

**PROJECTS OF RESOLUTIONS**

**OF THE GENERAL ORDINARY  
SHAREHOLDERS' MEETING**

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

**ON THE DAY OF 26<sup>th</sup> of JUNE, 2024**

**RESOLUTION NO. [    ]  
of the General Ordinary Shareholders' Meeting  
of Comarch S.A. with its headquarters in Kraków  
dated 26<sup>th</sup> of June, 2024  
regarding election of the President  
of the General Ordinary 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 President of the General Meeting.

**§ 2.**

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

**RESOLUTION NO [     ]  
of the General Ordinary Shareholders' Meeting  
of Comarch S.A. with its headquarters in Kraków  
dated 26<sup>th</sup> of June, 2024  
regarding passing of meeting agenda**

General Meeting resolves the following:

**§ 1.**

The Ordinary 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. [   ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding the approval of Comarch S.A.'s financial statement**  
**for the fiscal year 1.01.2023 - 31.12.2023**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies and Partnerships Code, art. 53 sec. 1 of the Act on Accounting and art. 15 pt. 1) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting approves the financial statement for the fiscal year 1 January 2023 - 31 December 2023 which consists of:

- 1) Introduction to the financial statement;
- 2) the balance sheet as of 31 December 2023, which shows total assets and liabilities of PLN 1,768,799 thousand;
- 3) the income statement for the period from 1 January 2023 to 31 December 2023 which shows a net profit of PLN 92,163 thousand;
- 4) the statement of changes in equity for the period from 1 January 2023 to 31 December 2023 showing an increase in equity of PLN 71,561 thousand;
- 5) the cash flow statement for the period from 1 January 2023 to 31 December 2023, which shows an increase in the state of cash and cash equivalents of PLN 12,916 thousand;
- 1) additional information and commentary.

**§ 2.**

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

**RESOLUTION NO. [ ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding the approval of the report of the Management Board regarding**  
**Comarch S.A.'s activities for the fiscal year 1.01.2023 - 31.12.2023**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies and Partnerships Code and art. 15 pt. 1) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Shareholder's Meeting approves the report of the Management Board regarding activities of the Company for the fiscal year 1 January 2023 -31 December 2023.

**§ 2.**

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

**RESOLUTION NO. [ ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding the approval of the consolidated financial statement for the**  
**fiscal year 1.01.2023 - 31.12.2023**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies and Partnerships Code, art. 63c section 4 of the Act on Accounting and art. 15 pt. 1) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting approves the consolidated financial statement for the fiscal year 1 January 2023 -31 December 2023 which consists of:

- 1) the consolidated balance sheet as of 31 December 2023, which shows total assets as well as total equity and liabilities of PLN 2,263,869 thousand;
- 2) the consolidated income statement for the period from 1 January 2023 to 31 December 2023 which shows capital group's net profit of PLN 93,873 thousand;
- 3) the total income consolidated statement for the period from 1 January 2023 to 31 December 2023 which shows total income in the amount of PLN 73,039 thousand;
- 4) the statement of changes in consolidated equity for the period from 1 January 2023 to 31 December 2023 showing an increase in equity of PLN 40,506 thousand;
- 5) the consolidated cash flow statement which shows an increase in the state of net cash and cash equivalents of PLN 48,026 thousand, for the period from 1 January 2023 to 31 December 2023;
- 6) additional information and annotations.

**§ 2.**

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

**RESOLUTION NO. [ ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding the approval of the report of the Management Board on Comarch**  
**Capital Group's activities**  
**for the fiscal year 1.01.2023 - 31.12.2023**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies and Partnerships Code and art. 15 pt. 1) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Shareholder's Meeting approves the report of the Management Board of activities of Comarch Capital Group for the fiscal year 1 January 2023 -31 December 2023.

**§ 2.**

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

**RESOLUTION NO. [ ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**

**regarding approving the report of the Supervisory Board of activities of the Supervisory Board in 2023 and regarding assessment of the Company's and Capital Group's situation, the report regarding the audit of the Company's financial statement and of the Management Board's report regarding Comarch S.A.'s activities for the fiscal year 1.01.2023 - 31.12.2023 and the report regarding the audit of the Capital Group's consolidated financial statement and of the Management Board's report of Capital Group's activities for the fiscal year 1.01.2023 - 31.12.2023**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 1 of the Commercial Companies and Partnerships Code, General Meeting resolves the following:

**§ 1.**

General Shareholder's Meeting approves:

1. the report of the Supervisory Board regarding activities of the Supervisory Board in 2023,
2. the report regarding the audit of the Company's financial statement and of the Management Board's report on Comarch S.A.'s activities for the fiscal year 1.01.2023 - 31.12.2023,
3. the report on the audit of the Capital Group's consolidated financial statement and the Management Board's report on Capital Group's activities for the fiscal year 1.01.2023 - 31.12.2023.

**§ 2.**

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



**RESOLUTION NO. [ ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding distribution of net profit**  
**for the fiscal year 1.01.2023 - 31.12.2023**

Acting on the basis of art. 395 § 2 pt. 2 of the Commercial Companies and Partnerships Code, the General Meeting of Comarch S.A. resolves the following:

**§ 1.**

General Shareholder's Meeting decides that the earned in the fiscal year 1 January 2023 -31 December 2023 net profit in the amount of PLN 92,163,082.95 (in words: ninety-two million one hundred sixty-three thousand eighty-two zlotys 95/100) was divided as follows:

1. part of the net profit in the amount of PLN 40,666,745.00 (in words: forty million six hundred sixty-six thousand seven hundred forty-five zlotys 00/100) was allocated to the payment of dividend. The dividend in the amount of PLN 5.00 (in words: five zlotys 00/100) per share will be paid to persons who are shareholders of the Company on the 3<sup>rd</sup> of July, 2024 (dividend day), and the dividend will be paid on the 12<sup>th</sup> of July, 2024;
2. the remaining part of the net profit in the amount of PLN 51,496,337.95 (in words: fifty-one million four hundred ninety-six thousand three hundred thirty-seven zlotys 95/100) is transferred to supplementary capital.

**§ 2.**

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

**RESOLUTION NO. [ ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2023 - 31.12.2023 by Janusz Filipiak, President of the Management**  
**Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in the fiscal year 2023, i.e. from the 1<sup>st</sup> of January, 2023, to the 2<sup>nd</sup> of October, 2023, by Janusz Filipiak, President of the Management Board.

**§ 2.**

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

**RESOLUTION NO. [   ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2023 - 31.12.2023 by Janusz Jeremiasz Filipiak,**  
**Vice-President of the Management Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 2023, i.e. from the 28<sup>th</sup> of June, 2023, to the 5<sup>th</sup> of November, 2023, by Janusz Jeremiasz Filipiak, Vice-President of the Management Board.

**§ 2.**

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

**RESOLUTION NO. [   ]  
of the General Ordinary Shareholders' Meeting  
of Comarch S.A. with its headquarters in Kraków  
dated 26<sup>th</sup> of June, 2024  
regarding acknowledging the fulfilment of duties in the fiscal year  
1.01.2023 - 31.12.2023 by Arkadiusz Iłgowski,  
Vice-President of the Management Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 2023, i.e. from the 28<sup>th</sup> of June, 2023, to the 31<sup>st</sup> of December, 2023, by Arkadiusz Iłgowski, Vice-President of the Management Board.

**§ 2.**

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

**RESOLUTION NO. [ ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2023 - 31.12.2023 by Tomasz Matysik,**  
**Vice-President of the Management Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 2023, i.e. from the 28<sup>th</sup> of June, 2023, to the 31<sup>st</sup> of December, 2023, by Tomasz Matysik, Vice-President of the Management Board.

**§ 2.**

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

**RESOLUTION NO. [ ]  
of the General Ordinary Shareholders' Meeting  
of Comarch S.A. with its headquarters in Kraków  
dated 26<sup>th</sup> of June, 2024  
regarding acknowledging the fulfilment of duties in the fiscal year  
1.01.2023 - 31.12.2023 by Wojciech Pawluś,  
Vice-President of the Management Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 2023, i.e. from the 28<sup>th</sup> of June, 2023, to the 31<sup>st</sup> of December, 2023, by Wojciech Pawluś, Vice-President of the Management Board.

**§ 2.**

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

**RESOLUTION NO. [   ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2023 - 31.12.2023 by Paweł Prokop,**  
**Vice-President of the Management Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 2023, i.e. from the 1<sup>st</sup> of January, 2023, to the 10<sup>th</sup> of December, 2023, by Paweł Prokop, Vice-President of the Management Board.

**§ 2.**

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

**RESOLUTION NO. [   ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2023 - 31.12.2023 by Michał Pruski,**  
**Vice-President of the Management Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 2023, i.e. from the 28<sup>th</sup> of June, 2023, to the 31<sup>st</sup> of December, 2023, by Michał Pruski, Vice-President of the Management Board.

**§ 2.**

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



**RESOLUTION NO. [ ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2023 - 31.12.2023 by Andrzej Przewięźlikowski,**  
**Vice-President of the Management Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 2023, i.e. from the 1<sup>st</sup> of January, 2023, to the 31<sup>st</sup> of December, 2023, by Andrzej Przewięźlikowski, Vice-President of the Management Board.

**§ 2.**

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

**RESOLUTION NO. [ ]  
of the General Ordinary Shareholders' Meeting  
of Comarch S.A. with its headquarters in Kraków  
dated 26<sup>th</sup> of June, 2024  
regarding acknowledging the fulfilment of duties in the fiscal year  
1.01.2023 - 31.12.2023 by Marcin Romanowski,  
Vice-President of the Management Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 2023, i.e. from the 28<sup>th</sup> of June, 2023, to the 31<sup>st</sup> of December, 2023, by Marcin Romanowski, Vice-President of the Management Board.

**§ 2.**

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

**RESOLUTION NO. [   ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2023 - 31.12.2023 by Zbigniew Rymarczyk,**  
**Vice-President of the Management Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 2023, i.e. from the 1<sup>st</sup> of January, 2023, to the 31<sup>st</sup> of December, 2023, by Zbigniew Rymarczyk, Vice-President of the Management Board.

**§ 2.**

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

**RESOLUTION NO. [ ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2023 - 31.12.2023 by Konrad Tarański,**  
**Vice-President of the Management Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 2023, i.e. from the 1<sup>st</sup> of January, 2023, to the 31<sup>st</sup> of December, 2023, by Konrad Tarański, Vice-President of the Management Board.

**§ 2.**

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

**RESOLUTION NO. [ ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2023 - 31.12.2023 by Marcin Warwas,**  
**Vice-President of the Management Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 2023, i.e. from the 1<sup>st</sup> of January, 2023, to the 30<sup>th</sup> of November, 2023, by Marcin Warwas, Vice-President of the Management Board.

**§ 2.**

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

**RESOLUTION NO. [   ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2023 - 31.12.2023 by Elżbieta Filipiak,**  
**Chairwoman of the Supervisory Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 2023, i.e. from the 1<sup>st</sup> of January, 2023, to the 31<sup>st</sup> of December, 2023, by Elżbieta Filipiak, Chairman of the Supervisory Board.

**§ 2.**

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

**RESOLUTION NO. [ ]  
of the General Ordinary Shareholders' Meeting  
of Comarch S.A. with its headquarters in Kraków  
dated 26<sup>th</sup> of June, 2024  
regarding acknowledging the fulfilment of duties in the fiscal year  
1.01.2023 - 31.12.2023 by Andrzej Pach,  
Vice-Chairman of the Supervisory Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 2023, i.e. from the 1<sup>st</sup> of January, 2023, to the 31<sup>st</sup> of December, 2023, by Andrzej Pach, Chairman of the Supervisory Board.

**§ 2.**

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

**RESOLUTION NO. [ ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2023 - 31.12.2023 by Danuta Drobniak,**  
**Member of the Supervisory Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 2023, i.e. from the 1<sup>st</sup> of January, 2023, to the 31<sup>st</sup> of December, 2023, by Danuta Drobniak, Member of the Supervisory Board.

**§ 2.**

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



**RESOLUTION NO. [ ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2023 - 31.12.2023 by Joanna Krasodomska,**  
**Member of the Supervisory Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 2023, i.e. from the 1<sup>st</sup> of January, 2023, to the 31<sup>st</sup> of December, 2023, by Joanna Krasodomska, Member of the Supervisory Board.

**§ 2.**

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

**RESOLUTION NO. [ ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2023 - 31.12.2023 by Robert Jasiński,**  
**Member of the Supervisory Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 2023, i.e. from the 1<sup>st</sup> of January, 2023, to the 31<sup>st</sup> of December, 2023, by Robert Jasiński, Member of the Supervisory Board.

**§ 2.**

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

**RESOLUTION NO. [   ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding acknowledging the fulfilment of duties in the fiscal year**  
**1.01.2023 - 31.12.2023 by Anna Pruska,**  
**Member of the Supervisory Board**

Acting on the basis of art. 393 pt. 1 and art. 395 § 2 pt. 3 of the Commercial Companies and Partnerships Code and art. 15 pt. 3) of the Company's Articles of Association, General Meeting resolves the following:

**§ 1.**

General Meeting acknowledges the fulfilment of duties in fiscal year 2023, i.e. from the 1<sup>st</sup> of January, 2023, to the 31<sup>st</sup> of December, 2023, by Anna Pruska, Member of the Supervisory Board, including the period of delegation to temporarily perform the duties of the President of the Management Board in the period from the 2<sup>nd</sup> of October, 2023, to the 31<sup>st</sup> of December, 2023.

**§ 2.**

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

**RESOLUTION NO. [ ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding changes in the Company's Articles of Association**

The General Ordinary Shareholders' Meeting with its headquarters in Kraków, acting on the basis of art. 430 § 1 of the Commercial Companies and Partnerships Code and art. 15 pt. 11) of the Company's Articles of Association resolves the following:

**§ 1**

The General Ordinary Shareholders' Meeting with its headquarters in Kraków **decides to change the Company's Articles of Association** as follows that the content of Article 18, paragraph 10 is changed to read as follows:

*'The organisation of the Supervisory Board and the manner in which it carries out its activities shall be laid down in the rules of procedure established by the Supervisory Board'.*

**§ 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 General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding changes in the Company's Articles of Association**

The General Ordinary Shareholders' Meeting with its headquarters in Kraków, acting on the basis of art. 430 § 1 of the Commercial Companies and Partnerships Code and art. 15 pt. 11) of the Company's Articles of Association,

**§ 1**

The General Ordinary Shareholders' Meeting with its headquarters in Kraków **decides to change the Company's Articles of Association** as follows that the content of Article 22 is deleted.

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

**RESOLUTION NO. [   ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding changes in the Company's Articles of Association**

The General Ordinary Shareholders' Meeting with its headquarters in Kraków, acting on the basis of art. 430 § 1 of the Commercial Companies and Partnerships Code and art. 15 pt. 11) of the Company's Articles of Association resolves the following:

**§ 1**

The General Ordinary Shareholders' Meeting with its headquarters in Kraków **decides to change the Company's Articles of Association** as follows that point 10) is added to art. 19 § 2 and reads as follows: 'definition and change of the internal organisation of the Company'.

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

**RESOLUTION NO. [   ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding changes in the Company's Articles of Association**

The General Ordinary Shareholders' Meeting with its headquarters in Kraków, acting on the basis of art. 430 § 1 of the Commercial Companies and Partnerships Code and art. 15 pt. 11) of the Company's Articles of Association resolves the following:

**§ 1**

The General Ordinary Shareholders' Meeting with its headquarters in Kraków **decides to change the Company's Articles of Association** as follows that point 11) is added to art. 19 § 2 and reads as follows: 'establishment and amendment of the Rules of Procedure of the Management Board'.

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

**RESOLUTION NO. [ ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding changes in the Company's Articles of Association**

The General Ordinary Shareholders' Meeting with its headquarters in Kraków, acting on the basis of art. 430 § 1 of the Commercial Companies and Partnerships Code and art. 15 pt. 11) of the Company's Articles of Association resolves the following:

**§ 1**

The General Ordinary Shareholders' Meeting with its headquarters in Kraków **decides to change the Company's Articles of Association** as follows that the content art.20 § 4 is changed and reads as follows:

*'Two members of the Management Board acting jointly or one member of the Management Board acting jointly with a proxy shall be authorised to make statements on behalf of the Company and to represent the Company in and out of court.'*

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



**RESOLUTION NO. [ ]**  
**of the General Ordinary Shareholders' Meeting**  
**of Comarch S.A. with its headquarters in Kraków**  
**dated 26<sup>th</sup> of June, 2024**  
**regarding the opinion of the General Meeting regarding**  
**Supervisory Board reports on remuneration**  
**members of the Management Board and Supervisory Board of Comarch**  
**S.A. for the year of 2023**

Acting pursuant to art. 90g section 6 of the Act of 29<sup>th</sup> of July, 2005, on public offerings and conditions governing the introduction of financial instruments to organized trading, and on public companies and article 395 § 2<sup>1</sup> of the Commercial Companies and Partnerships Code, the General Meeting of Comarch S.A. resolves as follows:

**§ 1.**

The General Meeting, after reading the report on the remuneration of members of the Management Board and Supervisory Board of Comarch S.A. prepared by the Supervisory Board for the year 2023, audited by the certified auditor UHY ECA Audyt Spółka z ograniczoną odpowiedzialnością Sp.k. with its registered office in Warsaw, expresses a positive opinion on the content of this report.

**§ 2.**

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

### **Justifications for draft resolutions:**

1. The Ordinary General Meeting of Shareholders was convened by the Management Board in the performance of obligations under the provisions of the Commercial Companies and Partnerships Code.
2. Draft resolutions No. 1 - 26 are related to the ordinary subject matter of the Ordinary General Meeting, and their presentation and the need to take is the result of obligations imposed by the provisions of the Commercial Companies and Partnerships Code.
3. The presentation of the draft resolution No. 27-31 on amending the Company's Articles of Association results from the willingness to update the provisions of the Articles of Association regarding management and supervisory processes in the Company.
4. The draft resolution no. 32 fulfils the obligation under Art. 90g sec. 1 and sec. 6 of the Act of the 29<sup>th</sup> of July, 2005, on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies.