

Annex to the Resolution of the Supervisory Board of Comarch S.A. No. 11/05/2020 of the 26th of May, 2020

Regulations defining detailed rules for participation in the General Meeting of Comarch S.A. using electronic means of communication

adopted by resolution No. 11/05/2020 of the Supervisory Board of Comarch S.A. of the 26th of May, 2020.

§1

1. These regulations (the "Regulations") were adopted on the basis of art. 406 (5) of the Act of 15th of September, 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505, with subsequent changes).
2. These Regulations specify the detailed rules for participation in the general meeting ("General Meeting") of Comarch S.A. with its registered office in Kraków (the "Company") using electronic means of communication.

§2

1. The entity who convenes the General Meeting shall decide on the possibility of participating in the General Meeting of the Company using electronic means of communication.
2. Shareholder's participation in the General Meeting by means of electronic communication includes:
 - a) two-way real-time communication of all persons participating in the General Meeting, in which they may speak during the General Meeting, staying in a different place than the place of the General Meeting,
 - b) exercising voting rights in person or by proxy during the General Meeting via electronic means of communication.
3. Notwithstanding the electronic means of communication referred to in section 2, enabling a shareholder to participate in the General Meeting, the Company ensures and conducts the broadcast of the General Meeting in real time.
4. Participation in the General Meeting via electronic means of communication takes place using a dedicated platform and / or IT system.
5. A shareholder has the option of communication referred to in section 2 lit. a) by using a text messenger made available as part of a platform or IT system. The shareholder will also be able to send, via the platform or IT system, files containing draft resolutions on matters on the agenda.
6. Detailed technical and organizational requirements for participation in the General Meeting by means of electronic communication shall be specified by the entity convening General Meeting. Technical and organizational requirements necessary to participate in the General Meeting by means of electronic communication will be made available each time before the date of the General Meeting at: <https://www.comarch.pl/relacje-inwestorskie/walne-zgromadzenie-akcjonariuszy/> (<https://www.comarch.com/investors/general-shareholders-meeting/>)
7. For the purposes of communication of a shareholder intending to participate in the General Meeting by means of electronic communication with the Company, including in particular to notify the intention, only the following email address shall be used: wz@comarch.pl
8. In order to participate in the General Meeting using electronic means of communication, a shareholder should notify the Company of their intention to

participate in the General Meeting in this form in accordance with the requirements set out in these Regulations and meet the technical and organizational requirements referred to in section 6, determined each time by the entity convening the General Meeting.

9. If the Company is notified of their willingness to participate in the General Meeting by means of electronic communication, the shareholder or their proxy will be provided with the information necessary to obtain electronic access to the General Meeting.
10. Shareholders or their proxies making use of the opportunity to participate in the General Meeting by means of electronic communication bear all the risks associated with it, in particular those arising from the inability to receive the transmission of the session of the General Meeting, conducting real-time communication or exercising voting rights during the General Meeting arising as a result of failure or disruption of transmission in the connections they use, equipment failure on the part of the shareholder or proxy, as well as failure of the shareholder or proxy to meet technical and organizational conditions regarding participation in the General Meeting.
11. The Company is not responsible for the inability of shareholders to participate in the General Meeting by means of electronic communication in the event that this failure is a consequence of circumstances beyond the Company's control, in particular such as force majeure, failure of computer systems, failure of electricity networks, power failure or other circumstances beyond the Company's control.

§3

1. Not later than 7 days before the scheduled date of the General Meeting, a shareholder intending to participate in the General Meeting via electronic means of communication is required to send the Company to the address indicated in §2 section 7 of the Regulations:
 - a) a statement completed and signed, scanned to .pdf format, about the intention to participate in the General Meeting using electronic means of communication, prepared in accordance with the specimen set out in Annex 1 to these Regulations ("Statement"),
 - b) in the case of shareholders who are natural persons - a scan of a document confirming their identity to the extent that will enable the shareholder to be identified, indicating the series and number of their ID card or passport and PESEL number, and if the shareholder is a legal person or an organizational unit without legal personality - a scan of an excerpt from the relevant register or a scan of another document confirming the authorization of persons acting on behalf of this entity. In the event that any of the above-mentioned documents is made in a language other than Polish, a translation of the above-mentioned documents into Polish by a sworn translator is required,
 - c) if a shareholder appoints a proxy to participate in the General Meeting - a document or scan of the power of attorney document containing the details of the principal or persons acting on their behalf in accordance with the principles of representation in force at the principal and a scan of the proxy's identity document to the extent that enables identification of the proxy, indicating series and number of ID card or passport and PESEL number,
 - d) e-mail address intended for communication with the shareholder or his proxy.
2. The provisions of section 1 shall apply accordingly to a notification on revoking a power of attorney in an electronic form.

3. The Company, based on the list of shareholders entitled to participate in the General Meeting received from the National Depository for Securities ("KDPW") will verify the rights of the given shareholder who sent the Company a Statement of intention to participate in the General Meeting using electronic means of communication. In order to carry out the correct verification, the Company may contact the shareholder or proxy using the contact details indicated in the Statement.
4. In the event of any inconsistencies, the Company shall request a shareholder or shareholder's proxy requesting their removal within a specified time limit, and if they are not resolved within that time limit, the Company may refuse to allow a shareholder or shareholder's proxy, whose inconsistencies concern, to participate in the General Meeting using electronic means of communication, notifying the Shareholder of this fact via the e-mail address provided in the Statement.
5. After positive verification of the rights of the shareholder and / or proxy, the Company will send the shareholder or its proxy, not later than 2 days before the scheduled date of the General Meeting, to the e-mail address provided by the shareholder or proxy, detailed instructions on how to register in the IT platform enabling participation in the General Meeting using electronic means of communication together with a login and access password used for the first registration to this platform, which will also constitute confirmation of the right to participate in the General Meeting using electronic means of communication. Login and access password will be protected by password. The password for the file will be sent via SMS to the phone number indicated in the Statement or delivered in another secure way.
6. The shareholder's access password received from the Company to the IT platform dedicated to participate in the General Meeting by means of electronic communication is used only for the first registration to this platform. To maintain the security and confidentiality principles in using the platform, the shareholder or their proxy should change the above access password to a unique one for themselves, as described in the instructions sent with the login and access password.
7. Prior to the scheduled date of the General Meeting, shareholders and their proxies will have the opportunity to test the functioning of the platform or IT system dedicated to participate in the General Meeting via electronic means of communication, as well as the compatibility of this platform or system with the computer equipment and the software installed on it, as well as the internet connection that they will use during the General Meeting, and learn about the principles of the platform or system functioning. Access to the tests will be possible via an access link sent by e-mail from the Company's address mentioned in §2 section 6 of these Regulations to the address of the shareholder or proxy indicated in the Statement.
8. All risks associated with the use of electronic means of communication to participate in the General Meeting, to communicate with the General Meeting and to vote during it related to improper or unauthorized disclosure of the login or password to third parties shall be borne solely by the shareholder or their proxy and the company is not responsible for this.
9. Communication with the General Meeting and with the Company via a platform or IT system enabling participation in the General Meeting using electronic means of communication, as well as via the Company's email address mentioned in §2 section 6 of these Regulations is kept only in Polish.

10. A shareholder or their proxy, in the case of exercising the option of participating in the General Meeting by means of electronic communication, has the same rights to speak, submit motions and draft resolutions, exercise voting rights and raise objections to adopted resolutions as a shareholder and / or their proxy attending in person the General Meeting.
11. A shareholder and / or their proxy attending the General Meeting using electronic means of communication shall be subject to the same rules for the items on the agenda of the General Meeting as Shareholders and / or their proxies personally participating in the General Meeting.
12. All formal, organizational, technical as well as in question issues arising during the course of the General Meeting, including those regarding the participation of a shareholder or their proxy through electronic means of communication or related to this form of participation in the General Meeting, shall be decided by the Chairman of the General Meeting, whose decisions are binding in this respect.
13. Apart from the attendance list, the list of shareholders attending the General Meeting via electronic means of communication shall be attached to the minutes of the General Meeting.

§4

1. To the extent not covered by these Regulations, the provisions of the Company's Articles of Association, Regulations of the General Meeting of Comarch S.A. with its headquarters in Krakow and generally applicable law shall apply.
2. These Regulations shall enter into force on the 26th of May, 2020.