

31 May 2024

From:

Elżbieta Filipiak

To:

Management Board

COMARCH S.A.

ul. prof. Michała Życzkowskiego 23
31-864 Kraków

SHAREHOLDER'S REQUEST TO PUT A SPECIFIC ISSUE ON THE AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF COMARCH S.A.

I, the undersigned Elżbieta Filipiak, as a shareholder of the company under the name Comarch S.A. with its office in Kraków ("**Company**"), having a total of at least one twentieth of the Company's share capital, acting pursuant to Art. 401 § 1 of the Code of Commercial Companies and Partnerships, I hereby request that additional points be included in the agenda of the next Ordinary General Meeting of the Company (i.e. the Ordinary General Meeting convened on the 26th of June, 2024):

- 1)** changes in the composition of the Company's management board - justified by the need to adapt the composition of the management board to the current needs of the Company,
- 2)** determining the remuneration of the Supervisory Board - justified by the need to adjust the remuneration to the general increase in prices and wages in previous years

and to include additional draft resolutions in point 8 subsection 9) of the agenda of the next Ordinary General Meeting of the Company regarding amendments to the Company's Articles of Association, - justified in order to adapt the content of the Articles of Association to the best practices applicable in public companies, to the following extent and in accordance with the following draft resolutions:

	Before change	After change
art. 14 section 2	<i>The Annual General Meeting shall be convened by the Management Board. The Supervisory Board may convene an Ordinary General Meeting if the Management Board fails to convene it within the time limits set out in this section or in the Articles of Association, and an Extraordinary General Meeting if they deem it advisable to convene it.</i>	<i>The Annual General Meeting shall be convened by the Management Board. The Supervisory Board may convene an Ordinary General Meeting if the Management Board fails to convene it within the timeframe specified in the Act or the Articles of Association, and an Extraordinary General Meeting if they deem it advisable to convene it.</i>
art. 14 section 3	<i>The Extraordinary General Meeting is convened by: 1) the Management Board of the Company on its own initiative,</i>	<i>The Extraordinary General Meeting is convened by: 1) the Management Board of the Company on its own initiative,</i>

	<p>2) <i>The Company's Management Board at the written or electronic request of a shareholder or shareholders representing at least 1/20 of the share capital,</i></p> <p>3) <i>Shareholders representing at least 1/2 of the share capital or at least 1/2 of the total votes in the Company,</i></p>	<p>2) <i>The Company's Management Board at the written or electronic request of a shareholder or shareholders representing at least 1/20 of the share capital,</i></p> <p>3) <i>Shareholders representing at least 1/2 of the share capital or at least 1/2 of the total votes in the Company,</i></p> <p>4) <i>The Supervisory Board of the Company, if they consider its convening advisable</i></p>
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DRAFT RESOLUTIONS:

RESOLUTION NO. ...

Ordinary General Meeting

Companies under the name Comarch Spółka Akcyjna with its registered office in Kraków

of ... June 2024

regarding changes to the Company's Articles of Association

Ordinary General Meeting of Comarch S.A. with its office in Kraków, acting pursuant to Art. 430 § 1 of the Code of Commercial Companies and Partnerships and art. 15 point 11) of the Company's Articles of Association, resolves as follows:

§ 1

Ordinary General Meeting of Comarch S.A. with its registered office in Kraków **decides to amend the Company's Articles of Association** in such a way that the content of Art. 14 section 2, giving it the following wording: 'The Ordinary General Meeting is convened by the Management Board. The Supervisory Board may convene an Ordinary General Meeting if the Management Board fails to convene it within the time specified **in the Act** or the Articles of Association, and an Extraordinary General Meeting if they deem it advisable to convene it'.

§ 2

The Management Board of the Company shall be authorised and obliged to perform all legal and factual acts aiming at the registration of this Resolution, including in particular the notification of the amendment of the Company's Articles of Association to the Register of Entrepreneurs of the National Court Register.

§ 3

This Resolution comes into force upon its adoption, with the amendment to the Company's Articles of Association becoming effective upon registration in the Register of Entrepreneurs of the National Court Register.

§ 4

The Company's Supervisory Board is authorised to determine the consolidated text of the Company's Articles of Association.

RESOLUTION NO. ...
of the Ordinary General Meeting
of the Company under the name Comarch Spółka Akcyjna with its registered office in Kraków
of ... June 2024
on amendments to the Articles of Association of the Company

The Ordinary General Meeting of Comarch S.A. with its office in Kraków, acting on the basis of art. 430 § 1 of the Code of Commercial Companies and Partnerships and art. 15 point 11) of the Company's Articles of Association, adopts the following resolution:

§ 1

The Ordinary General Meeting of Comarch S.A. with its office in Kraków **decides to amend the Articles of Association of the Company** in such a way that the content of Article 14, section 3 is changed by adding point 4) with the following wording: 'The Supervisory Board of the Company, if they deem its convening advisable'.

§ 2

The Management Board of the Company shall be authorised and obliged to perform all legal and factual acts aiming at the registration of this Resolution, including in particular the notification of the amendment of the Company's Articles of Association to the Register of Entrepreneurs of the National Court Register.

§ 3

This Resolution comes into force upon its adoption, with the amendment to the Company's Articles of Association becoming effective upon registration in the Register of Entrepreneurs of the National Court Register.

§ 4

The Company's Supervisory Board is authorised to determine the consolidated text of the Company's Articles of Association.

Elżbieta Filipiak