

COMARCH S.A.

INDEPENDENT AUDITOR'S REPORT ON THE PERFORMANCE OF A SERVICE GIVING
REASONABLE ASSURANCE FOR THE ASSESSMENT OF THE REMUNERATION
REPORT

The 27th of June, 2023

INDEPENDENT AUDITOR'S REPORT

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

We have been engaged to assess the attached remuneration report of Comarch Spółka Akcyjna ("Company") for 2022, in terms of the completeness of the information contained therein required under Art. 90g sec. 1 - 5 and 8 of the Act of the 29th of July, 2005, on Public Offering and Conditions for Introducing Financial Instruments to Organized Trading and on Public Companies (i.e. Journal of Laws of 2022, item 2554) ("Act on Public Offering").

Identification of criteria and description of the subject of the service

The remuneration report was prepared by the Supervisory Board in order to meet the requirements of Art. 90g sec. 1 of the Act on Public Offering. The applicable remuneration reporting requirements are contained in the Act on Public Offering.

The requirements described in the preceding sentence form the basis for the preparation of the remuneration report and are, in our opinion, appropriate criteria for our reasonable assurance conclusion.

In accordance with the requirements of Art. 90g sec. 10 of the Act on Public Offering, the report on remuneration is subject to the auditor's assessment in terms of including the information required pursuant to Art. 90g sec. 1 - 5 and 8 of the Public Offering Act. This report fulfils this requirement. By the statutory auditor's assessment referred to in the preceding sentence and constituting the basis for our conclusion providing reasonable assurance, we mean the assessment whether, in all material respects, the scope of information presented in the remuneration report is complete, and the information has been disclosed with the detail required by the Act on Public Offering.

Responsibility of Members of the Supervisory Board Pursuant to the Act on Public Offering, Members of the Supervisory Board of the Company are responsible for the preparation of the remuneration report in accordance with applicable law, and in particular for the completeness of this report and the information contained therein. The responsibility of the Supervisory Board also includes the design, implementation and maintenance of an internal control system that ensures the preparation of a complete remuneration report free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our goal was to assess the completeness of the information included in the attached remuneration report against the criterion set out in the Identification of criteria and description of the subject of the service section, and to express an independent conclusion based on the evidence obtained from the reasonable assurance engagement performed.

We performed the service in accordance with the provisions of the National Standard on Assurance Services Other than Audit and Review 3000 (Z) as amended by the International Standard on Assurance Services 3000 (as amended) - "Assurance Services Other than Audit or Review of Historical Financial Information", adopted by Resolution No. 3436/52e/2019 of the National Council of Statutory Auditors of the 8th of April, 2019, as amended (KSUA 3000 (Z)).

This standard requires the auditor to plan and perform procedures in such a way as to obtain reasonable assurance that the remuneration report has been prepared completely in accordance with specified criteria.

Reasonable assurance is a high level of assurance, but it does not guarantee that an engagement conducted in accordance with KSUA 3000(R) will always detect a material misstatement when it exists.

Ethical requirements, including independence

When performing the service, the statutory auditor and the audit firm complied with the independence requirements and other ethical requirements set out in the International Code of Ethics for Professional Accountants (including the International Independence Standards) of the International Ethics Standards Board for Accountants, adopted by the resolution of the National Council of Statutory Auditors No. 3431/52a/2019 of the 25th of March, 2019, on the Principles of Professional Ethics for Statutory Auditors (hereinafter the IESBA Code). The IESBA Code is based on the fundamental principles of honesty, objectivity, professional competence and due diligence, confidentiality and professional conduct. We have also complied with other independence and ethical requirements that apply to this assurance engagement in Poland.

Quality control requirements

The audit firm applies national quality control standards. In accordance with the requirements of the national quality control standards, the audit firm has designed, implemented and applied a quality management system, including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

A summary of the work done and the limitations of our procedures

The procedures selected depend on the auditor's judgment, including the auditor's assessment of the risks of material misstatement due to fraud or error. In assessing these risks, the auditor considers internal control related to the preparation of a complete report in order to design appropriate procedures to provide the auditor with sufficient and appropriate evidence in the circumstances. The assessment of the functioning of the internal control system was not carried out in order to express a conclusion on its effectiveness.

The procedures planned and carried out by us included in particular:

- Reading the content of the remuneration report and comparing the information contained therein with the applicable requirements;
- becoming acquainted with the resolutions of the General Meeting of the Company regarding the remuneration policy for Members of the Management Board and the Supervisory Board and the resolutions of the Supervisory Board detailing them;
- establishing, by comparison with corporate documents, a list of persons who are required to include information in the remuneration report and determining, through inquiries of persons responsible for preparing the report, and where we considered it appropriate, also directly persons to whom the information requirement applies whether all the information provided for in the remuneration report criteria has been disclosed.

Our procedures were solely aimed at obtaining evidence that the information included by the Supervisory Board in the remuneration report, in terms of its completeness, complies with the applicable requirements. The purpose of our work was not to assess the sufficiency of information included in the remuneration report in terms of the purpose of preparing the remuneration report, nor to assess the correctness and reliability of the information contained therein, in particular as to the disclosed amounts, including estimates, numbers, dates, in breakdown, methods of allocation, compliance with the remuneration policy adopted by the Management Board.

The remuneration report was not audited within the meaning of the National Audit Standards. In the course of the assurance procedures performed, we did not audit or review the information used to prepare the remuneration report, and therefore we do not accept responsibility for issuing or updating any reports or opinions on the Company's historical financial information.

We believe that the evidence we have obtained is sufficient and appropriate for us to express the following conclusion.

Conclusion

The basis for the auditor's conclusion are the matters described above, therefore the conclusion should be read with these issues in mind. In our opinion, the attached remuneration report, in all material respects, contains all the elements listed in Art. 90g sec. 1 - 5 and 8 of the Act on Public Offering.

Application limitation

This report was prepared by UHY ECA Audyt Spółka z ograniczoną odpowiedzialnością Sp. k. with its registered office in Warsaw for the General Meeting of Shareholders and the Supervisory Board and is intended only for the purpose described in the Identification of criteria and description of the subject of the service section and should not be used for any other purposes. UHY ECA Audyt Spółka z ograniczoną odpowiedzialnością Sp. k. with its registered office in Warsaw, in connection with this report, does not accept any liability arising from contractual and non-contractual relations (including negligence) with respect to third parties in the context of this report. The foregoing does not relieve us of our liability in situations where such exemption is excluded by law.

.....

Dorota Piech

Evidence no. 12546

performing the service on behalf of

UHY ECA Audyt Spółka z ograniczoną odpowiedzialnością Sp. k.

with its registered office in Warsaw, entered on the list of audit firms

at number 3115

Warsaw, the 27th of June, 2023