition, causing decrease in achieved margins; competition between IT companies;

- f) Continued pressure on increase in remuneration in IT sector; number of graduates from technical universities having IT skills decreases;
- g) Growing competition on the local labour market in IT sector in Krakow and other locations where the Company conducts its business;
- 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, EUR/PLN, USD/PLN, GBP/PLN, JPY/PLN, THB/PLN, BRL/PLN, ZAR/PLN, CHF/PLN, CAD/PLN which affect the profitability of export sales;
- j) 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 caused a decrease in the Company's revenue from eastern markets;
- k) the growing threat of cybercrime.

6. Other Significant Factors, including Risks and Threats

The Comarch Group is exposed to the following main types of financial risk:

6.1. Credit Risk

The Company Group 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 Group's sales to a significant number of customers in different branch of economy, in different world's regions. In terms of balance sheet items subject to credit risk, in the reporting period, there was no significant change in the level of risk.

6.2. Risk of Change in Interest Rates

The Comarch Group is exposed to the risk of changes in interest rates related to cash and cash equivalents, as well as long-term investment credits and loans. Part of the credits and loans bear interest at a fixed interest rate, and some at a variable interest rate based on EURIBOR. For credits and loans bearing variable interest rates, the Comarch Group partially hedged the interest rate risk using IRS contracts. The Comarch Group constantly monitors the market situation in terms of changes in interest rates. The impact of changes in interest rates on the amount of interest paid on loans is partly offset by parallel changes in the interest rate received in connection with the cash held by the Comarch Group.

6.3. Risk of Fluctuation in the Exchange Rates

The Comarch Group 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, GBP/PLN, JPY/PLN, THB/PLN, BRL/PLN, ZAR/PLN, CHF/PLN, CAD/PLN. At the same time, part of the Comarch Group's costs is also expressed in, or related to exchange rates for foreign currencies. In individual cases, the Comarch Group 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 by changing the currency of investment loans).

6.4. Financial Liquidity Risk

The Comarch Group 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 Comarch Group are fixed, while revenue from sales, as is typical for a services company, fluctuates. The Comarch Group 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.

7. Perspectives of Development in the Comarch Group and Anticipated Financial Situation in 2023

In the first half of the year 2023 total sales of Comarch Group IT services and products decreased mainly as a result of declines in the telecommunications and public sectors. On the other hand, the demand for Comarch Group's solutions increased in the SME-Poland and finance and banking sectors. The order book of Comarch Group currently ensures full use of its production capacity in the next few periods.

Comarch Group's activities and financial results in 2023 will be mostly influenced by the development of the political and economic situation in Poland and in the world, 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 customer base is constantly expanding, and a significant number of them are international companies, which allows the company to continue to grow. The dynamically developing activity of the Comarch Group on foreign markets additionally increases the number of sales 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 risks. A chance for the Group is its great innovation and an increase in demand for IT delivery in the service model - the Comarch Group, thanks to a wide range of its own products, infrastructure and human and capital resources, can flexibly adapt to the business models expected by customers.

The Management Board of Comarch S.A. reports that it is monitoring the impact of the political and economic situation in Ukraine and Russia on the Comarch Group's operations on an ongoing basis. The Company's Management Board informs that as of the date of publication of this report, the Comarch Group's operational activities are carried out without disruption, including on the territory of Ukraine. The consequences of the Russian invasion of Ukraine have not had a significant negative impact on the economic situation of the Comarch Group. The Comarch Group's business is very well diversified in terms of geography and products, with the Company conducting projects in more than 40 countries on 6 continents. The Comarch Group runs projects in more than 70 countries on 6 continents. The Comarch Group's ICT infrastructure is also very well diversified and constantly improving. Revenues from sales to customers in Ukraine and Russia accounted for 0.6% of the Comarch Group's total revenues in 2022. In the current year, the Comarch Group does not have any projects in the Russian market, and the estimated sales revenue in the Ukrainian market is similar to the previous year's level.

The most important operational risks related to the Group's operations are:

- risk related to R&D works (developing proprietary software products);
- risk related to the performance of long-term contracts;
- 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 the 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;
- risks related to international terrorism, making it difficult to post employees on business trips to some regions of the world;
- cyber risk;
- the risk related to the war on the territory of Ukraine and the political, economic and social consequences of this conflict.

The Group does not anticipate any significant changes in its financial standing and in terms of risk related to its activities.

8. Financial Analysis

Balance Sheet Assets	30 June 2023	%	31 December 2022	%	Change	Change %
NON-CURRENT ASSETS	978,361	44.6	976,471	43.0	1,890	0.2
Property, plant and equipment	676,443	30.7	684,642	30.2	(8,199)	(1.2)
Right-of-use asset	89,306	4.1	85,296	3.8	4,010	4.7
Investment real estate	36,464	1.7	37,313	1.6	(849)	(2.3)
Goodwill	45,774	2.1	45,774	2.0	-	-
Other intangible assets	67,731	3.1	69,062	3.0	(1,331)	(1.9)
Non-current prepayments	4,232	0.2	5,942	0.3	(1,710)	(28.8)
Other assets at fair value	18,961	0.9	9,723	0.4	9,238	95.0
Other investment	1,293	0.1	1,249	0.1	44	3.5
Deferred income tax assets	31,459	1.4	30,452	1.3	1,007	3.3
Other receivables	6,698	0.3	7,018	0.3	(320)	(4.6)
CURRENT ASSETS	1,216,240	55.4	1,295,511	57.0	(79,271)	(6.1)
Inventories	105,883	4.8	85,947	3.8	19,936	23.2
Trade and other receivables	433,114	19.7	535,309	23.6	(102,195)	(19.1)
Current income tax receivables	4,984	0.2	6,792	0.3	(1,808)	(26.6)
Long-term contracts receivables	164,592	7.5	166,811	7.3	(2,219)	(1.3)
Available-for-sale financial assets	66	-	27	-	39	144.4
Other financial assets at fair value – derivative financial instruments	12,427	0.6	2,327	0.1	10,100	434.0
Cash and cash equivalents	495,174	22.6	498,298	21.9	(3,124)	(0.6)
TOTAL ASSETS	2,194,601	100.0	2,271,982	100.0	(77,381)	(3.4)

The value of the Comarch Group's assets since the beginning of 2023 decreased by PLN 77,381 thousand, or 3.4%, and amounted to PLN 2,194,601 thousand. There was an increase in the value of non-current assets of PLN 1,890 thousand and a decrease in the value of current assets of PLN 79,271 thousand. The largest impact on the increase in non-current assets came from other assets measured at fair value, which value increased by PLN 9,238 thousand, i.e. by 95%. Deferred income tax assets increased by PLN 1,007 thousand, i.e. by 3.3%, the value of other intangible assets decreased by PLN 1,331 thousand, i.e. by 1.9%. The increase in value occurred in the right-of-use asset item of PLN 4,010 thousand, i.e. of 4.7%, and other investments of PLN 44 thousand, i.e. of 3.5%. There was a decrease in property, plant and equipment (of PLN 8,199 thousand, i.e. of 1.2%), investment real estate (of PLN 849 thousand, i.e. of 2.3%), non-current prepayments (of PLN 1,710 thousand, i.e. of 28.8%) and other receivables (of PLN 320 thousand, i.e. of 4.6%).

As part of current assets, the value of trade receivables decreased to PLN 433,114 thousand from PLN 535,309 thousand at the end of 2022, which is related to the seasonal decline in the value of this balance sheet item, typical for the business. The value of available-for-sale financial assets (so called "white certificates") as of the

30th of June, 2023, is 66, so it increased by PLN 39 thousand since the beginning of 2023. The value of other financial assets measured at fair value - derivatives also increased by PLN 10,100 thousand, i.e. by 434%. The value of current income tax receivables decreased by PLN 1,808 thousand, i.e. by 26.6%, and due income from long-term contracts decreased by PLN 2,219 thousand, i.e. by 1.3%. Cash and cash equivalents also decreased, that is by PLN 3,124 thousand, or 0.6%.

Equity and liabilities	30 June 2023	%	31 December 2022	%	Change	Change %
I. EQUITY	1,276,196	58.2	1,279,690	56.3	(3,494)	(0.3)
Capital attributable to the company's shareholders	1,275,816	58.2	1,277,519	56.3	(1,703)	(0.1)
Share capital	8,133	0.4	8,133	0.4	-	-
Reserve capital from the sales of shares above their nominal value	84,446	3.8	84,446	3.7	-	-
Other capitals	58,595	2.7	58,595	2.6	-	-
Exchange rates differences	35,564	1.6	54,530	2.4	(18,966)	(34.8)
Profit/(loss) from the previous years and profit for the current period	1,089,078	49.7	1,071,815	47.2	17,263	1.6
Equity attributable to non-controlling interests	380	-	2,171	-	(1,791)	(82.5)
II. LIABILITIES	918,405	41.8	992,292	43.7	(73,887)	(7.4)
Non-current liabilities	237,884	10.8	256,283	11.2	(18,399)	(7.2)
Credits and loans	106,731	4.9	127,475	5.6	(20,744)	(16.3)
Other financial liabilities	-	-	-	-	-	-
Other liabilities	394	-	436	-	(42)	(9.6)
Lease liabilities	71,259	3.2	70,227	3.1	1,032	1.5
Financial liabilities at fair value – derivatives	-	-	2,176	0.1	(2,176)	(100.0)
Provision due to deferred income tax	55,651	2.5	52,720	2.3	2,931	5.6
Provision for other liabilities and charges	3,849	0.2	3,249	0.1	600	18.5
Current liabilities	680,521	31.0	736,009	32.5	(55,488)	(7.5)
Trade and other liabilities	276,146	12.6	277,732	12.3	(1,586)	(0.6)
Liabilities due to income tax	23,740	1.1	27,484	1.2	(3,744)	(13.6)
Invoiced revenue for long-term contracts	125,577	5.7	145,999	6.4	(20,422)	(14.0)
Credits and loans	35,921	1.6	44,732	2.0	(8,811)	(19.7)
Lease liabilities	21,996	1.0	21,099	0.9	897	4.3
Financial liabilities at fair value – derivatives	-	-	5,199	0.2	(5,199)	(100.0)
Other financial liabilities	32,533	1.5	-	-	32,533	100.0

Provision for other liabilities and charges	164,608	7.5	213,764	9.5	(49,156)	(23.0)
TOTAL EQUITY AND LIABILITIES	2,194,601	100.0	2,271,982	100.0	(77,381)	(3.4)

The decrease of PLN 77,381 thousand, i.e. of 3.4% in the value of total equity and liabilities compared to the end of 2022 is mainly the result of a decrease in the value of liabilities of PLN 73,887 thousand, i.e. of 7.4%. The total value of equity decreased slightly, i.e. by PLN 3,494 thousand.

The value of long-term liabilities decreased by PLN 18,399 thousand, i.e. by 7.2% compared to the end of 2022. There was a decrease in the value of liabilities on account of loans and borrowings of PLN 20,744 thousand, i.e. of 16.3%, and other liabilities of PLN 42 thousand, i.e. of 9.6%, as well as financial liabilities measured at fair value - derivatives of PLN 2,176 thousand, i.e. of 100%. The largest increase was in the value of deferred tax liabilities of PLN 2,931 thousand, i.e. of 5.6%. Lease liabilities increased in value by PLN 1,032 thousand, i.e. by 1.5%. Meanwhile, provisions for other liabilities and charges increased by PLN 600 thousand, i.e. by 18.5%.

As part of short-term liabilities, the value of trade and other liabilities decreased by PLN 1,586 thousand, i.e. by 0.6%. An increase was recorded in the value of other financial liabilities of PLN 32,533 thousand, i.e. of 100%, which was related to Comarch S.A.'s planned dividend payment. The value of short-term loans and credits decreased by PLN 8,811 thousand, i.e. by 19.7% compared to the end of 2022. The value of current income tax liabilities decreased by 3,744, i.e. by 13.6%, and the value of lease liabilities increased by PLN 897 thousand, i.e. 4.3%, while the value of financial liabilities measured at fair value decreased by PLN 5,199 thousand, i.e. by 100%. There was a decrease in provisions for other liabilities and charges of PLN 49,156 thousand, i.e. of 23%, and in invoiced revenue related to long-term contracts of PLN 20,422 thousand, i.e. of 14%.

Debt analysis %	30 June 2023	31 December 2022
Financial debt to assets ratio	6.5	7.6
Financial debt equity ratio	11.2	13.5

Financial debt ratios declined slightly in the first half of the year 2023 as a result of the decrease in debt. The Group is financed by its own funds at 58.2% and by foreign capital at 41.8%.

	6 months of 2023	6 months of 2022	Change	Change %
Revenue	822,530	842,667	(20,137)	(2.4)
Cost of products, services, good and materials sold	(656,915)	(628,948)	(27,967)	4.4
Gross profit	165,615	213,719	(48,104)	(22.5)
Other operating income	20,853	18,867	1,986	10.5
Sales and marketing costs	(88,111)	(83,913)	(4,198)	5.0
Administrative expenses	(60,770)	(59,178)	(1,592)	2.7
Other operating expenses	(13,779)	(18,349)	4,570	(24.9)
Operating profit	23,808	71,146	(47,338)	(66.5)

Finance revenue -net	41,095	(13,325)	54,420	(408.4)
Share of profits/(losses) of associates	(253)	-	(253)	(100.0)
Profit before income tax	64,650	57,821	6,829	11.8
Income tax expense	(16,647)	(17,181)	534	(3.1)
Net profit for the period including:	48,003	40,640	7,363	18.1
Attributable to shareholders of the Parent Company	49,796	44,790	5,006	11.2
Interests not entitled to control	(1,793)	(4,150)	2,357	(56.8)

In the first half of the year 2023, the Comarch Group's sales revenue was lower by PLN 20,137 thousand, i.e. 2.4%, compared to first half of the last year. The operating result reached PLN 23,808 thousand, making it lower by PLN 47,338 thousand, or by 66.5% than that achieved in first half of the year 2022. Foreign exchange losses realized and the balance sheet valuation of exchange differences on receivables as of the 30th of June, 2023, reduced the Comarch Group's revenue and operating profit in H1 2023 by PLN 24,293 thousand (in the same period of 2022, they increased them by PLN 18,556 thousand).

In the first half of the year 2023, other operating income reached PLN 20,853 thousand, among other things, as a result of the release of write-offs for doubtful debts and provisions for claims. Other operating expenses, in first half of the year 2023, reached PLN 13,779 thousand, due to, among other things, the establishment of write-offs for doubtful debts and provisions for claims, while in first half of the year 2022 their value was PLN 18,349 thousand.

In the first half of 2023, Group recorded a positive result on financial activities in the amount of PLN 41,095 thousand as a result of the strengthening of the PLN against major foreign currencies, while in H1 2022 the result was negative in the amount of minus PLN 13,325 thousand.

Profitability analysis	6 months 2023	6 months 2022
Margin on sales	20,1	25,4
EBIT margin	2,9	8,4
Gross margin	7,9	6,9
Net margin	6,1	5,3

In first half of the year 2023, Comarch Group's activities were profitable. Sales margin and EBIT margin were slightly lower compared to first half of the year 2022, while gross and net profitability improved.

The results achieved by the Comarch Group in first half of the year 2023 were influenced by, among other things:

- the occurrence of negative exchange rate differences realized and from the balance sheet valuation of trade receivables, related to the strengthening of the PLN exchange rate against foreign currencies in first half of the year 2023, which reduced sales revenue and operating profit in the described period by PLN 24,293 thousand;

- dynamic growth in revenue from domestic sales, which amounted to PLN 21,277 thousand (i.e. 6.2%), mainly resulting from increased sales of ERP solutions to SME-Poland customers. Domestic sales accounted for 44.2% of the Group's total revenue in first half of the year 2023;
- a decrease of PLN 41,414 thousand (i.e. of 8.3%) in revenue from foreign sales, which was mainly due to lower sales to customers in the telecommunications sector and ERP solutions in the DACH region. Foreign sales accounted for 55.8% of the Group's total revenue in first half of the year 2023;
- the occurrence of negative exchange rate differences realized and from the balance sheet valuation of trade liabilities, related to the strengthening of the PLN exchange rate against foreign currencies in H1 2023, which reduced the operating result by PLN 1,457 thousand;
- related to the strengthening of the PLN exchange rate in the first half of 2023, the positive result from the balance sheet valuation of financial instruments, from the disposal of financial instruments, as well as from the valuation of exchange rate differences on loans and borrowings in foreign currency and cash, the value of which in the described period amounted to +PLN 8,531 thousand;
- significant increase in operating costs as a result of wage pressures occurring in the IT sector - the Comarch Group's base wage fund in the reported period increased by 9.4% compared to the first half of the year 2022, and in the second quarter of 2023 alone the increase was 6.7% compared to the second quarter of 2022;
- current income tax, which was the result of high profitability of Comarch Group companies in Poland and the UK, its value amounted to PLN 14,723 thousand in first half of the year 2023;
- creation and release of write-offs for bad trade debts, which increased the Comarch Group's operating result by PLN 9,681 thousand;
- interest in cash deposits held by the Group increased net profit by PLN 4,087 thousand.

The cost of executing new contracts, the situation on the public procurement market, costs related to the development of new IT solutions, as well as rapidly rising labour costs will have a significant impact on the Comarch Group's financial result in the coming periods. In H1 2023, the size of the Comarch Group's workforce decreased by 3.9%. As of the 30th of June, 2023, Comarch Group employed 6,606 people, 265 fewer than on the 31st of December, 2022.

The Comarch Group is actively searching for new markets (including Western Europe, North America and Asia), continuing to invest in new IT products and services, as well as continuously expanding and modernizing its infrastructure. Thanks to the very good financial results achieved in H1 2023, the financial position of the Comarch Group is very good and guarantees the security of its operations in the event of a volatile macroeconomic situation in Poland and the world. The Group is consciously incurring the costs of developing new products and new business segments, as well as developing operations in new foreign markets, thus investing in building a competitive advantage for the future.

The Group's financial results achieved on its core business confirm the effectiveness of the implemented strategy, assuming:

- significant investments in human capital,
- development and sales of IT solutions based mainly on own products,

- sales development on foreign markets, in particular in Western Europe (especially in the DACH area), North America and Asia,
- constant improvement of operational efficiency through the improvement of procedures and cost rationalization,
- developing new business areas, especially in the field of telemedicine, e-commerce services and services related to the financial market,
- promoting the IT sales services model, especially solutions based on Comarch Cloud technology,
- investments in own technologies and IT infrastructure, also outside Poland.

Liquidity analysis	30 June 2023	31 December 2022
Current ratio	1.8	1.8
Quick ratio	1.4	1.4
Cash to current liabilities ratio	0.7	0.7

In first half of the year 2023, as in previous years, the Comarch Group had very good liquidity. In the opinion of the Management Board, the Comarch Group has no problems meeting its obligations on time, temporarily free funds are invested by the Group in safe financial instruments (bank deposits).

Turnover analysis	30 June 2023	31 December 2022
Current assets turnover ratio	0.7	1.4
Receivable turnover ratio (days)	96	105
Inventories turnover ratio (days)	80	61
Liabilities turnover ratio (days)	149	175
Liabilities turnover excluding liabilities due to investment credit ratio (days)	170	169

The turnover ratios confirm the efficient use of Comarch Group resources. There has been an improvement in the management of receivables and a reduction in the rotation period of payables. The efficiency of inventory management decreased slightly.

Methods of Calculation of Financial Ratios

Debt Ratios

$$\text{Debt Ratio} = \frac{\text{Credits and Loans}}{\text{Total Assets}}$$

$$\text{Debt/Equity Ratio} = \frac{\text{Credits and Loans}}{\text{Equity attributable to Shareholders}}$$

Profitability Ratios

$$\text{Return on Sales} = \frac{\text{Gross Profit}}{\text{Revenue}}$$

$$\text{EBIT Margin} = \frac{\text{Operating profit}}{\text{Revenue}}$$

$$\text{Gross Margin} = \frac{\text{Profit before Income Tax}}{\text{Revenue}}$$

$$\text{Return on Sales (profit attributable to shareholders)} = \frac{\text{Net Profit attributable to Shareholders}}{\text{Revenue}}$$

Liquidity Ratios

$$\text{Current Ratio} = \frac{\text{Current Assets}}{\text{Current Liabilities}}$$

$$\text{Quick Ratio} = \frac{\text{Trade and Other Receivables} + \text{Cash and Cash Equivalents} + \text{Available-for-Sale Assets} + \text{Shares and Stocks}}{\text{Current Liabilities}}$$

$$\text{Cash to Current Liabilities Ratio} = \frac{\text{Cash and Cash Equivalents} + \text{Available-for-Sale Assets}}{\text{Current Liabilities}}$$

Turnover Analysis

$$\text{Current Assets Turnover Ratio} = \frac{\text{Revenue}}{\text{Current Assets}}$$

$$\text{Receivables Turnover Ratio} = \frac{(\text{Trade and Other Receivables} + \text{Current Income Tax Receivables}) * 180}{\text{Revenue}}$$

$$\text{Inventories Turnover Ratio (days)} = \frac{(\text{Inventories-production in progress}) * 180}{\text{Costs of Sold Goods and Materials}}$$

$$\text{Liabilities Turnover Ratio(days)} = \frac{(\text{Liabilities} - \text{Liabilities due to Long-term Contracts}) * 180}{\text{Sales and Marketing Costs} + \text{Administrative Expenses} + \text{Other Operating Expenses} + \text{Costs of Sold Products, Services, Goods and Materials}}$$

$$\begin{aligned} &\text{Liabilities Turnover Ratio} \\ &\text{excluding} \\ &\text{Liabilities due to} \\ &\text{Bonds and Investment Credit (days)} = \frac{(\text{Liabilities} - \text{Credits and Loans}) * 180}{\text{Sales and Marketing Costs} + \text{Administrative Expenses} + \text{Other Operating Expenses} + \text{Costs of Sold Products, Services, Goods and Materials}} \end{aligned}$$

9. Credits, Loans, Sureties, Guarantees and Significant Off-Balance Sheet Items

9.1. Non-Revolving Credits and Loans

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			
Subject of financing										
Comarch S.A.				776		3,453				
Office building SSE4 in Krakow	BNP Paribas Bank Polska S.A.	44,000	PLN	(1,084 as at the 31 st of December 2022)	EUR	(5,083 as at the 31 st of December 2022)	PLN	EURIBOR1M + bank margin IRS till the 29-07-2024	the 29 th of July, 2024	mortgage on the SSE4 building, assignment of rights from the building's insurance policy, blank promissory note, declaration on submission to enforcement
Comarch S.A.				695		3,092				
Office building SSE6 in Krakow	Bank Polska Kasa Opieki S.A.	13,323	EUR	(1,528 as at the 31 st of December 2022)	EUR	(7,168 as at the 31 st of December 2022)	PLN	EURIBOR1M + bank margin IRS till the 30-11-2023	the 30 th of November, 2023	mortgage on the SSE6 building, assignment of rights from the building's insurance policy, assignment of rights from the guarantee of due performance, declaration on submission to enforcement
Comarch S.A.				7,395		32,908				
Office building SSE7 in Krakow	Bank Handlowy w Warszawie S.A.	13,333	EUR	(8,179 as at the 31 st of December 2022)	EUR	(38,358 as at the 31 st of December 2022)	PLN	EURIBOR1M + bank margin IRS till the 29-02-2028	the 29 th of February, 2028	mortgage on the SSE7 building, assignment of rights from the building's insurance policy, declaration on submission to enforcement
Bonus Development sp. z o.o. SK-A				4,443		19,772				
Office building in Lodz	Bank Polska Kasa Opieki S.A.	9,262	EUR	(4,769 as at the 31 st of December 2022)	EUR	(22,367 as at the 31 st of December 2022)	PLN	EURIBOR1M + bank margin IRS till the 31-05-2030	the 31 st of May, 2030	mortgage on an office building in Łódź, a statement by Bonus Development Sp. z o.o. SK-A on submission to enforcement, assignment of rights from the insurance policy of an office building in Łódź, assignment of rights from the guarantee of due performance and warranty guarantee, assignment of rights under the lease of the financed property concluded with Comarch SA, surety from Comarch SA, declaration on submission to enforcement Comarch S.A.
Comarch S.A.				234		1,043				
Comarch infrastructure	CaixaBank S.A. Oddział w Polsce	3,500	EUR	(701 as at the 31 st of December 2022)	EUR	(3,289 as at the 31 st of December 2022)	PLN	EURIBOR1M + bank margin	the 23 rd of August, 2023	declaration of submission to enforcement

modernization program										
Comarch S.A.				1,201		5,347				
Corporate purposes	CaixaBank S.A. Oddział w Polsce	2,300	EUR	(1,490 as at the 31 st of December 2022)	EUR	(6,990 as at the 31 st of December 2022)	PLN	EURIBOR1M + bank margin	the 29 th of June, 2025	declaration of submission to enforcement
Comarch S.A.				13,466		59,927				
Corporate purposes	CaixaBank S.A. Oddział w Polsce	14,500	EUR	(14,513 as at the 31 st of December 2022)	EUR	(68,064 as at the 31 st of December 2022)	PLN	EURIBOR1M + bank margin	the 31 st of December, 2026	declaration of submission to enforcement
Comarch Polska S.A.						2,395				
IT equipment	IBM Global Financing Polska sp. z o.o.	2,395	PLN			(0 as at the 31 st of December 2022)	PLN	fixed	the 1 st of March, 2024	-
Comarch S.A.				3306		14,715				
Property, plant and equipment	PKO Leasing S.A.	5,000	EUR	(3,671 as at the 31 st of December 2022)	EUR	(17,218 as at the 31 st of December 2022)	PLN	fixed	the 29 th of February, 2028	a blank promissory note, registered pledge on the Subject of Financing, transfer of ownership to secure the Subject of Financing

9.2. Current Credit Lines

The companies of the Comarch Group have the following credit limits in current account:

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			
Comarch S.A.										
Financing operating activities	BNP Paribas Bank Polska S.A	30,000	PLN	0	PLN	0	PLN	WIBOR1M + bank margin	the 30 th of April, 2024	a blank promissory note
Comarch S.A.										
Financing operating activities	Bank Polska Kasa Opieki S.A.	38,010	PLN	0	PLN	0	PLN	WIBOR1M + bank margin	the 30 th of June, 2024	declaration of submission to enforcement

	30 June 2023	31 December 2022
Credit lines in the current account and revolving credits, including:	68,010	87,835
Used at the balance sheet date	-	-
Available at the balance sheet date	68,010	87,835

9.3. Loans Granted

9.3.1. Granted to Members of the Management Board and Members of the Supervisory Board

As at 30th of June, 2023, there are no unpaid loans to managing and supervising persons. As at the date of publication of the report for the first half of 2023, there are no unpaid loans to members of the management board and supervisory bodies

9.3.2. Loans Granted to Employees of Comarch Group

As at 30th of June, 2023, Comarch Group had receivables from loans granted to employees in the amount of PLN 180.5 thousand, while there are no guarantees and sureties granted by Comarch Group companies to the employees.

9.4. Suretyships

- Information about Suretyships, as well as Guarantees Provided by the Issuer and Its Subsidiaries 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 28th 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 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 liabilities 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 the conclusion by Comarch Software und Beratung AG (formerly: Comarch AG), a subsidiary of Comarch S.A., a contract with one of the clients for the implementation of Next Generation Performance Management Solution, Comarch S.A. granted suretyship for the obligations of Comarch Software und Beratung AG (formerly: Comarch AG) resulting from the contract. The suretyship was granted up to the amount of EUR 3,823 thousand and is valid for the entire duration of the contract, as a result of changes in the main contract with the client, Comarch SA granted a new surety to the external customer for the liabilities of Comarch Software und Beratung AG up to the maximum amount of EUR 1,609,630.00
- Due to the conclusion by Comarch Software und Beratung AG (formerly: Comarch AG), a subsidiary of Comarch S.A., a contract with one of the clients for the implementation of Planning and Inventory Application (PIA), a letter of comfort was signed by Comarch S.A. in which Comarch S.A. undertakes to ensure the proper performance of the contract by Comarch Software und Beratung AG (formerly:

Comarch AG). The letter of comfort is valid for 24 months from the end of the contract, the contract value is EUR 3,505 thousand.

- Due to the conclusion by Comarch UK Ltd., a subsidiary of Comarch S.A., a contract with the client for the implementation of Comarch Loyalty Management, a suretyship for the client for the obligations of Comarch UK was granted by Comarch S.A. The suretyship was granted up to the amount of GBP 2,351 thousand and is valid for the duration of the contract.
- Due to the conclusion by Comarch S.A.S., a subsidiary of Comarch S.A., a contract with one of the clients for the implementation and license of Comarch Loyalty Management, as well as for data centre services, Support & Maintenance, a suretyship for liabilities of Comarch S.A.S. resulting from this project was granted by Comarch S.A. The suretyship was granted up to the value of the contracts signed by Comarch S.A.S., i.e. EUR 2,807 thousand and is valid until the end of the project.
- Due to the conclusion by Comarch AG Branch in Belgium, a contract with one of the clients for data centre services, a suretyship for the obligations of Comarch AG resulting from this project was granted by Comarch S.A. The suretyship was granted up to the value of the contract signed by Comarch AG, i.e. EUR 236 thousand and is valid until the end of the project.
- Due to the conclusion by Comarch UK Ltd., a subsidiary of Comarch S.A., a contract with the client for the purchase of software licenses as well as maintenance and support services, a suretyship for the obligations of Comarch UK resulting from this project was granted by Comarch S.A. The suretyship was granted up to the amount of GBP 11,244 thousand and is valid for twelve years from the end of the contract.
- Due to the conclusion by Comarch Healthcare S.A., a subsidiary of Comarch S.A., contracts for servicing fuel cards, suretyships for the operator of fuel cards for the liabilities of Comarch Healthcare S.A. resulting from the above agreements were granted by Comarch S.A. The suretyship was renewed; therefore, it is valid until the 31st of May, 2026, and was granted up to the amount of PLN 100 thousand.
- Due to the conclusion by Comarch S.A.S., a subsidiary of Comarch S.A. an agreement with one of the clients for the implementation of Comarch ECM, as well as the provision of maintenance and system management (SaaS) services, a suretyship for the obligations of Comarch S.A.S. resulting from this project was granted by Comarch S.A. The suretyship was granted up to the amount of EUR 838 thousand and is valid until the end of the project.
- Due to the conclusion by CA Consulting S.A., a subsidiary of Comarch S.A., a contract for servicing fuel cards, a suretyship for the operator of fuel cards for the obligations of CA Consulting S.A. resulting from the above agreement was granted by Comarch S.A. The suretyship was renewed, and therefore it is valid until the 31st of May, 2026, and was granted up to the amount of PLN 50 thousand.
- Due to the conclusion by Comarch AG Branch in Belgium, a framework agreement with one of the clients, a suretyship for liabilities of Comarch AG was granted by Comarch S.A. The suretyship was granted up to the value of the contract, i.e. EUR 3,241 thousand and is valid until the end of the project.
- Due to the conclusion by Comarch Middle East FZ-LLC, a subsidiary of Comarch S.A., the contract with one of the clients for the implementation of the Comarch Customer Engagement Platform, a suretyship ("Parent Guarantee") for the obligations of Comarch Middle East FZ-LLC resulting from this project was

granted by Comarch S.A. The contract was signed for a period of 10 years. The suretyship is valid until Comarch Middle East FZ-LLC fulfils all obligations under the contract and was granted up to the maximum liability under the contract, i.e. USD 10,000 thousand.

- In connection with the conclusion by Bonus Development sp. z o.o. SK-A, a subsidiary of Comarch S.A., an investment loan agreement with Bank Pekao S.A., on the basis of which the bank granted Bonus Development sp. z o.o. SK-A financing in EUR in the amount of PLN 38,800 thousand (which as at the date of signing the loan agreement was the equivalent of EUR 9,262 thousand) and in connection with the conclusion of the agreement for treasury transactions related to securing the exchange rate risk and the interest rate of the above-mentioned loan, Comarch S.A. granted suretyships for the liabilities of Bonus Development sp. z o.o. SK-A resulting from the above agreements. The suretyships are valid until all liabilities under the loan agreement are repaid, the final repayment date is the 28th of June, 2030.
- In connection with the conclusion by Comarch Polska S.A., a subsidiary of Comarch S.A., a contract for servicing fuel cards, a suretyship for the operator of fuel cards for liabilities of Comarch Polska S.A. resulting from the above agreement was granted by Comarch S.A. The suretyship was renewed; therefore, it is valid until the 14th of September, 2026, and was granted up to the amount of PLN 10 thousand.
- Due to the conclusion by Comarch AB, a subsidiary of Comarch S.A., a contract with one of the clients for the implementation of the Loyalty Management Solutions system and its maintenance, a suretyship was granted for Comarch AB. The suretyship is valid for the duration of the contract and was granted up to the amount of SEK 39,747 thousand.
- Due to the conclusion by Comarch Healthcare S.A., a subsidiary of Comarch S.A., a contract for servicing payment cards with one of the clients, a suretyship was granted to Comarch Healthcare S.A. The suretyship is valid for the duration of the contract and has been granted up to the amount of PLN 450 thousand.
- Due to the conclusion by Comarch UK, a subsidiary of Comarch S.A., a contract for servicing payment cards with one of the clients, a suretyship was granted to Comarch UK. The guarantee is valid for the duration of the contract and has been granted up to the amount of PLN 330 thousand.
- In connection with the conclusion by Comarch S.A.S., a subsidiary of Comarch S.A., a contract with one of the clients for the implementation of Comarch Retail, Comarch Mobile Sale and Comarch POS services, a suretyship for liabilities of Comarch S.A.S. was granted by Comarch S.A. The surety is valid for the duration of the agreement and was granted up to the amount of EUR 1,444 thousand.
- Due to the conclusion by Comarch Colombia S.A.S., a subsidiary of Comarch S.A., an agreement with one of the clients for the implementation of Comarch Loyalty Management services, a suretyship for the obligations of Comarch Colombia S.A.S. was granted by Comarch S.A. The suretyship is valid for the duration of the contract and was granted up to the amount of USD 10,710 thousand.
- In connection with the conclusion by Comarch Luxembourg S.a.R.L., a subsidiary of Comarch S.A., contracts with one of the clients for the implementation, servicing and delivery of the necessary licenses for the implementation of the Billing System project, a suretyship for the obligations of Comarch Luxembourg S.a.R.L. was granted by Comarch S.A. The suretyship is valid for the duration of the contract and was granted up to the amount of EUR 7,240 thousand.

- Due to the conclusion by Comarch Software und Beratung AG (formerly: Comarch AG), a subsidiary of Comarch S.A., a contract with one of the clients for the implementation, servicing and delivery of the necessary licenses for the implementation of the e-invoicing service, a suretyship for liabilities of Comarch Software und Beratung AG (formerly: Comarch AG) was granted by Comarch S.A. The suretyship is valid for the duration of the contract and was granted up to the amount of EUR 2,095 thousand.
- Due to the conclusion by Comarch S.A.S., a subsidiary of Comarch SA, a contract with one of the clients for the implementation, servicing and delivery of the necessary licenses for ERP, POS and MoS services, a suretyship for liabilities of Comarch S.A.S. was granted by Comarch S.A. The suretyship is valid for the duration of the contract and was granted up to the amount of EUR 1,254 thousand.
- Due to the conclusion by Comarch Middle East FZ-LLC, a subsidiary of Comarch SA, a contract with one of the clients for the implementation, servicing and delivery of the necessary CLM licenses, Comarch S.A. granted a suretyship for the obligations of the subsidiary Comarch Middle East FZ-LLC resulting from this contract. The suretyship is valid for the duration of the contract, and its value amounts to USD 3,155 thousand.
- Due to the conclusion by Comarch Software und Beratung AG (formerly: Comarch AG), a subsidiary of Comarch S.A., a contract with one of the clients for the implementation and provision of e-invoicing services, Comarch S.A. granted a suretyship for the obligations of the subsidiary Comarch Software und Beratung AG (formerly: Comarch AG) resulting from this contract. The suretyship is valid for the duration of the contract, and its value amounts to EUR 784 thousand.
- Due to the conclusion by Comarch Japan KK, a subsidiary of Comarch SA, an agreement for the lease of office space, Comarch SA granted a suretyship for the obligations of the subsidiary Comarch Japan KK resulting from this agreement. The suretyship is valid until the 31st of July, 2023, and its value amounts to JPY 16,909 thousand.
- Due to the conclusion by Comarch S.A.S., a subsidiary of Comarch S.A., a contract with one of the clients for the delivery of the BSSv7 platform, a suretyship for the obligations of a subsidiary Comarch S.A.S. resulting from this contract was granted by Comarch S.A. The suretyship is valid for the duration of the contract, and its value amounts to EUR 11,175 thousand.
- Due to the conclusion by Comarch Swiss AG, a subsidiary of Comarch S.A., an agreement with one of the clients for the implementation of the Convergent Billing service with a license, Comarch SA granted a suretyship for the obligations of the subsidiary Comarch Swiss AG resulting from this agreement. The suretyship is valid for the duration of the contract, and its value amounts to CHF 12,144 thousand.
- Due to the conclusion by Comarch UK Ltd, a subsidiary of Comarch S.A., a contract with one of the clients for the implementation of the NRM & SI service along with a license, Comarch SA granted a suretyship for the obligations of a subsidiary Comarch UK Ltd. resulting from this contract. The suretyship is valid for the duration of the contract, and its value amounts to GBP 10,659 thousand.
- Due to the conclusion by Comarch Technologies OY, a subsidiary of Comarch S.A., a contract with one of the clients for the implementation of the CLM system, a suretyship for the obligations of a subsidiary

Comarch Technologies OY resulting from this agreement was granted by Comarch S.A. The suretyship is valid for the duration of the contract and its value amounts to EUR 673 thousand.

- Due to the conclusion by Comarch Technologies OY, a subsidiary of Comarch S.A. an agreement with one of the clients for granting a license, providing support services for CLM and providing hosting services, a suretyship for the obligations of a subsidiary Comarch Technologies OY resulting from this agreement was granted by Comarch S.A. The suretyship is valid for the duration of the contract and its value amounts to EUR 4,325 thousand.
- Due to the conclusion by Comarch UK Ltd., a subsidiary of Comarch S.A., a contract with one of the clients for inventory management, a suretyship for the obligations of a subsidiary Comarch UK resulting from this agreement was granted by Comarch S.A. The suretyship is valid for the duration of the contract and its value is GBP 7,544 thousand.
- Due to the conclusion of Comarch Software und Beratung AG (formerly: Comarch AG), a subsidiary of Comarch S.A., of an agreement with one of the clients for a license and maintenance services, Comarch S.A. granted surety for the obligations of a subsidiary of Comarch Software und Beratung AG (formerly: Comarch AG) resulting from this agreement. The surety is valid for the duration of the contract, and its value amounts to EUR 42,251 thousand.
- Due to the conclusion of Comarch Middle East FZ-LLC, a subsidiary of Comarch S.A., of an agreement with one of the clients for granting a license, providing support services for CLM and providing hosting services, Comarch S.A. granted surety for the obligations of a subsidiary Comarch Middle East FZ-LLC resulting from this agreement. The surety is valid for the duration of the contract, and its value amounts to EUR 2,106 thousand.
- Due the conclusion by Comarch, Inc., a subsidiary of Comarch S.A., an agreement with one of the clients for the granting of licenses and the provision of support services in connection with the update of the FSM solution to version 5 and the provision of services: MDs pool for CRs, was granted by Comarch ARE. surety for the liabilities of the subsidiary Comarch, Inc. resulting from this agreement. The surety is valid for the duration of the agreement and its value is PLN 11,945 thousand.

9.5. Bank guarantees and material off-balance sheet item

On the 30th of June, 2023, 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 55,500 thousand, whereas it was PLN 62,409 thousand on the 31st of December, 2022.

On the 30th of June, 2023, the value of bank guarantees issued by banks on order from Comarch Software und Beratung was EUR 473 thousand (i.e. PLN 2,105 thousand), whereas it was EUR 439 thousand (i.e. PLN 2,057 thousand).

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. en liquidación (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), MKS Cracovia SSA until the 30th of June, 2024.

10. The Most Important Events in the First Half of 2023 and after the Balance Sheet Date

10.1. Significant Agreements for the Operations of the Comarch Group

10.1.1. Update of Information on the Selection of an Audit Firm

The Management Board of Comarch S.A. informed - in the current report no. [RB-10-2023](#) (ENG: [RB-10-2023](#)) - that on 28th of June, 2023, the Supervisory Board of Comarch S.A. adopted resolution 01/06/2023, according to which, acting pursuant to Art. 2 point 5) of the Company's Articles of Association, consented to the Buyer joining the Seller in place of the Seller and the submission by the Management Board of a declaration of consent to the transfer by the Seller to the Buyer, starting from the 1st of July, 2023, of all rights and obligations under the Agreement. The Supervisory Board updated Resolution No. 09/05/2022 of the 16th of May, 2022, on the selection of an audit firm authorized to audit financial statements in such a way that on the date of transferring an organized part of the enterprise from the Seller to the Buyer, i.e. starting from the 1st of July, 2023, an audit company authorized to audit the financial statements of the Company and the consolidated financial statements of the Comarch Capital Group in the scope of:

- a) review of the individual financial statement of Comarch S.A. and the consolidated financial statements of the Comarch Capital Group as at the 30th of June, 2023;
- b) auditing the annual separate financial statements of Comarch S.A. and the annual consolidated financial statements of the Comarch Capital Group as at the 31st of December, 2023;
- c) review of the individual financial statements of Comarch S.A. and the consolidated financial statements of the Comarch Capital Group as at the 30th of June, 2024;
- d) auditing the annual separate financial statements of Comarch S.A. and the annual consolidated financial statements of the Comarch Capital Group as at the 31st of December, 2024,

will be UHY ECA Audyt Spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw KRS: 0000487588, NIP: 6751492461, REGON: 122994138 entered into the list of audit firms kept by the Polish Audit Supervision Agency, under the number: 3886.

AFTER THE BALANCE SHEET DATE

None present.

10.2. Other Events

10.2.1. Information about the Death of Mr. Paweł Prokop, Member of the Management Board of Comarch S.A.

The Management Board of Comarch S.A. informed - in the current report no. [RB-3-2023](#) (ENG: [RB-3-2023](#))- of the death of a Member of the Management Board of Comarch S.A., Mr. Paweł Prokop. In connection with the above, as of the 10th of March, 2023, the mandate of Mr. Paweł Prokop as Vice-President of the Management Board of Comarch S.A. expired. Paweł Prokop was a member of the Management Board of Comarch S.A. since 1996.

10.2.2. Opinion of the Supervisory Board regarding the Distribution of Net Profit for 2022

On the 29th of May, 2023, the Management Board of Comarch S.A. informed - in the current report no. [RB-4-2023 \(ENG: RB-4-2023\)](#) – about the resolution No. 9/05/2023 of the 29th of May, 2023. The Supervisory Board of Comarch S.A., gave a positive opinion on the recommendation of the Management Board of the 29th of May, 2023, so that the net profit generated by the Company in the financial year from the 1st of January, 2022, to the 31st of December, 2022, 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 85/100) was divided as follows:

1. part of the net profit in the amount of PLN 32,533,396.00 (in words: thirty-two million five hundred and thirty-three thousand three hundred and ninety-six zlotys 00/100) will be allocated to the payment of dividend. The dividend in the amount of PLN 4.00 (in words: four zlotys 00/100) per share will be paid to persons who are shareholders of the Company on the 10th of July, 2023 (dividend day), and the dividend will be paid on the 19th 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 85/100) will be transferred to supplementary capital.

Justification of the Management Board for the proposed distribution of funds: when deciding on the recommendation of the method of profit distribution, the Management Board of Comarch S.A. took into account, in particular, the current and planned investments by the Company, the current and anticipated situation on the IT market and the labour market, as well as the current economic and geopolitical situation in Poland and in the world.

10.2.3. The Impact of the Political and Economic Situation in Ukraine and Russia on the Operations and Financial Results of the Comarch Group

In reference to the recommendations of the Polish Financial Supervision Authority dated the 25th 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 operational activity of the Comarch Group is carried out without interruption, also in Ukraine. The effects of the Russian invasion of Ukraine did not have a significant negative impact on the economic situation of the Comarch Group. The activities of the Comarch Group are very well diversified geographically and in terms of products, the Company runs projects in 40 countries on 6 continents. The Comarch Group runs projects in over 70 countries on 6 continents. The ICT infrastructure of the Comarch Group is also very well diversified and constantly improved. In 2022, sales to customers from Ukraine and Russia accounted for 0.6% of the Group's total revenue. This year, the Comarch Group does not carry out projects on the Russian market, and the estimated sales on the Ukrainian market are close to the level from the previous year

AFTER THE BALANCE SHEET DATE

10.2.4. Resignation of a Managing Person

On the 25th of August, 2023, Mr. Marcin Warwas, head of the Services sector, resigned from the position of Vice-President of the Management Board of Comarch SA, effective as of the 30th of November, 2023. Mr. Marcin Warwas did not provide reasons for his resignation.

The Company informed about the details in the current report no. [RB-13-2023 \(ENG: RB-13-2023\)](#).

10.2.5. Forward Contracts Concluded after the Balance Sheet Date

In the period from the 1st of July, 2023, to the 31st of August, 2023, Comarch S.A. did not conclude any new forward contracts, while using the FX SWAP reverse exchange transaction, on the 13th of July, 2023, the company accelerated the settlement of previously concluded forward contracts with a total value of NZD 1,600 thousand, in regard to the accelerated settlement of the trade contract. The total net value of open forward contracts as of the 31st of August 2023, amounted to EUR 33,700 thousand, USD 19,500 thousand, JPY 80,000 thousand, GBP 200 thousand. The contracts will be settled within 40 months from the balance sheet date. All forward contracts were concluded in order to limit the impact of changes in exchange rates on the related financial result with those implemented by Comarch S.A. commercial contracts where remuneration or costs are fixed in foreign currencies. The balance sheet valuation of forward contracts as at the 31st of July, 2023, amounted to PLN 29,365 thousand, while as at the 30th of June, 2023, it was PLN 27,308 thousand.

11. Major Domestic and Foreign Investments (Securities, Financial Instruments, Intangible Assets and Real Estate), including Capital Investments Made outside the Group of related Entities and a Description of their Financing Methods, as well as an Assessment of the Feasibility of Implementing Investment Plans, including Capital Investments, in Compared to the Amount of Resources Available

The Comarch Group does not limit its area of operation to the territory of Poland only. With internationally competitive products, the Comarch Group consistently increases the value of foreign sales, focusing particularly on the markets of Western Europe, Asia and North America. Sales are carried out both directly to the end customer (either through Comarch S.A. or another Comarch Group company) or through partner companies.

In the coming years, the Comarch Group will continue investment projects that will allow for further expansion of the company in new areas of activity and on new markets. They will be financed by from the cash held by the Comarch Group companies, as well as with the use of bank loans.

11.1. Capital Investments

- On the 4th of January, 2023, an increase in the share capital of Comarch Finance Connect sp. z o.o. was registered from PLN 205,000 to PLN 1,000,000, i.e. of PLN 795,000 by creating 15,900 new shares with a nominal value of PLN 50 each.
- On the 11th of January, 2023, the Extraordinary Meeting of Shareholders of Comarch Finance Connect sp. z o. o. adopted a resolution to increase the share capital of the company by PLN 3,000,000 by creating 60,000 new shares with a nominal value of PLN 50 each. The shares were acquired by the shareholder Comarch Finance Connect Sp. z o. o., i.e. Comarch S. A. and have been paid on the 12th of January, 2023. After registration of the above increase, the company has a share capital of PLN 4,000,000 which is divided into 80,000 shares, each of PLN 50 each.
- On the 31st of March, 2023, an increase in the share capital of Comarch Colombia SAS by COP 2.5 billion (PLN 2,310,000 at the exchange rate of the 31st of March, 2023) was passed. As a result of this

transaction, the company's share capital amounts to COP 5,694,638,000 (PLN 5,261,845.51 at the exchange rate of the 31st of March, 2023).

- On the 28th of April, 2023, an increase in the share capital of Wszystko.pl sp. z o. o. was registered from PLN 1,530,000 to PLN 3,630,000, i.e. of PLN 2,100,000 by creating 3,500 new shares with a nominal value of PLN 600 each.
- On the 1st of June, 2023, a resolution was adopted to increase the capital in Comarch SRL by EUR 1,188,000 (i.e. PLN 5,383,065.60 at the exchange rate of the 1st of June, 2023) to cover the loss. Comarch S.A. transferred the entire amount. At the same time, the share capital was reduced by EUR 400,000 (i.e. PLN 1,812,480 at the exchange rate of the 1st of June, 2023), moving it to the loss from previous years. As a result of these operations, the loss from previous years was reduced in total by EUR 1,587,835 (i.e. PLN 7,194,797.95 at the exchange rate of the 1st of June, 2023) and the share capital currently amounts to EUR 500,000 (i.e. PLN 2,265,600 according to the exchange rate of the 1st of June, 2023).
- On the 30th of June, 2023, by virtue of a resolution of the general meeting of shareholders, the liquidation of Comarch Argentina S.A. was opened. Therefore, starting from this date, the company is obliged to use the designation "en liquidación" in all documents and correspondence, and therefore the full name of the company is currently: Comarch Argentina S.A. en liquidación.
- On the 30th of June, 2023, an agreement was signed for the sale of shares in Comarch Healthcare S.A. by Comarch Software und Beratung AG to Comarch S.A. As a result of the transaction, Comarch Software und Beratung AG sold to Comarch S.A. block of 4,000,000 shares (33.02%) Comarch Healthcare S.A. for the price of EUR 5,681,876.45 (i.e. PLN 25,286,054.77 at the exchange rate of the 30th of June, 2023). The payment is to be made by the 30th of June, 2024.

After the Balance Sheet Date

- On the 17th of July, 2023, the share capital of Comarch R&D S.A.S. was increased from EUR 7,500 (i.e. PLN 33,390 at the exchange rate of the 17th of July, 2023) by EUR 1,500,000 (i.e. PLN 6,678,000 at the exchange rate of the 17th of July, 2023) by issuing 150,000 shares with a value of EUR 10 (i.e. PLN 44.52 at the exchange rate of the 17th of July, 2023) each. Shares taken up in full by Comarch S.A. As a result of the above transaction, the share capital of Comarch R&D S.A.S. amounts to EUR 1,507,500 (i.e. PLN 6,711,390 at the exchange rate of the 17th of July, 2023).
- On the 19th of July, 2023, an agreement was concluded for the acquisition of shares by Comarch Corporate Investment Fund Closed in the increased share capital of Comarch Healthcare S.A. The capital increase was affected through the issue of 1,587,000 shares with a nominal value of PLN 1 per share and an issue price of PLN 6.30. The surplus over the nominal value, i.e. PLN 8,411,100, was transferred to supplementary capital. The capital was paid up on the 24th of July, 2023. As at the date of publication of this report, the increase was not registered in the relevant register.
- On the 25th of July, 2023, an increase in the share capital to PLN 4,000,000 was registered in Comarch Finance Connect Sp. z o. o.

11.2. Real Estates

In 2023, no purchases of land were made.

12. Activities in Special Economic Zone

On the 22nd of March, 1999, Comarch S.A. obtained a permit for conducting activity in the Special Economic Zone in Krakow ("SEZ"). According to the regulation of the Council of Ministers of the 14th of October, 1997 on establishment of a Special Economic Zone in Krakow (Journal of Laws No. 135, item 912 and changes to this act), the entities, which invested in the Krakow special economic zone at least EUR 2 million, were granted the tax allowances applicable for the income tax from legal entities from the income obtained from the activity specified in the permit. As a result of Poland joining the European Union, an Act was passed on the 2nd of October, 2003, that changed the act on special economic zones and certain other acts (Journal of Laws No. 188 Item 1840) that changed the conditions for tax exemptions for entities operating in special economic zones. This means a change in the current method of granting tax relief (public aid) from unlimited relief to relief that is limited in value and depends on the value of investments made. In the case of Comarch S.A., the maximum value of public aid cannot exceed 75% of the value of investment expenditures, which the company has incurred since obtaining the permit, i.e. from the 22nd of March, 1999, to the 31st of December, 2006. Comarch S.A. approached the Minister of the Economy in order to change the terms and conditions of its permit. On the 1st of July, 2004, it received a decision from the Minister of the Economy dated the 24th of June, 2004, on the topic of changes to the terms and conditions of the permit (those mentioned above and those compliant with the act). At the same time, the period of time for which the permit for Comarch S.A. was issued was extended to the 31st of December, 2017, in the changed permit.

Comarch S.A. has three unused permits to operate in the Special Economic Zone in Krakow:

- obtained in 2013, its validity term has not been specified;
- obtained in February 2016, its validity term has not been specified;
- obtained in March 2016, its validity term has not been specified.

The Company also notes that on the 23rd of July, 2013, The Council of Ministers adopted a regulation extending the term of functioning of special economic zones in Poland to 2026.

Pursuant to IAS 12, unused tax relief as at the 30th of June, 2023, constitutes a deferred income tax asset. The company, while operating in the SEZ, originally had five permits. An investment relief due to the permit obtained in 1999 was fully utilized (its period of validity was the 31st of December, 2017). The investment tax relief under the permit obtained in 2007 was fully utilized. Limit of the unused investment tax relief under the permit obtained in 2013, regarding investment in the office building SSE6, amounted to approx. PLN 20,229 thousand as at the 30th of June, 2023 (after discounting at the permit date). Limit of the unused investment tax relief under the permit obtained in March 2016, regarding investment in the office building SSE7 in Cracow, amounted to approx. PLN 22,809 thousand as at the 30th of June, 2023 (after discounting at the permit date). The company has no intention to use the permit obtained in February 2016 due to the fact of receiving (after obtaining it), co-financing of investment outlays to be incurred in this permit - to eliminate the risk of using two forms of public aid related to one investment.

Deferred income tax assets are determined in the amount anticipated to be deducted from income tax in the future, due to negative temporary differences and income tax relief in connection with conducting business activity in SEZ, which will cause in the future a reduction in the basis for calculating income tax and a tax loss deductible, determined taking into account the precautionary principle. Due to the above principle, assets from operations in SEZ are set only in the annual time horizon, taking as base to determine the average income from zonal activity from the period of 3 years, selected from the five-year period (including the year for which the

report is drawn up), after rejecting two extreme values. The asset according to this methodology was determined as at 31st of December, 2022.

During the first half of 2023, the Comarch Group settled an asset created for the zone operations in the amount of PLN 8,415 thousand which were created as at 31st of December, 2022. We would like to point out that the recognition of Assets does not affect cash flows in the parent company or in the Comarch Group (both the recognition of Assets, as well as its implementation). Therefore, this operation is purely accrual and results from the application by the Comarch Group of International Financial Reporting Standards for the preparation of the consolidated financial statements of the Comarch Group.

13. Resolutions of the AGM and the Board of Supervisors of the Parent Company

13.1. Corporate Governance Principles

According to the detailed rule no. 2.11. included in Part II of the "Code of Best Practice for WSE Listed Companies 2021" The Management Board of Comarch S.A. published in current report no. [EBI-1-2023](#) (ENG: [EBI-1-2023](#)) a report on the activities of the Supervisory Board of Comarch S.A. for the period from the 1st of January, 2022, to the 31st of December, 2022, 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, assessment of the rationality conducted by a policy company in the area of sponsorship and charity and information on the degree of implementation of the diversity policy in relation to the management board and the supervisory board.

According to the detailed rule No. 4.7. included in Part 4 of "the Code of Best Practice for WSE Listed Companies 2021" the Management Board of Comarch S.A. informed in the current report no. [EBI-2-2023](#) (ENG: [EBI-2-2023](#)) that by virtue of Resolution No. 10/05/2023 of the 29th of May, 2023, 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 28th of June, 2023.

13.2. Annual General Meeting – 28th of June 2023

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

On the 29th of May, 2023, the Management Board of Comarch Spółka Akcyjna with its registered office in Krakow, 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 28th of June, 2023, at 11.00, 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 CCCP, 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 12th of June, 2022,
- 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-5-2023](#) (ENG: [RB-5-2023](#)) dated on the 29th of May, 2023.

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 1.01.2022 - 31.12.2022;
- approving the report of the Management Board regarding the activities of the Company in 2022;
- approving the financial statement of the Capital Group for the fiscal year 1.01.2022 - 31.12.2022;
- approving the report of the Management Board of Comarch S.A. regarding the activities of the Capital Group in 2022;
- 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 2022 and from the audit of the consolidated financial statements and report of Management Board regarding the activities of capital group in 2022;
- distribution of the Company's net profit for the fiscal year 1.01.2022 - 31.12.2022;
- acknowledging the fulfilment of duties by the members of the Management Board and the Supervisory Board in the fiscal year 1.01.2022 - 31.12.2022;
- changes in the Company's Articles of Association;
- election of Management Board of Comarch S.A.;
- opinion of the general meeting on the report of the Supervisory Board 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-6-2023](#) (ENG: [RB-6-2023](#)) dated the 28th of June, 2023.

13.2.3. Resolution of the AGM Regarding Dividend for 2022

The General Meeting decided that the net profit generated in the financial year from the 1st of January, 2022, to the 31st of December, 2022, 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 85/100) is divided into this way that:

- 1) part of the net profit in the amount of PLN 32,533,396 (in words: thirty-two million five hundred and thirty-three thousand three hundred and ninety-six zlotys) will be allocated to the payment of dividend. The dividend in the amount of PLN 4.00 (in words: four zlotys) per share will be paid to persons who are shareholders of the Company on the 10th of July, 2023 (dividend day), and the dividend will be paid on the 19th 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 85/100) will be transferred to supplementary capital.

Dividend was paid on the 19th of July, 2023.

The Company announced details in current report no. [RB-7-2023](#) (ENG: [RB-7-2023](#)) dated the 28th of June, 2023.

13.2.4. Appointment of Managing Persons in Comarch S.A.

Management Board of Comarch S.A. informed in the current report no. [RB-8-2023](#) (ENG: [RB-8-2023](#)) of the 28th of June, 2023, that on the 28th of June, 2023, the Ordinary General Meeting of the Company adopted resolutions no. 24, 25, 26, 27, 28 and 29 on the election of members of the Company's Management Board. They were appointed:

1. Mr. Janusz Jeremiasz Filipiak for the position of Vice-President of the Management Board,
2. Mr. Arkadiusz Iłgowski for the position of Vice-President of the Management Board,
3. Mr. Tomasz Matysik for the position of Vice-President of the Management Board,
4. Mr. Wojciech Pawluś for the position of Vice-President of the Management Board,
5. Mr. Michał Pruski for the position of Vice-President of the Management Board,
6. Mr. Marcin Romanowski for the position of Vice-President of the Management Board.

Mr. Janusz Jeremiasz Filipiak, Mr. Arkadiusz Iłgowski, Mr. Tomasz Matysik, Mr. Wojciech Pawluś, Mr. Michał Pruski and Mr. Marcin Romanowski were appointed as members of the Management Board of Comarch S.A. until the end of the current term of office of the board, however, resolutions on their appointment have legal effect upon registration of amendments to the Company's Articles of Association adopted by the General Meeting of Shareholders on the 28th of June, 2023. On the 11th of July, 2023, the Management Board of Comarch S.A. received the decision of the District Court for Kraków-Śródmieście in Kraków, 11th Commercial Division of the National Court Register of the 10th of July, 2023, regarding the registration of amendments to the Company's Articles of Association adopted by the General Meeting of Shareholders on the 28th of June, 2023.

13.2.5. List of Shareholders Holding at Least 5% of Votes at the AGM of Comarch S.A.

According to the list of shareholders participating in the Ordinary General Meeting of Shareholders of Comarch S.A. on the 28th of June, 2023, Elżbieta Filipiak, Janusz Filipiak, Nationale Nederlanden Otwarty Fundusz Emerytalny (Open Pension Fund) managed by Nationale-Nederlanden PTE S.A. and NNLife Otwarty Fundusz Emerytalny (Open Pension Fund) managed by Generali PTE S.A. held at least 5% of the total number of votes at this Meeting, as detailed below:

1. Janusz Filipiak – 1,785,214 shares carrying 5,357,214 votes at the General Meeting of Shareholders and representing 46.68% of votes at the General Meeting of Shareholders; share in the total number of votes of the Company: 35.42%;
2. Elżbieta Filipiak - 789,600 shares, which gave the right to 3,948,000 votes at the General Meeting of Shareholders and which constituted 34.40% of votes at the General Meeting of Shareholders; share in the total number of votes of the Company: 26.10%;
3. Nationale Nederlanden Otwarty Fundusz Emerytalny (Open Pension Fund) managed by Nationale-Nederlanden PTE S.A. – 843,000 shares of Comarch S.A., which gave the right to 843,000 votes at the General Meeting of Shareholders of the Company and which accounted for 7.34% of votes at the General Meeting of Shareholders; share in the total number of votes of the Company: 5.57%.
4. NNLife Otwarty Fundusz Emerytalny (Open Pension Fund) managed by Generali PTE S.A. – 771,954 shares of Comarch S.A., which gave the right to 771,954 votes at the General Meeting of Shareholders of the Company and which accounted for 6.73% of votes at the General Meeting of Shareholders; share in the total number of votes of the Company: 5.10%.

Total number of votes resulting from all issued shares of Comarch S.A. is 15,126,949 votes. Shareholders holding 11,477,55 votes, that is 75.87% of the total number of votes in the Company votes, participated at the General Meeting of Shareholders on the 28th of June 28, 2023. The Company announced details in the current report no. [RB-9-2023](#) (ENG: [RB-9-2023](#)) dated the 28th of June, 2023.

14. Operations on Comarch S.A. Shares

14.1. Transactions of Disposal or Purchase of Share of Parent Company

On the 3rd of February, 2023, the Management Board of Comarch S. A. informed – in the current report no. [RB-2-2023](#) (ENG version: [RB-2-2023](#))- about receiving a notification from Generali Powszechne Towarzystwo Emerytalne S. A. (hereinafter: the “Company”) managing Generali Otwarty Fundusz Emerytalny (“Open Pension Fund”, hereinafter: “Generali OFE”) and Generali Dobrowolny Fundusz Emerytalny (“Voluntary Pension Fund”, hereinafter: Generali DFE) that as a result of the takeover of the management of NNLife Otwarty Fundusz Emerytalny (“Open Pension Fund”, hereinafter: “NNLife OFE”) and NNLife Dobrowolny Fundusz Emerytalny (“Voluntary Pension Fund”, hereinafter: “NNLife DFE”), on the 1st of February, 2022 the share of the share capital and the total number of votes at the General Meeting of Shareholders of Comarch S. A. on the accounts of Generali OFE, Generali DFE, NNLife OFE and NNLife DFE exceeded the 5% threshold.

According to the information available to the Company, the Generali OFE, Generali DFE, NNLife OFE and NNLife DFE hold a total of 829,183 shares representing 10.19% of the Company’s share capital and 829,183 votes at the Company’s General Meeting of Shareholders, representing 5.48% of the total number of votes; of which NNLife OFE holds 771,954 shares representing 9.49% of the Company’s share capital and 771,954 votes at the General Meeting. Shareholders of the Company, representing 5.10% of the total number of votes.

AFTER THE BALANCE SHEET DATE

On the 25th of July, 2023, the Management Board of Comarch S. A. informed – in the current report no. [RB-12-2023](#) (ENG version: [RB-12-2023](#))- about receiving a notification from Generali Powszechne Towarzystwo Emerytalne S.A. (hereinafter referred to as “Society”) managing Generali Otwarty Fundusz Emerytalny (open pension fund, hereinafter referred to as “Generali OFE”) that as a result of the completion of the liquidation of NNLife Otwarty Fundusz Emerytalny (hereinafter referred to as: “NNLife OFE”) on the 21st of July, 2023, the

assets of NNLife OFE were transferred to Generali OFE, and therefore the share of Generali OFE in the share capital and in the total number of votes at the General Meeting of Shareholders of Comarch S.A. exceeded the 5% threshold.

According to the information available to the Company, the Generali OFE hold a total of 829,183 shares representing 10.19% of the Company's share capital and 829,183 votes at the Company's General Meeting of Shareholders, representing 5.48% of the total number of votes.

14.2. Managerial Option Program for Members of the Management Board

None present.

15. Operations on Shares of Subsidiaries and Related Parties

None were present, except for the operations described in point 19.4 of the financial statement.

AFTER THE BALANCE SHEET DATE

None were present, except for the operations described in point 19.5 of the financial statement.

16. Other Events in H1 2023 and after the Balance Sheet Date

16.1. Dates of Periodical Financial Reports in 2023

Pursuant to § 80 sec. 1 of the Regulation issued by the Minister of Finance on the 29th 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-1-2023](#) (ENG: [RB-1-2023](#)) dated the 2nd of January, 2023, Comarch S.A. Management Board presented terms of periodical financial reports in 2023.

16.2. 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 2022 as attachment to the annual statement published on 28th of April, 2023.

AFTER THE BALANCE SHEET DATE

16.3. Registration of Changes in the Comarch S.A.'s Articles of Association.

On the 11th of July, 2023, the Management Board of Comarch S. A. informed – in the current report no. [RB-11-2023](#) (ENG version: [RB-11-2023](#)) – about receiving a decision, dated the 10th of July, 2023, regarding the registration by the District Court for Kraków-Śródmieście, Eleventh Economic Division of the National Court Register of the changes in the Company's Articles of Association adopted by the resolution no. 23 by the General Meeting of Shareholders of the 28th of June, 2023.

As a result of the registration of the change of the Article of Association:

1. existing article 20 par. 1 of the Company's Articles of Association: "1. The Management Board consists of 2 to 8 persons appointed and dismissed by the General Meeting." was given the following wording: "1. The Management Board consists of 2 to 12 persons appointed and dismissed by the General Meeting."

The Company informed about the details in the current report no. [RB-11-2023](#).

17. Characteristic of Policy of the Development Direction in the Comarch Group

The strategic development directions in the Comarch Group are:

- development of international sales, especially focusing on mature markets in Western Europe (in particular in the DACH region), North America and Asia,
- constant development of its own technologically advanced products, high expenses for R&D,
- development of sales of IT products and services as cloud computing,
- diversification of an offer through sales of products and services to customers in many economic sectors,
- continuation of development works within IT solutions for e-Health sector which should become one of the main sources of customers for the Comarch Group in the future,
- continuation of development works related to the development of own hardware solutions and services based on them (Internet of Things),
- strict cooperation with global customers in international markets,
- implementation of social goals, ensuring stable and valuable jobs in Poland and in other countries,
- constant improvement and diversification of Comarch's ICT infrastructure in Poland and abroad, raising the level of security in terms of cyber risks,
- following the path of sustainable development, implementing solutions to reduce the carbon footprint related to the Group's operations.

18. 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

203,000 thousand, thus reached 24.68% of revenue. Comarch allocated their internal funds, as well as acquired actively European funds.

Comarch Healthcare S.A.

In the first half of 2023, the implementation of the "Colonoscopy - do it for yourself!" project co-financed by the European Social Fund under the Regional Operational Program of the Małopolskie Voivodeship for the years 2014-2020 was continued. The project was finished on the 30th of June, 2023.



Rzeczpospolita
Polska



Unia Europejska
Europejski Fundusz Społeczny



19. Capital Affiliations of the Issuer

19.1. Characteristics of Companies in the Comarch Group

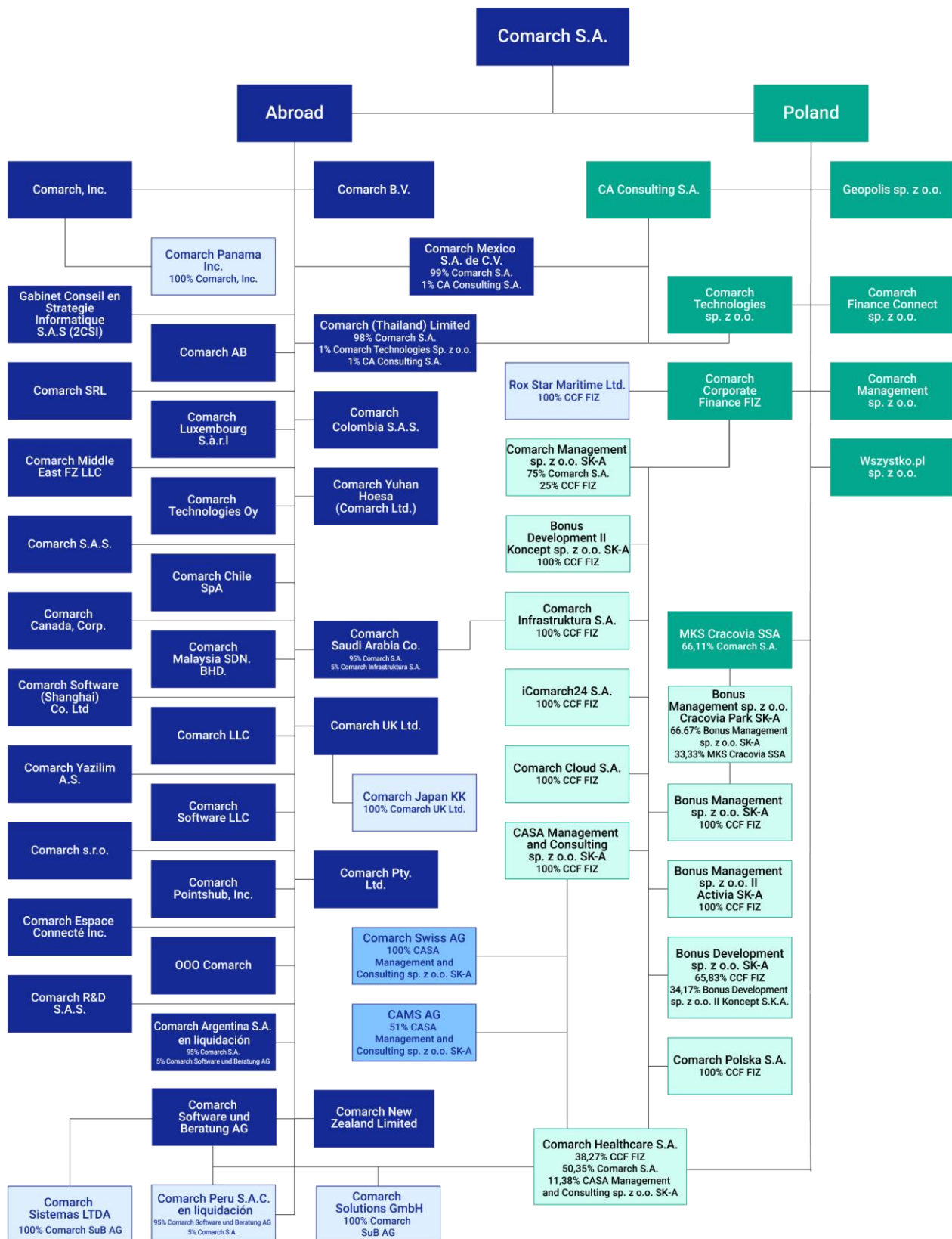
The basic activities of the Comarch Group (the "Group"), in which Comarch S.A. with its registered office in Krakow at Al. Jana Pawła II 39 A is the parent company, include activity related to software, PKD 62.01.Z. The registration court for Comarch S.A. is the District Court for Krakow Śródmieście in Krakow, The Eleventh Economic Division of the National Court Register. The company's KRS number is 0000057567. Comarch S.A. holds the dominant share in the Comarch Group regarding realised revenue, value of assets and number and volume of executed contracts. Comarch S.A. shares are admitted to public trading on the Warsaw Stock Exchange. The duration of the parent company is not limited.

The structure of activities of the Comarch Group is as follows:

- The parent company Comarch S.A. acquires the majority of contracts and in large part executes them,
- Companies Comarch S.A.S., Comarch R&D S.A.S., Comarch Luxembourg S.à r.l., Comarch Inc., Comarch Panama Inc., Comarch Canada, Corp., Comarch Middle East FZ-LLC, Comarch LLC, Comarch Technologies Oy, Comarch UK Ltd., Comarch Chile SpA, Comarch Sistemas LTDA, Comarch Yazilim A.S., Comarch SRL, Comarch Malaysia SDN. BHD., Comarch AB, Comarch Colombia S.A.S., Comarch Japan KK, Comarch Saudi Arabia Co., Comarch Mexico S.A. de C.V., Comarch Yuhan Hoesa (Comarch Ltd.), Comarch (Thailand) Limited, Comarch BV, Comarch Software (Shanghai) Co. Ltd, Comarch Pty. LTD., Comarch New Zealand Limited and LLC „Comarch Software” acquire IT contracts in foreign markets and execute them in their entirety or in part,
- Company Comarch Software und Beratung AG acquire IT contracts in foreign markets and execute them in their entirety or in part, and is an important provider of ERP and an integrator of IT solutions in Germany. Comarch Solutions GmbH are identical as activities of Comarch Software und Beratung AG,
- Comarch Swiss AG sells and implements Comarch IT solutions, especially ERP and ECM on the Swiss market,
- Cabinet Conseil En Strategie Informatique S.A.S. (2CSI) provides IT solutions and services for medical entities on the French market,
- OOO Comarch has been dealing with the sale and implementation of Comarch products in Russia and support for IT systems delivered to clients, currently runs no operations,
- Comarch Polska S.A. acquires IT contracts in domestic markets mainly in the public sector and executes them in their entirety or in part,
- Comarch Technologies sp. z o.o. is responsible for the development of technologies related to the design and production of electronic devices and software,
- CA Consulting S.A. conduct data communications relating to the provision of IT and consulting services for the own needs of the Comarch S.A. and for Comarch's contractor,
- Comarch Cloud S.A., acquire IT contracts in domestic markets and execute them in their entirety or in part,
- Comarch Corporate Finance Fundusz Inwestycyjny Zamknięty conducts investment activities, through its subsidiaries, in the scope of new technologies and services, as well as investment activities on capital market,

- Comarch Management sp. z o.o., Comarch Management sp. z o.o. SK-A, CASA Management and Consulting sp. z o.o. SK-A, Bonus Management sp. z o.o. SK-A and Bonus Management sp. z o.o. II Activia SK-A, Comarch Pointshub, Inc. conduct investment activities on capital market and activities related to IT,
- The subject matter of activities of Bonus Development sp. z o.o. SK-A and Bonus Development sp. z o.o. II Koncept SK-A development and investment activity in the real estates,
- Comarch Healthcare S.A. produces and sells IT software related to medicine, provides medical and diagnostic services, as well as produces and provides complex IT solutions for medicine,
- Comarch Infrastruktura S.A. offers services related to Data Centre and IT services outsourcing,
- iComarch24 S.A. conducts IT projects related to e-accounting and e-trading, as well as provides accounting services for domestic subsidiaries in the Comarch Group,
- MKS Cracovia SSA conducts sports activities and promotes physical education,
- „Bonus Management spółka z ograniczoną odpowiedzialnością” Cracovia Park SK-A conducts investment activities related to sport, wellness and recreation,
- Rox Star Maritime Ltd. conducts activities related to tourist services,
- Comarch Finance Connect sp. z o.o. conducts activities in the field of services related to the financial market,
- Wszystko.pl sp. z o.o. conducts preparations for the launch of an e-commerce portal under the name Wszystko.pl,
- Geopolis sp. z o.o., Comarch s.r.o., Comarch Espace Connecté Inc., Comarch Argentina S.A. en liquidación, Comarch Peru S.A.C. en liquidación and CAMS AG are currently not operating.

19.2. Organizational Structure of Comarch Group



100% Comarch S.A., unless otherwise indicated

On the 30th of June, 2023, associate of the parent company was:

- SolInteractive S.A. in liquidation with its registered office in Krakow in Poland (16.10% votes held by CCF FIZ, 11.27% held by Bonus Management sp. z o.o. Activia SK-A).

On the 11th of April, 2022, the general meeting of SolInteractive S.A. adopted a resolution to dissolve the company and appoint a liquidator to liquidate the company. The process of liquidation of the company is ongoing.

The associated company is not consolidated and its shares, valuated with equity method, are zero as at 30th of June, 2023.

19.3. Relationship

The consolidated financial statement of the Comarch Group for the six months ended the 30th of June, 2023, comprises the financial statements of the following companies:

Company name	Relationship	Consolidation method	% held by Comarch S.A. in a subsidiary's share capital
Comarch S.A.	Parent company	Full	
Comarch Sistemas LTDA	Subsidiary	Full	100% held by Comarch Software und Beratung AG
Comarch Peru S.A.C. en liquidación	Subsidiary	Full	95% held by Comarch Software und Beratung AG, 5% held by Comarch S.A.
Comarch Software und Beratung AG	Subsidiary	Full	100%
Comarch Solutions GmbH	Subsidiary	Full	100% held by Comarch Software und Beratung AG
Comarch S.A.S.	Subsidiary	Full	100%
Comarch R&D S.A.S.	Subsidiary	Full	100%
Comarch Luxembourg S.à r.l.	Subsidiary	Full	100%
Comarch Inc.	Subsidiary	Full	100%
Comarch Panama Inc.	Subsidiary	Full	100% held by Comarch Inc.
Comarch Canada, Corp.	Subsidiary	Full	100%
Comarch Espace Connecté Inc.	Subsidiary	Full	100%
Comarch Middle East FZ-LLC	Subsidiary	Full	100%
Comarch LLC	Subsidiary	Full	100%
OOO Comarch	Subsidiary	Full	100%
Comarch Software (Shanghai) Co. Ltd.	Subsidiary	Full	100%
Comarch Technologies Oy	Subsidiary	Full	100%
Comarch UK Ltd.	Subsidiary	Full	100%
Comarch Japan KK	Subsidiary	Full	100% held by Comarch UK Ltd.
Comarch Chile SpA	Subsidiary	Full	100%
Comarch Colombia S.A.S.	Subsidiary	Full	100%
Comarch Yazilim A.S.	Subsidiary	Full	100%
Comarch SRL	Subsidiary	Full	100%
Comarch Malaysia SDN. BHD.	Subsidiary	Full	100%

Comarch s.r.o.	Subsidiary	Full	100%
Comarch Pointshub, Inc.	Subsidiary	Full	100%
Comarch AB	Subsidiary	Full	100%
Comarch Argentina S.A. en liquidación	Subsidiary	Full	95% held by Comarch S.A., 5% held by Comarch Software und Beratung AG*
Comarch Saudi Arabia Co.	Subsidiary	Full	95% held by Comarch S.A., 5% held by Comarch Infrastruktura S.A.
Comarch Mexico S.A. de C.V.	Subsidiary	Full	99% held by Comarch S.A., 1% held by CA Consulting S.A.
Comarch Yuhan Hoesa (Comarch Ltd.)	Subsidiary	Full	100%
Comarch (Thailand) Limited	Subsidiary	Full	98% held by Comarch S.A., 1% held by CA Consulting S.A., 1% held by Comarch Technologies sp. z o.o.
Comarch BV	Subsidiary	Full	100%
Comarch Pty. LTD	Subsidiary	Full	100%
Cabinet Conseil en Strategie Informatique S.A.S.	Subsidiary	Full	100%
Comarch New Zealand Limited	Subsidiary	Full	100%
LLC "Comarch Software"	Subsidiary	Full	100%
Comarch Technologies sp. z o.o.	Subsidiary	Full	100%
CA Consulting S.A.	Subsidiary	Full	100%
Geopolis sp. z o.o.	Subsidiary	Full	100%
Wszystko.pl sp. z o.o.	Subsidiary	Full	100%
Comarch Management sp. z o.o.	Subsidiary	Full	100%
Comarch Corporate Finance Fundusz Inwestycyjny Zamknięty	Subsidiary	Full	100% of total number of investment certificates,
Comarch Management sp. z o.o. SK-A	Subsidiary	Full	26.45% held by Comarch S.A., 8.82% held by CCF FIZ, 64.73% purchased by Comarch Management sp. z o.o. SK-A to be redeemed
Bonus Management sp. z o.o. SK-A	Subsidiary	Full	100% held by CCF FIZ
"Bonus Management sp. z o.o." Cracovia Park SK-A	Subsidiary	Full	50% held by Bonus Management sp. z o.o. SK-A, 50% held by MKS Cracovia SSA
Bonus Development sp. z o.o. SK-A	Subsidiary	Full	65.52% held by CCF, 34.48% held by Bonus Development sp. z o.o. II Koncept S.K.A.
Bonus Management sp. z o.o. II Activia SK-A	Subsidiary	Full	100% held by CCF FIZ
Bonus Development sp. z o.o. II Koncept SK-A	Subsidiary	Full	100% held by CCF FIZ
Rox Star Maritime Limited	Subsidiary	Full	100% held by CCF FIZ
Comarch Healthcare S.A.	Subsidiary	Full	50,35% held by Comarch S.A. 38,27% held by CCF FIZ 11,38% held by CASA Management and Consulting sp. z o.o. SKA
Comarch Polska S.A.	Subsidiary	Full	100% held by CCF FIZ

Comarch Cloud S.A.	Subsidiary	Full	100% held by CCF FIZ
Comarch Infrastruktura S.A.	Subsidiary	Full	100% held by CCF FIZ
iComarch24 S.A.	Subsidiary	Full	100% held by CCF FIZ
CASA Management and Consulting sp. z o.o. SK-A	Subsidiary	Full	100% held by CCF FIZ
Comarch Swiss AG	Subsidiary	Full	100% held by CASA Management and Consulting sp. z o.o. SK-A
CAMS AG	Subsidiary	Full	51% held by CASA Management and Consulting sp. z o.o. SK-A
Comarch Finance Connect sp. z o.o.	Subsidiary	Full	100%
MKS Cracovia SSA	Subsidiary	Full	66.11%

19.4. Changes in Ownership, Capital and Organizational Structure of the Comarch Group in H1 2023

- On the 4th of January, 2023, an increase in the share capital of Comarch Finance Connect sp. z o.o. was registered from PLN 205,000 to PLN 1,000,000 i.e. of PLN 795,000 by creating 15,900 new shares with a nominal value of PLN 50 each.
- On the 11th of January, 2023, the Extraordinary Meeting of Shareholders of Comarch Finance Connect sp. z o. o. adopted a resolution to increase the share capital of the company by PLN 3,000,000 by creating 60,000 new shares with a nominal value of PLN 50 each. The shares were acquired by the shareholder Comarch Finance Connect Sp. z o. o. , i.e. Comarch S. A. and have been paid on the 12th of January, 2023. After registration of the above increase, the company has a share capital of PLN 4,000,000 which is divided into 80,000 shares, each of PLN 50 each.
- On the 31st of March, 2023, an increase in the share capital of Comarch Colombia SAS by COP 2.5 billion (PLN 2,310,000 at the exchange rate of the 31st of March, 2023) was passed. As a result of this transaction, the company's share capital amounts to COP 5,694,638,000 (PLN 5,261,845.51 at the exchange rate of the 31st of March, 2023).
- On the 28th of April, 2023, an increase in the share capital of Wszystko.pl sp. z o. o. was registered from PLN 1,530,000 to PLN 3,630,000, i.e. of PLN 2,100,000 by creating 3,500 new shares with a nominal value of PLN 600 each.
- On the 1st of June, 2023, a resolution was adopted to increase the capital in Comarch SRL by EUR 1,188,000 (i.e. PLN 5,383,065.60 at the exchange rate of the 1st of June, 2023) to cover the loss. Comarch S.A. transferred the entire amount. At the same time, the share capital was reduced by EUR 400,000 (i.e. PLN 1,812,480 at the exchange rate of the 1st of June, 2023), moving it to the loss from previous years. As a result of these operations, the loss from previous years was reduced in total by EUR 1,587,835 (i.e. PLN 7,194,797.95 at the exchange rate of the 1st of June, 2023) and the share capital currently amounts to EUR 500,000 (i.e. PLN 2,265,600 according to the exchange rate of the 1st of June, 2023).
- On the 30th of June, 2023, by virtue of a resolution of the general meeting of shareholders, the liquidation of Comarch Argentina S.A. was opened. Therefore, starting from this date, the company is obliged to use the designation "en liquidación" in all documents and correspondence, and therefore the full name of the company is currently: Comarch Argentina S.A. en liquidación.

- On the 30th of June, 2023, an agreement was signed for the sale of shares in Comarch Healthcare S.A. by Comarch Software und Beratung AG to Comarch S.A. As a result of the transaction, Comarch Software und Beratung AG sold to Comarch S.A. block of 4,000,000 shares (33.02%) Comarch Healthcare S.A. for the price of EUR 5,681,876.45 (i.e. PLN 25,286,054.77 at the exchange rate of the 30th of June, 2023). The payment is to be made by the 30th of June, 2024.

19.5. Changes in Ownership, Capital and Organizational Structure in the Comarch Group after the Balance Sheet Date

- On the 17th of July, 2023, the share capital of Comarch R&D S.A.S. was increased from EUR 7,500 (i.e. PLN 33,390 at the exchange rate of the 17th of July, 2023) by EUR 1,500,000 (i.e. PLN 6,678,000 at the exchange rate of the 17th of July, 2023) by issuing 150,000 shares with a value of EUR 10 (i.e. PLN 44.52 at the exchange rate of the 17th of July, 2023) each. Shares taken up in full by Comarch S.A. As a result of the above transaction, the share capital of Comarch R&D S.A.S. amounts to EUR 1,507,500 (i.e. PLN 6,711,390 at the exchange rate of the 17th of July, 2023).
- On the 19th of July, 2023, an agreement was concluded for the acquisition of shares by Comarch Corporate Investment Fund Closed in the increased share capital of Comarch Healthcare S.A. The capital increase was affected through the issue of 1,587,000 shares with a nominal value of PLN 1 per share and an issue price of PLN 6.30. The surplus over the nominal value, i.e. PLN 8,411,100, was transferred to supplementary capital. The capital was paid up on the 24th of July, 2023. As at the date of publication of this report, the increase was not registered in the relevant register.
- On the 25th of July, 2023, an increase in the share capital to PLN 4,000,000 was registered in Comarch Finance Connect Sp. z o. o.

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

None present.

21. 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 2022.

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

22.1. Deferred Income Tax Assets and Provisions

During the first six months of 2023, the Group settled in part a deferred tax asset related to temporary differences that was established as at the 31st of December, 2022, and worth PLN 1,689 thousand, as well as an asset due to temporary differences was created in the amount of PLN 3,043 thousand and asset due to tax loss was released in the amount PLN 347 thousand.

During the six months of 2023, the Comarch Group settled an asset for the zone operations that was established as at the 31st of December, 2022, in the value of PLN 8,415 thousand. The total effect of changes in the assets on the net result of the Comarch Group in the first six months of 2023 amounted to plus PLN 1,007 thousand.

In connection with the valuation of the net asset value of CCF FIZ, the provision was decreased by PLN 2,831 thousand in the first six months of 2023. At the same time, a deferred tax provision due to temporary differences was recognised in the amount of PLN 7,700 thousand and dissolved in the amount of PLN 1,938 thousand. The total effect of the all-above-mentioned operations on the net result of the first six months of 2023 amounted to minus PLN 2,931 thousand.

Total changes in deferred tax resulted in a decrease in net profit of PLN 1,924 thousand.

22.2. Valuation of Currency Exchange Rate Differences and Financial Instruments Based on Exchange Rates

The positive realized foreign exchange rate differences and balance sheet valuation of exchange rates on receivables as at the 30th of June, 2023, decreased revenue and operating profit of Comarch Group in the first quarter of 2023 by PLN 24,293 thousand (while in the corresponding period of 2022 increased them by PLN 18,556 thousand). The negative realised foreign exchange rate differences and the balance sheet valuation of exchange rates on receivables in the first quarter of 2023 decreased the result of Comarch Group by PLN 1,457 thousand (while in the corresponding period of 2022 decreased it by PLN 5,076 thousand). The exchange rate differences from other activities increased the result of Comarch Group by PLN 5,720 thousand (while in the corresponding period of 2022 increased it by PLN 1,000 thousand). The valuation of financial instruments and closed transactions (mostly forward contracts) and provision for deferred income tax in reference to the valuation of the financial instruments increased the Comarch Group's result by PLN 26,713 thousand (while in the corresponding period of 2022 decreased it by PLN 11,100 thousand).

The total effect of exchange rate differences and valuation of derivative financial instruments on the net result of the Comarch Group in the first half of 2023 amounted to plus PLN 6,683 thousand (while in the corresponding period of 2022 it was plus PLN 3,380 thousand).

22.3. Creation of Write-Offs for Bad Debts

During the six months of 2023, the Group created impairment losses on trade receivables in the amount of PLN 6,940 thousand and dissolved previously created write-offs in the amount of PLN 16,621 thousand in connection with the settlement of receivables or the cessation of circumstances justifying their prior creation. These operations were recognized in other operating costs and revenue in the profit and loss account, respectively.

23. Description of the Main Capital Deposits or the Main Capital Investments Made within the Comarch Group in the Given Year

None were present, except for the deposits and investments described in point 11.

24. Significant Legal, Arbitration or Administrative Proceedings related to Liabilities or Receivables of the Issuer or a Subsidiary, with the Subject of the Proceedings, the Value of the Subject of the Dispute, with the Subject of the Proceedings, the Value of the Subject of the Dispute, the Date of Initiation of the Proceedings, the Parties to the Proceedings and the Position of the Issuer

None were present, except for the ones described in point 3.19 of the interim consolidated financial statement.

31st of August, 2023

SIGNATURES OF MANAGEMENT BOARD MEMBERS

Name and surname	Position	Signature
Janusz Filipiak	President of the Management Board	
Janusz Jeremiasz Filipiak	Vice-President of the Management Board	
Arkadiusz Iłgowski	Vice-President of the Management Board	
Tomasz Matysik	Vice-President of the Management Board	
Wojciech Pawluś	Vice-President of the Management Board	
Michał Pruski	Vice-President of the Management Board	
Andrzej Przewięźlikowski	Vice-President of the Management Board	
Marcin Romanowski	Vice-President of the Management Board	
Zbigniew Rymarczyk	Vice-President of the Management Board	
Konrad Tarański	Vice-President of the Management Board	

Marcin Warwas

Vice-President of the Management
Board

Comarch S.A.

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The Management Board's statement regarding the reliability of the condensed financial statements

The Management Board of Comarch S.A. states that to the best of our knowledge, the condensed interim consolidated financial statement and the condensed interim financial statement for the six months ended the 30th of June, 2023, and comparable data are prepared compliant with binding accounting principles and present the true, fair and clear financial standing of the Capital Group and the Company, and the financial results. Furthermore, the report regarding the Capital Group's activities truly describes the development image and achievements as well as the Capital Group's situation including basic threats and risk.

Krakow, 31st of August, 2023

Janusz Filipiak

President of the
Management Board

Paweł Prokop

Vice-President of the
Management Board

Andrzej Przewięźlikowski

Vice-President of the
Management Board

Zbigniew Rymarczyk

Vice-President of the
Management Board

Konrad Tarański

Vice-President of the
Management Board

Marcin Warwas

Vice-President of the
Management Board