

DRAFT RESOLUTIONS

**OF THE GENERAL EXTRAORDINARY
SHAREHOLDERS' MEETING**

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

ON THE DAY OF 3RD OF JANUARY, 2024

**RESOLUTION NO. []
of the General Extraordinary Shareholders' Meeting
of Comarch Spółka Akcyjna with its registered office in Kraków
dated 3rd of January, 2024
regarding election of the President
of the General Extraordinary Shareholders' Meeting**

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

§ 1.

General Meeting appoints to the Chairman of the General Meeting.

§ 2.

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

**RESOLUTION NO. []
of the General Extraordinary Shareholders' Meeting
of Comarch Spółka Akcyjna with its registered office in Kraków
dated 3rd of January, 2024
regarding passing of meeting agenda**

General Meeting resolves the following:

§ 1.

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

§ 2.

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

**RESOLUTION NO. []
Extraordinary General Meeting
Comarch Spółka Akcyjna with its registered office in Kraków
of the 3rd of January, 2024
regarding determining the number of members of the Company's
Supervisory Board**

Acting pursuant to Art. 385 § 1 of the Commercial Companies and Partnerships Code, art. 15 point 8) of the Company's Articles of Association and § 14 section 3 of the Regulations of the General Meeting, the General Meeting of Comarch S.A. decides as follows:

§ 1.

General Meeting of Comarch S.A. determines that the Supervisory Board of the current term will consist of 5 to 7 members.

§ 2.

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

**RESOLUTION NO. []
of the General Extraordinary Shareholders' Meeting
of Comarch Spółka Akcyjna with its registered office in Kraków
dated 3rd of January, 2024
regarding changes in the composition of the Supervisory Board of Comarch
S.A.**

Acting pursuant to Art. 385 § 1 of the Commercial Companies and Partnerships Code and Art. 15 point 8) in connection with Art. 17 section 1 of the Company's Articles of Association, the General Meeting of Comarch S.A. decides as follows:

§ 1.

The General Meeting dismisses from the Company's Supervisory Board.

§ 2.

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

**RESOLUTION NO. []
of the General Extraordinary Shareholders' Meeting
of Comarch Spółka Akcyjna with its registered office in Kraków
dated 3rd of January, 2024
regarding changes in the composition of the Supervisory Board of Comarch
S.A.**

Acting pursuant to Art. 385 § 1 of the Commercial Companies and Partnerships Code and Art. 15 point 8) in connection with Art. 17 section 1 of the Company's Articles of Association, the General Meeting of Comarch S.A. resolves as follows:

§ 1.

The General Meeting appointsas of the 3rd of January, 2024, to the Supervisory Board of the Company.

§ 2.

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

RESOLUTION NO. []
of the General Extraordinary Shareholders' Meeting
of Comarch Spółka Akcyjna with its registered office in Kraków
dated 3rd of January, 2024
regarding changes in the composition of the Company's Management Board

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

§ 1.

General Meeting of Comarch S.A. dismisses as of the 3rd of January, 2024, from the Company's Management Board and from his position

§ 2.

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

**RESOLUTION NO. []
of the General Extraordinary Shareholders' Meeting
of Comarch Spółka Akcyjna with its registered office in Kraków
dated 3rd of January, 2024
regarding changes in the composition of the Company's Management Board**

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

§ 1.

General Meeting of Comarch S.A. appoints as of the 3rd of January, 2024, to the Company's Management Board as

§ 2.

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

**RESOLUTION NO. []
of the General Extraordinary Shareholders' Meeting
of Comarch Spółka Akcyjna with its registered office in Kraków
dated 3rd of January, 2024
regarding changes in the composition of the Company's Management
Board**

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

§ 1.

General Meeting of Comarch S.A. appoints as of the 3rd of January, 2024, to the Company's Management Board as

§ 2.

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

**RESOLUTION NO. []
of the General Extraordinary Shareholders' Meeting
of Comarch Spółka Akcyjna with its registered office in Kraków
dated 3rd of January, 2024
regarding changes in the composition of the Company's Management
Board**

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

§ 1.

General Meeting of Comarch S.A. appoints as of the 3rd of January, 2024, to the Company's Management Board as

§ 2.

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

Justifications for draft resolutions:

1. Draft resolutions No. 1 - 2 concern matters of order related to the holding of the Extraordinary General Meeting, and their adoption is necessary to conduct the General Meeting.
2. Project No. 3 concerns determining the number of members of the Supervisory Board until the end of the current term.
3. Presentation of draft resolutions No. 4 and 5 is related to planned changes in the composition of the Company's Supervisory Board.
4. The presentation of draft resolutions No. 6 - 9 is related to the planned changes in the composition of the Company's Management Board, including the intended expansion of the Management Board's composition, in order to reflect the internal structure of the Company at the Management Board level.