

**„Resolution No. 1
of the 8th of December, 2024
of the Extraordinary General Meeting of the Company
on the Appointment of the Chairperson of the Extraordinary General Meeting**

§ 1.

The Extraordinary General Meeting of the company under the name Comarch S.A. with its registered office in Kraków (the "**Company**"), acting pursuant to Article 409 § 1 of the Commercial Companies Code, elects Mr. Michał Karol Bobrzyński as the Chairperson of the General Meeting.-----

§ 2.

This resolution shall come into force upon its adoption."-----

In the secret ballot, valid votes were cast for 8,133,349 (eight million one hundred and thirty-three thousand three hundred and forty-nine) shares, representing 100% (one hundred percent) of the Company's share capital. A total of 15,126,949 (fifteen million one hundred and twenty-six thousand nine hundred and forty-nine) valid votes were cast, of which 15,126,949 (fifteen million one hundred and twenty-six thousand nine hundred and forty-nine) votes were in favour, with no votes against or abstentions. No objections were raised.-----

**„Resolution No. 2
of the 8th of December, 2024
of the Extraordinary General Meeting of the Company
on the Adoption of the Agenda for the Extraordinary General Meeting
§ 1.**

The Extraordinary General Meeting of the company under the name Comarch S.A. with its registered office in Cracow (the "Company") hereby adopts the following agenda for the Extraordinary General Meeting:-----

- 1) Opening of the Extraordinary General Meeting.-----
- 2) Election of the Chairperson of the Extraordinary General Meeting.-----
- 3) Confirmation of the legality of the convening of the Extraordinary General Meeting and its ability to adopt resolutions.-----
- 4) Adoption of the resolution on the approval of the agenda for the Extraordinary General Meeting.
- 5) Adoption of the resolution on the delisting of the Company's shares from the regulated market.
- 6) Adoption of the resolution on the appointment of the entity responsible for maintaining the Company's shareholder register.-----
- 7) Adoption of the resolution on amending the current Articles of Association and adopting a consolidated version of the Company's Articles of Association.-----
- 8) Adoption of the resolution on the dismissal of Mrs. Danuta Drobniak from the Company's Supervisory Board.-----
- 9) Adoption of the resolution on the dismissal of Mr. Robert Jasiński from the Company's Supervisory Board.-----
- 10) Adoption of the resolution on the dismissal of Mrs. Maria Jolanta Flis from the Company's Supervisory Board.-----
- 11) Adoption of the resolution on the appointment of Mr. Krzysztof Piotr Krawczyk to the Company's Supervisory Board.-----
- 12) Adoption of the resolution on the appointment of Mr. István Szöke to the Company's Supervisory Board.-----
- 13) Adoption of the resolution on the appointment of Mrs. Elżbieta Bujniewicz-Belka to the Company's Supervisory Board.-----
- 14) Adoption of the resolution on the appointment of Mr. Jarosław Mikos to the Company's Supervisory Board.-----
- 15) Adoption of the resolution on amending the Rules of Procedure of the Company's Supervisory Board.-----
- 16) Closing of the Extraordinary General Meeting.-----

§ 2.

This resolution shall come into force upon its adoption."-----

In the open voting process, valid votes were cast for 8,133,349 (eight million one hundred and thirty-three thousand three hundred and forty-nine) shares, representing 100% (one hundred percent) of the Company's share capital. A total of 15,126,949 (fifteen million one hundred and twenty-six thousand nine hundred and forty-nine) valid votes were cast, of which 15,126,949 (fifteen million one hundred and twenty-six thousand nine hundred and forty-nine) votes were in favour, with no votes against or abstentions. No objections were raised.-----

**„Resolution No. 3
of the 8th of December, 2024
of the Extraordinary General Meeting of the Company**

regarding the Delisting of the Company's Shares from the Regulated Market

Extraordinary General Meeting, acting pursuant to Article 91 section 3 of the Act of the 29th of July, 2005 on Public Offerings and Conditions for Introducing Financial Instruments to Organised Trading and on Public Companies (the "**Public Offering Act**"), at the request of all the shareholders of the Company, resolves to withdraw from trading on the regulated market operated by the Warsaw Stock Exchange S.A. ("**WSE**") all of the Company's shares admitted to trading on this market, namely:-----

- (i) 75,200 (seventy-five thousand two hundred) ordinary bearer shares of series A with a nominal value of PLN 1.00 (one złoty) each,-----
- (ii) 56,400 (fifty-six thousand four hundred) ordinary bearer shares of series B with a nominal value of PLN 1.00 (one złoty) each,-----
- (iii) 3,008,000 (three million eight thousand) ordinary bearer shares of series C with a nominal value of PLN 1.00 (one złoty) each,-----
- (iv) 1,200,000 (one million two hundred thousand) ordinary bearer shares of series D with a nominal value of PLN 1.00 (one złoty) each, -----
- (v) 638,600 (six hundred thirty-eight thousand six hundred) ordinary bearer shares of series E with a nominal value of PLN 1.00 (one złoty) each, -----
- (vi) 125,787 (one hundred twenty-five thousand seven hundred eighty-seven) ordinary bearer shares of series G with a nominal value of PLN 1.00 (one złoty) each, -----
- (vii) 102,708 (one hundred two thousand seven hundred eight) ordinary bearer shares of series G3 with a nominal value of PLN 1.00 (one złoty) each, -----
- (viii) 563,675 (five hundred sixty-three thousand six hundred seventy-five) ordinary bearer shares of series H with a nominal value of PLN 1.00 (one złoty) each, -----
- (ix) 441,826 (four hundred forty-one thousand eight hundred twenty-six) ordinary bearer shares of series I2 with a nominal value of PLN 1.00 (one złoty) each, -----
- (x) 91,041 (ninety-one thousand forty-one) ordinary bearer shares of series J2 with a nominal value of PLN 1.00 (one złoty) each, -----
- (xi) 73,953 (seventy-three thousand nine hundred fifty-three) ordinary bearer shares of series K3 with a nominal value of PLN 1.00 (one złoty) each,-----
- (xii) 7,759 (seven thousand seven hundred fifty-nine) ordinary bearer shares of series L1 with a nominal value of PLN 1.00 (one złoty) each,-----

totalling 6,384,949 (six million three hundred eighty-four thousand nine hundred forty-nine) ordinary bearer shares, with a nominal value of PLN 1.00 (one złoty) each, and a total nominal value of PLN 6,384,949.00 (six million three hundred eighty-four thousand nine hundred forty-nine złotych), identified by the Krajowy Depozyt Papierów Wartościowych S.A. (ENG: National Depository for Securities) ("**KDPW**") under code PLCOMAR00012 (the "**Shares**").-----

§ 2.

The Extraordinary General Meeting authorises and obliges the Management Board of the Company to:

1. submit to the Financial Supervision Authority ("KNF") a request, pursuant to Article 91 sec.1 of the Public Offering Act, for consent to withdraw the Shares from trading on the regulated market operated by the WSE, and-----
2. undertake all necessary factual and legal actions required to withdraw the Shares from trading on the regulated market operated by the WSE, including, in particular, undertaking all necessary factual and legal actions in this regard before KNF, KDPW (especially with regard to the termination of the agreement for the registration of the Company's shares in the securities deposit held by KDPW and the withdrawal of the Company's shares from this securities deposit), and the WSE.-----

§ 3.

The resolution comes into effect upon its adoption. The resolution shall result in the withdrawal of the Shares from trading on the regulated market operated by the WSE within the timeframe to be specified in the KNF decision."-----

In the open vote, valid votes were cast from 8,133,349 (eight million one hundred thirty-three thousand three hundred forty-nine) shares, representing 100% (one hundred percent) of the Company's share capital. A total of 15,126,949 (fifteen million one hundred twenty-six thousand nine hundred forty-nine) valid votes were cast, of which 15,126,949 (fifteen million one hundred twenty-six thousand nine hundred forty-nine) votes were "for", with no votes "against" or "abstaining", and no objections were raised. -----

**„Resolution No. 4
of the 8th of December 2024
of the Extraordinary General Meeting of the Company
regarding the selection of the entity maintaining the Company's shareholder register**

§ 1.

In connection with the planned withdrawal of the Company's shares from trading on the regulated market and the planned termination of the agreement for the registration of shares in the securities deposit held by the Krajowy Depozyt Papierów Wartościowych S.A. (ENG: National Depository for Securities) ("KDPW") and the withdrawal of the shares from the securities deposit held by KDPW, the Extraordinary General Meeting, acting pursuant to Article 328¹ § 5 in conjunction with Article 328¹ § 1 of the Polish Commercial Companies Code, resolves to select Noble Securities S.A. with its registered office in Warsaw, at Prosta Street 67, 00-838 Warsaw, KRS number: 0000018651, NIP 6760108427, REGON 35064740800000, as the entity responsible for maintaining the Company's shareholder register.

§ 2.

The Management Board of the Company is authorised to perform all factual and legal actions directly or indirectly related to the implementation of the provisions of this resolution, including, in particular, to conclude an agreement for maintaining the shareholder register with the entity specified in § 1 of this resolution, as well as to undertake all necessary actions to terminate the agreement for the registration of the Company's shares in the securities deposit held by KDPW and to withdraw the Company's shares from the securities deposit held by KDPW. -----

§ 3.

This resolution shall come into effect upon its adoption, with the registration of the Company's shares in the shareholder register occurring after their de-registration from the securities deposit held by KDPW."

In the open vote, valid votes were cast from 8,133,349 (eight million one hundred thirty-three thousand three hundred forty-nine) shares, representing 100% (one hundred percent) of the Company's share capital. A total of 15,126,949 (fifteen million one hundred twenty-six thousand nine hundred forty-nine) valid votes were cast, of which 15,126,949 (fifteen million one hundred twenty-six thousand nine hundred forty-nine) votes were "for", with no votes "against" or "abstaining", and no objections were raised. -----

**„Resolution No. 5
of the 8th of December 2024
of the Extraordinary General Meeting of the Company
regarding the amendment of the current Articles of Association of the Company and the adoption of
the consolidated text of the Articles of Association**

§ 1.

Extraordinary General Meeting of the company Comarch Spółka Akcyjna with its registered office in Kraków (the "**Company**"), acting on the basis of Article 430 of the Act of the 15th of September 2000 – the Commercial Companies Code and Article 15 point 11 of the Company's Articles of Association, resolves to amend the Articles of Association of the Company (the "**Articles of Association**") as follows: -----

1) Article 14, section 8, shall read as follows:-----
" Meetings are held in the office of the Company or in Warsaw."-----

2) In Article 15, points 9) to 10) are deleted. The numbering of points 11) to 16) is adjusted accordingly, so that they are renumbered as points 9) to 14) -----

3) Article 18, section 2, shall read as follows: -----

"Resolutions of the Supervisory Board shall be adopted by a majority of the votes of those present, and in the case of meetings held using means of remote communication – by a majority of the votes of those participating in the meeting." -----

4) In Article 19, section 2, points 10) and 11) shall read as follows: -----

„10) Establishing the principles and regulations of remuneration for members of the Management Board. -----

11) Appointing and dismissing members of the Management Board." -----

5) Article 20, section 1, shall read as follows: -----

„The Management Board shall consist of 2 or more members, appointed and dismissed by the Supervisory Board." -----

6) In Article 22 shall reading as follows: -----

„The internal organisation of the Company shall be determined by the Management Board."

7) In Article 25, a new section 5 shall be added, reading as follows: -----

„The Management Board is entitled to pay shareholders an advance on the expected dividend at the end of the financial year if the Company has sufficient funds for the payment in accordance with the principles set out in Art. 349 of the Commercial Companies Code. Payment of the advance requires the consent of the Supervisory Board." -----

§ 2.

The Extraordinary General Meeting resolves to adopt the consolidated text of the Company's Articles of Association, taking into account the amendments to the Articles of Association passed in § 1 of this resolution, in the following wording: -----

THE UNIFIED TEXT

THE ARTICLES OF ASSOCIATION OF COMARCH S.A.

WITH REGISTERED OFFICE IN CRACOW

AS AT THE 8TH OF DECEMBER, 2024

CHAPTER I GENERAL

Article 1

1. The Company operates under the Company name of Comarch Spółka Akcyjna.-----
2. The Company may use an abbreviated firm name of the following wording: Comarch S.A.-----
3. The Company may use the firm jointly with a distinguishing graphic sign.-----

Article 2

The city of Krakow is the seat of the Company.-----

Article 3

1. Duration of the Company is unlimited.-----
2. The Company operates on the basis of the Code of Commercial Companies and Partnerships and provisions of this Articles of Association.-----

Article 4

The subject matter of activities of the Company is:-----

- 1) Software activities (62.01.Z PKD),-----
- 2) Advisement within the scope of informatics (62.02.Z PKD),-----
- 3) Activities within the scope of IT hardware management (62.03.Z PKD),-----
- 4) Other activities within the scope of informatics and computer technologies (62.09.Z PKD),-----
- 5) Data processing; hosting and similar activities (63.11.Z PKD),-----
- 6) Web portals activities (63.12.Z PKD),-----
- 7) Other services activities within the scope of information, which were not classified elsewhere (63.99.Z PKD),-----
- 8) Editorial activities within the scope of other software (58.29.Z PKD),-----
- 9) Editorial activities within the scope of computer games (58.21.Z PKD),-----
- 10) Other editorial activities (58.19.Z PKD),-----
- 11) Service and maintenance of computer hardware and peripheral devices (95.11.Z PKD),-----
- 12) Service and maintenance of (tele)communication hardware (95.12.Z PKD),-----
- 13) Reproduction of computer data carriers (18.20.Z PKD),-----
- 14) Activities within the scope of wire telecommunication (61.10.Z PKD),-----
- 15) Activities within the scope of wireless telecommunication, excluding satellite telecommunication (61.20.Z PKD),-----
- 16) Activities within the scope of satellite telecommunication (61.30.Z PKD),-----
- 17) Activities within other forms of telecommunication (61.90.Z PKD),-----
- 18) Research and development work within the scope of other natural and technical sciences (72.19.Z PKD),-----
- 19) Research and development work within the scope of biotechnology (72.11.Z PKD),-----
- 20) Production of electronic elements (26.11.Z PKD),-----
- 21) Production of electronic printed circuit boards (26.12.Z PKD),-----
- 22) Production of computer and peripheral devices (26.20.Z PKD),-----

- 23) Production of (tele)communication hardware (26.30.Z PKD),-----
- 24) Production of electronic hardware for common use (26.40.Z PKD),-----
- 25) Production of machines and office devices, excluding computer and peripheral devices (28.23.Z PKD),-----
- 26) Service and maintenance of machines (33.12.Z PKD),-----
- 27) Service and maintenance of electronic and optic devices (33.13.Z PKD),-----
- 28) Service and maintenance of electric devices (33.14.Z PKD),-----
- 29) Installation of industry machines, hardware and equipment (33.20.Z PKD),-----
- 30) Wholesale of computers, peripheral devices and software (46.51.Z PKD),-----
- 31) Wholesale of electronic and telecommunication hardware, as well as their elements (46.52.Z PKD),-----
- 32) Retail of computers, peripheral devices and software undertaken in specialized retail outlets (47.41.Z PKD),-----
- 33) Retail of telecommunication hardware undertaken in specialized retail outlets (47.42.Z PKD),---
- 34) Retail undertaken through mail-order houses or Internet (47.91.Z PKD),-----
- 35) Road transport of items (49.41.Z PKD),-----
- 36) Warehousing and storage of other items (52.10.B PKD),-----
- 37) Finance leasing (64.91.Z PKD),-----
- 38) The purchase and sale of real estate properties on its own account (68.10.Z PKD),-----
- 39) Rental and management of owned or leased real estate properties (68.20.Z PKD),-----
- 40) Intermediation within the scope of real estate properties' dealing (68.31.Z PKD),-----
- 41) Rental and lease of machines and office devices, including computers (77.33.Z PKD),-----
- 42) Extramural forms of sports education as well as sport and recreational activities (85.51.Z PKD),
- 43) Other extramural forms of education, which were not classified elsewhere (85.59.B PKD),-----
- 44) Activities supporting education (85.60.Z PKD),-----
- 45) Other activities supporting business activities, which were not classified elsewhere (82.99.Z PKD),-----
- 46) Sports facilities activities (93.11.Z PKD),-----
- 47) Other sports related activities (93.19.Z PKD),-----
- 48) Execution of building projects associated with raising buildings (41.10.Z PKD),-----
- 49) Construction activities associated with raising residential and non-residential buildings (41.20.Z PKD),-----
- 50) Activities associated with construction of telecommunications lines and electrical power engineering (42.22.Z),-----
- 51) Activities associated with the construction of remaining objects of civil and water engineering (42.9 PKD),-----
- 52) Construction of electric and water-sewer installations, as well as remaining construction installations (43.2. PKD).-----

Article 5

1. The Company operates in the territory of the Republic of Poland and abroad.-----
2. In the area of its operations, the Company may open, establish and manage plants, branches and affiliated units, establish companies and join other companies.-----

Article 6

The announcements required by the law shall be published in Monitor Sądowy i Gospodarczy.-----

CHAPTER II SHARE CAPITAL

Article 7

1. The Company's share capital comes to PLN 8,133,349.00 (in writing: eight million one hundred thirty-three thousand three hundred forty-nine) and is divided into 8,133,349.00 (in writing: eight million one hundred thirty-three thousand three hundred forty-nine) shares, including: 1,748,400 (one million seven hundred forty-eight thousand four hundred) registered preference shares by votes of nominal value of PLN 1.00 (in writing: one zloty) every share and 6,384,949 (six million three hundred eighty-four hundred nine hundred forty-nine) ordinary shares of nominal value of PLN 1.00 every share, including:-----

- 1) 864,800 series A registered preference shares by votes,-----

- 2) 75,200 series A ordinary shares, -----
- 3) 883,600 series B registered preference shares by votes, -----
- 4) 56,400 series B ordinary shares, -----
- 5) 3,008,000 series C ordinary shares, -----
- 6) 1,200,000 series D ordinary shares, -----
- 7) 638,600 series E ordinary shares, -----
- 8) 125,787 series G ordinary shares, -----
- 9) 102,708 series G3 ordinary shares, -----
- 10) 563,675 series H ordinary shares, -----
- 11) 441,826 series I2 ordinary shares, -----
- 12) 91,041 series J2 ordinary shares, -----
- 13) 73,953 series K3 ordinary shares, -----
- 14) 7,759 series L1 ordinary shares." -----

2. Registered shares in Series A and B are preferential for vote so that 5 votes in the General Meeting correspond with each share. -----

Article 8

1. Conversion of registered shares into ordinary shares is allowed. In case of conversion of registered shares into ordinary shares, they lose all and any preferences. -----

2. Conversion of ordinary shares into registered shares is not allowed. -----

3. Conversion of registered shares into ordinary shares is done by the Management Board on request of a shareholder owning these shares. Registered shares are subject to conversion into ordinary shares on principles in force in public trading in securities in the given calendar year, in the first and fourth dates set forth by the National Deposit of Securities in Warsaw for conversion of securities. -----

4. Disposal of registered preferential share results in expiration of specific rights for voting in the General Meeting related to it, whereat the following circumstances doesn't result in expiration of specific rights for voting in the General Meeting related to it: -----

a) disposal for the benefit of persons who were shareholders of the Company on 18th of March, 1998, -----

b) disposal for the benefit of descendants of a disposer, -----

c) conveying property of a registered share as a result of succession, -----

d) disposal for the benefit of a legal person or non-corporate organizational unit of Polish or foreign law, including in particular, for the benefit of quasi-corporate unit of Polish or foreign law ("Structure") controlled, within the meaning of art. 8 sec 5 of the company's articles of association, only by a shareholder who contributes (disposes) registered preference shares to the Structure ("Contributing Shareholder") or (jointly) controlled only by the Contributing Shareholder's relatives in the ascending and descending line, siblings or spouse, or (jointly) controlled by some or all of the persons mentioned above ("Related Person or Related Persons") and the Contributing Shareholder jointly ("Controlled Structure") and disposal by the one Controlled Structure of the registered preference shares for the benefit of the other Controlled Structure. -----

5. A Structure is the Controlled Structure in cases where: -----

a) the Contributing Shareholder and/or Related Person or Related Persons hold(s), directly or indirectly, majority of votes at the meeting of members, shareholders, members of cooperatives or similar ownership structure of the Structure that is a legal person. At the same time, pursuant to relevant provisions of the law or provision of the company's articles of association or articles of partnership, cooperative and other similar legal person, which is the Structure, the Contributing Shareholder and/or Related Person or Related Persons is (are) entitled to appointing and dismissing more than half of the members of the Structure's managing authority

(Management Board, Administrative Board etc.) and more than half of the members of the supervisory authority and/or committee authority (audit committee), or the Contributing Shareholder and/or Related Person or Related Persons is (are) entitled to appointing and dismissing more than half of the members of the one-tier collegiate authority, both managing and supervisory, if it functions in the Structure; -----

or

b) the Contributing Shareholder and/or Related Person or Related Persons are, directly or indirectly, the only partners in a registered partnership, the only general partners or they constitute, according to criteria of voting rights, the major part of limited partners or shareholders in the partnership constituting the Structure. However, when the Contributing Shareholder and/or Related Person or Related Persons are limited partners or shareholders, the Structure will be the Controlled Structure only if the Contributing Shareholder and/or Related Person or Related Persons is a limited partner or only if a company or companies, which was fully dependent on the Contributing Shareholder and/or Related Person or Related Persons are the only limited partner. -----

6. In the case where the Structure will cease to meet the criteria of being the Controlled Structure, specific rights for voting in the General Meeting will expire with respect to the registered preferential shares are in the possession of the Structure from the day of losing sole (joint) control of the Structure by a person mentioned in sec 4 lit d). -----

7. Disposing registered shares requires consent of the Management Board provided in writing. In case of refusal of disposing, the Management, within 2 months of filing with the Company of the intention of assigning shares, appoints the purchaser and price of shares. Price of shares may not be lower than average stock exchange price from the three recent months preceding the month of filing, provided that shares of the Company are in stock exchange trading. Otherwise, price of shares may not be lower than the book value per share as of the last balance sheet date. Price is due within one month of the date of resolution of the Management indicating the purchaser of shares. -----

8. Provisions of section 7 do not apply in the case of disposal (contributing, acquiring as a result of succession) registered preferential shares in situations referred to in art. 8 sec. 4 from lit. a) to d).-----

Article 9

1. The share capital may be increased or reduced by virtue of a resolution of the General Meeting.-----

2. Covering the increased share capital may be done with cash, contributing non-cash contributions, dividend due for the shareholder as well as transferring reserve funds or part of supplementary capital to this capital.-----

3. In the period by 26th of June, 2016, the Management Board is authorised to increase the share capital by the amount of PLN 500,000.00 (in words: five hundred thousand zlotys) (the target capital).-----

4. The Management Board may execute the authorization referred to in Para 3 by way of one or several consecutive increases in the share capital within the limits set forth in Para 3. The target capital may be used only in order to grant shares in frames of the managerial options programme passed by the General Meeting.-----

5. Within the target capital, the Management Board of the Company may issue shares only in conversion for cash contributions and may not issue preferential shares or allocate personal rights for the shareholder, referred to in Article 354 of the Code of Commercial Companies and Partnerships.-----

6. The Management Board, with consent of the Supervisory Board, may exclude or limit collection right related to each increase in the share capital within the limits of the target capital. -----

7. In the scope of all the issues related to increasing the share capital within the target capital, in particular on determining the issue price, obtaining consent of the Supervisory Board is required.-----

Article 10

Except for preferential shares, each share assigns the right for 1 vote in the General Meeting.-----

Article 11

The Company may issue bonds, including also bonds convertible into shares and bonds with the priority right. -----

Article 12

Shares may be redeemed on conditions set forth in the Code of Commercial Companies and Partnerships. -----

CHAPTER III

Article 13

The bodies of the Company are: -----

- The General Meeting, -----
- The Supervisory Board, -----
- The Management Board. -----

GENERAL MEETING

Article 14

1. There are ordinary and extraordinary General Meetings. -----
2. The Management Board convenes the Ordinary General Meeting. The Supervisory Board may convene the Ordinary General Meeting if the Management Board of the Company does not convene it in the time specified in this part or in the Articles of Association. It may also convene the Extraordinary General Meeting if in the opinion of the Supervisory Board it is recommended. -----
3. The Extraordinary General Meeting may be convened by: -----
 - 1) Management Board of the Company - on its own initiative-----
 - 2) Management Board of the Company - on a written or electronic application of a shareholder or shareholders representing at least a 1/20 portion of the share capital. -----
 - 3) Shareholders representing at least ½ of the share capital or at least ½ of the total number of votes in the company. -----
 - 4) The Supervisory Board of the Company, if it deems its convening advisable.-----
4. A shareholder or shareholders representing at least a 1/20 portion of the share capital may demand the inclusion of specific issues in the agenda of the nearest General Meeting. Such a demand, with its justification or project of a resolution related to the proposed agenda point, shall be filed with the Management Board no later than twenty one days before the proposed date of the General Meeting. It shall be filed in writing or sent in electronic form to the e-mail address specified in section 7. The Management Board is required to announce changes in the General Meeting's agenda which were introduced upon shareholders' demand, immediately but not later than eighteen days before the proposed date of the General Meeting. -----
5. The General Meeting of the Company is convened by an announcement on the Company's website and by way of current reports specified for publishing, pursuant to the rules for public tenders, the terms for introducing and trading financial instruments on the stock exchange, as well as public companies, twenty-six days before the proposed date of the General Meeting at the latest.-----
6. The announcement of the General Meeting includes:-----
 - a) the website address, where all information related to the General Meeting will be published-----
 - b) the specific address which shall be used in relation to the Company's General Meeting-----
7. A shareholder or shareholders representing at least a 1/20 portion of the share capital may report to the Company, before the nearest General Meeting, in writing or sent in electronic form, projects of resolutions related to issues already on the agenda of the Meeting or issues which shall be introduced to the Meeting agenda. -----
8. Meetings are held in the office of the Company or in Warsaw.-----
9. Participation in the General Meeting is also possible via electronic means of communication, i.e. Internet, unless art. 406(5) of the Code of Commercial Companies and Partnerships.-----

Article 15

Competencies of the General Meeting include: -----

- 1) Examining and approving of financial statements and reports of the Management Board on activities of the Company for the previous period, -----
- 2) Passing resolutions on allocating profit or covering loss, -----
- 3) Acknowledging the fulfilment of duties by members of the Company's bodies, -----
- 4) Passing resolutions on issuing bonds convertible into shares and bonds with priority right,-----
- 5) Making decisions on claims for repairing damage inflicted in establishing the Company or enforcing management or supervision, -----
- 6) Passing resolutions on disposing or leasing the company or its organised part and assigning----- limited proprietary interest on them, -----

- 7) Making decisions on merging or liquidating the company and appointing the official receiver,-----
- 8) Selecting and dismissing the Supervisory Board and defining its remuneration,-----
- 9) Passing resolutions on changes in the Articles of Association, including increase or reduction in the share capital and resolutions on significant changes in the subject matter of activities of the ----- Company, -----
- 10) Deciding about the regulations and agenda of the General Meeting, -----
- 11) Establishing and liquidating reserve capital, -----
- 12) Passing other resolutions referred to in the Code of Commercial Companies and Partnerships----- reserved for the exclusive competence of the General Meeting, -----
- 13) Adopting the remuneration policy for members of the Management Board and Supervisory Board,
- 14) Adopting resolutions giving opinions on the remuneration report. -----

Article 16

- 1. Resolutions of the General Meeting are passed with the absolute majority of votes recorded irrespective of the number of present shareholders, unless anything to the contrary follows from the absolute regulations of the law in force. -----
- 2. With maintaining the appropriate regulations of the law, a significant change in the subject matter of the Company may be passed without the obligation of buying out shares. A resolution of the General Meeting must be passed with the majority of 2/3 votes in presence of persons representing at least half of the share capital. -----
- 3. Acquiring and disposing real estate properties, perpetual usufruct or shares in real estate properties to not require a resolution of the General Meeting. If this is the case, only obtaining consent of the Supervisory Board is required. -----
- 4. Concluding an agreement with a sub-issuer, referred to in Article 433 Para 3 of the Code of Commercial Companies and Partnerships, does not require a resolution of the General Meeting. If this is the case, only obtaining consent of the Supervisory Board is required. -----

SUPERVISORY BOARD

Article 17

- 1. The Supervisory Board is composed of 3-7 persons appointed by the General Meeting.-----
- 2. Members of the Supervisory Board are appointed for the period of the common term of service of three years. -----

Article 18

- 1. General Shareholders' Meeting shall appoint from among members of the Supervisory Board the Chairperson, the Vice Chairperson, and also the Secretary of the Supervisory Board, as needed.-----
- 2. Resolutions of the Supervisory Board shall be adopted by a majority of the votes of those present, and in the case of meetings held using means of remote communication – by a majority of the votes of those participating in the meeting. -----
- 3. Any resolution of the Supervisory Board is passed valid if all members of the Supervisory Board have been invited to its session and more than half of members of the Supervisory Board participate in the session, including the Chairperson or the Vice Chairperson of the Board. -----
- 4. Any session of the Supervisory Board may also be held with means of direct remote communication, in particular in the form of teleconference, video conference, using electronic mail, the Internet or other available means of electronic communication. If this is the case, it is assumed that the place of the session and of preparing the minutes is the office of the Company. -----
- 5. Resolutions of the Supervisory Board may also be adopted without holding a meeting by voting in writing or using means of direct remote communication. -----
- 6. Resolutions adopted at the meeting which takes place in accordance with section 4 or in the manner and in the mode described in section 5 shall be valid if all members of the Supervisory Board have been notified of the content of the draft resolution and at least half of the members of the Supervisory Board, including the Chairman or Vice-Chairman of the Board, took part in adopting the resolution.-----
- 7. Members of the Board execute their duties in person. -----
- 8. Members of the Supervisory Board may participate in passing resolutions of the Supervisory Board by casting their votes in writing through another member of the Supervisory Board. Casting the vote in writing may not concern matters placed on the agenda at the meeting of the Supervisory Board.-----
- 9. Members of the Board are remunerated for their activities following the principles set forth by the General Meeting. -----

10. Organisation of the Supervisory Board and the procedure for executing its activities are defined by the regulations set forth by the General Meeting. -----

Article 19

1. The Supervisory Board enforces continuous supervision over activities of the Company.-----
2. Apart from the issues reserved with provisions of these Articles of Association, specific competencies of the Supervisory Board include: -----
 - 1) Assessment of the annual financial statement, -----
 - 2) Assessment of the Management Board report on activities of the Company and Management Board conclusions on allocating profit or covering losses, -----
 - 3) Filing a written report with the General Meeting on results of the activities referred to in Clauses 1 and 2, -----
 - 4) Supervising execution of General Meeting resolutions by the Management Board,-----
 - 5) Selecting an audit firm authorized to audit the Company's financial statements,-----
 - 6) Suspending, on important reasons, selected or all members of the Management Board in their duties and delegating members of the Supervisory Board for the period not longer than 3 months for temporary execution of activities of those members of the Management Board who have been dismissed, who resigned or who cannot execute their duties on other reasons,-----
 - 7) Expressing consent for increase in the share capital within the target capital,-----
 - 8) Preparing an annual report on the remuneration of the Company's Management Board and Supervisory Board, -----
 - 9) Expressing consent for conclusion with a sub-issuer of the agreement referred to in Article 433 Para 3 of the Code of Commercial Companies and Partnerships. -----
 - 10) Establishing the principles and regulations of remuneration for members of the Management Board. -----
 - 11) Appointing and dismissing members of the Management Board. -----
3. In order to execute its duties, the Supervisory Board is entitled to auditing all documents of the Company, to demand statements and explanations from the Management Board and employees and to revise the equity of the Company. -----

THE MANAGEMENT OF THE COMPANY

Article 20

1. The Management Board shall consist of 2 or more members, appointed and dismissed by the ----- Supervisory Board. -----
2. Members of the Management Board are appointed for the period of the common term of service of three years. -----
3. The Management may appoint proxies. -----
4. 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.-----
5. The Management Board's meeting may also be attended by means of direct remote ----- communication. -----
6. The Management Board may adopt resolutions in writing or by using means of direct remote ----- communication.-----

Article 21

In the agreements between the Company and members of the Management Board and in disputes with them, the Company is represented by the Supervisory Board or by a plenipotentiary appointed with a resolution of the General Meeting. The Supervisory Board may authorise by way of a resolutions, one or more members of the Supervisory Board to execute such legal actions.-----

Article 22

The internal organisation of the Company shall be determined by the Management Board.-----

CHAPTER IV ACCOUNTING OF THE COMPANY

Article 23

1. The Company manages its accounting pursuant to the regulations in force.-----
2. Calendar year is the accounting year of the Company.-----

Article 24

The financial statement and the report on activities of the Company shall be prepared by the -----
Management Board and submitted to supervisory authorities within 3 months after the end of the -----
accounting year. -----

Article 25

1. The Company establishes the following capitals and funds:-----
 - a) The share capital,-----
 - b) The supplementary capital,-----
 - c) The reserve capital,-----
 - d) The Company's Fund for Welfare Allowances.-----
2. The Company may establish and dissolve other capitals and funds with a resolution of the General Meeting, in the beginning and during the accounting year.-----
3. Net profit of the Company may be allocated for:-----
 - a) A write-off for the supplementary capital,-----
 - b) A write-off for replenishing reserve capital,-----
 - c) Dividend for shareholders,-----
 - d) Other purposes set forth with a resolution of the General Meeting.-----
4. The Ordinary General Meeting determines the dividend date and the date for payment of dividend.---
5. The Management Board is entitled to pay shareholders an advance on the expected dividend at the end of the financial year if the Company has sufficient funds for the payment in accordance with the principles set out in Art. 349 of the Commercial Companies Code. Payment of the advance requires the consent of the Supervisory Board.-----

CHAPTER V FINAL PROVISIONS

Article 26

In issues not settled with the Articles of Association, regulations of the Code for Commercial Companies and Partnerships shall apply.-----

§ 3.

The resolution shall come into effect upon its adoption.-----

The amendments to the Articles of Association indicated in § 1 of this resolution shall become effective upon their entry in the register of entrepreneurs of the National Court Register.-----

The consolidated text of the Company's Articles of Association adopted in § 2 of this resolution shall become effective upon the entry in the register of entrepreneurs of the National Court Register of the amendments to the Articles of Association indicated in § 1 of this resolution."-----

In the open vote, valid votes were cast from 8,133,349 (eight million one hundred thirty-three thousand three hundred forty-nine) shares, representing 100% (one hundred percent) of the Company's share capital. A total of 15,126,949 (fifteen million one hundred twenty-six thousand nine hundred forty-nine) valid votes were cast, of which 15,126,949 (fifteen million one hundred twenty-six thousand nine hundred forty-nine) votes were "in favour", with no votes "against" or "abstaining". No objections were raised. -----

**„Resolution No. 6
of the 8th of December 2024
of the Extraordinary General Meeting of the Company
regarding the dismissal of Mrs. Danuta Drobniak from the Supervisory Board of the Company
§ 1.**

The Extraordinary General Meeting of Comarch S.A., with its registered office in Kraków (the "**Company**"), acting pursuant to Article 385 § 1 of the Act of the 15th of September, 2000 – the Commercial Companies Code and Article 15 point 8 of the Company's Articles of Association, hereby dismisses Mrs. Danuta Drobniak, PESEL: 57050205480, from the Supervisory Board of the Company.---

§ 2.

The resolution shall come into effect upon its adoption." -----

In the secret ballot, valid votes were cast for 8,133,349 (eight million one hundred and thirty-three thousand three hundred and forty-nine) shares, representing 100% (one hundred percent) of the Company's share capital. A total of 15,126,949 (fifteen million one hundred and twenty-six thousand nine hundred and forty-nine) valid votes were cast, of which 15,126,949 (fifteen million one hundred and twenty-six thousand nine hundred and forty-nine) votes were in favour, with no votes against or abstentions. No objections were raised. -----

**„Resolution No. 7
of the 8th of December 2024
of the Extraordinary General Meeting of the Company
regarding the dismissal of Mr. Robert Jasiński from the Supervisory Board of the Company**

§ 1.

The Extraordinary General Meeting of Comarch S.A., with its registered office in Kraków (the "**Company**"), acting pursuant to Article 385 § 1 of the Act of the 15th of September, 2000 – the Commercial Companies Code and Article 15 point 8 of the Company's Articles of Association, hereby dismisses Mr. Robert Jasiński, PESEL: 70060206993, from the Supervisory Board of the Company.-----
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§ 2.

The resolution shall come into effect upon its adoption."-----

In the secret ballot, valid votes were cast for 8,133,349 (eight million one hundred and thirty-three thousand three hundred and forty-nine) shares, representing 100% (one hundred percent) of the Company's share capital. A total of 15,126,949 (fifteen million one hundred and twenty-six thousand nine hundred and forty-nine) valid votes were cast, of which 15,126,949 (fifteen million one hundred and twenty-six thousand nine hundred and forty-nine) votes were in favour, with no votes against or abstentions. No objections were raised. -----

**„Resolution No. 8
of the 8th of December 2024
of the Extraordinary General Meeting of the Company
regarding the dismissal of Mrs. Jolanta Maria Flis from the Supervisory Board of the Company**

§ 1.

The Extraordinary General Meeting of Comarch S.A., with its registered office in Kraków (the "**Company**"), acting pursuant to Article 385 § 1 of the Act of the 15th of September, 2000 – the Commercial Companies Code and Article 15 point 8 of the Company's Articles of Association, hereby dismisses Mrs. Maria Jolanta Flis, PESEL: 754011601907, from the Supervisory Board of the Company.

§ 2.

The resolution shall come into effect upon its adoption." -----

In the secret ballot, valid votes were cast for 8,133,349 (eight million one hundred and thirty-three thousand three hundred and forty-nine) shares, representing 100% (one hundred percent) of the Company's share capital. A total of 15,126,949 (fifteen million one hundred and twenty-six thousand nine hundred and forty-nine) valid votes were cast, of which 15,126,949 (fifteen million one hundred and twenty-six thousand nine hundred and forty-nine) votes were in favour, with no votes against or abstentions. No objections were raised. -----

**„Resolution No. 9
of the 8th of December 2024
of the Extraordinary General Meeting of the Company
regarding the appointment of Mr. Krzysztof Piotr Krawczyk to the Supervisory Board of the Company**

§ 1.

The Extraordinary General Meeting of Comarch S.A., with its registered office in Kraków (the "**Company**"), acting pursuant to Article 385 § 1 of the Act of the 15th of September, 2000 – the Commercial Companies Code and Article 17 point 1 of the Company's Articles of Association, hereby appoints Mr. Krzysztof Piotr Krawczyk, PESEL: 75120802551, to the Supervisory Board of the Company for the current term of office and assigns him the position of Vice-Chairman of the Supervisory Board.

§ 2.

The resolution shall come into effect upon its adoption." -----

In the secret ballot, valid votes were cast for 8,133,349 (eight million one hundred and thirty-three thousand three hundred and forty-nine) shares, representing 100% (one hundred percent) of the Company's share capital. A total of 15,126,949 (fifteen million one hundred and twenty-six thousand nine hundred and forty-nine) valid votes were cast, of which 15,126,949 (fifteen million one hundred and twenty-six thousand nine hundred and forty-nine) votes were in favour, with no votes against or abstentions. No objections were raised. -----

**Resolution No. 10
of the 8th of December 2024
of the Extraordinary General Meeting of the Company
regarding the appointment of Mr. Istvána Szöke to the Supervisory Board of the Company**

§ 1.

The Extraordinary General Meeting of Comarch S.A., with its registered office in Kraków (the "**Company**"), acting pursuant to Article 385 § 1 of the Act of the 15th of September, 2000 – the Commercial Companies Code and Article 17 point 1 of the Company's Articles of Association, hereby appoints Mr. István Szöke, born on the 3rd of June, 1969, to the Supervisory Board of the Company for the current term of office. -----

§ 2.

The resolution shall come into effect upon its adoption."-----

In the secret ballot, valid votes were cast for 8,133,349 (eight million one hundred and thirty-three thousand three hundred and forty-nine) shares, representing 100% (one hundred percent) of the Company's share capital. A total of 15,126,949 (fifteen million one hundred and twenty-six thousand nine hundred and forty-nine) valid votes were cast, of which 15,126,949 (fifteen million one hundred and twenty-six thousand nine hundred and forty-nine) votes were in favour, with no votes against or abstentions. No objections were raised.-----

**„Resolution No. 11
of the 8th of December 2024
of the Extraordinary General Meeting of the Company
regarding the appointment of Mrs. Elżbieta Bujniewicz-Belka to the Supervisory Board of the
Company**

§ 1.

The Extraordinary General Meeting of Comarch S.A., with its registered office in Kraków (the "**Company**"), acting pursuant to Article 385 § 1 of the Act of the 15th of September, 2000 – the Commercial Companies Code and Article 17 point 1 of the Company's Articles of Association, hereby appoints Mrs. Elżbieta Bujniewicz-Belka, PESEL: 68050200320, to the Supervisory Board of the Company for the current term of office.-----

§ 2.

The resolution shall come into effect upon its adoption."-----

In the secret ballot, valid votes were cast for 8,133,349 (eight million one hundred and thirty-three thousand three hundred and forty-nine) shares, representing 100% (one hundred percent) of the Company's share capital. A total of 15,126,949 (fifteen million one hundred and twenty-six thousand nine hundred and forty-nine) valid votes were cast, of which 15,126,949 (fifteen million one hundred and twenty-six thousand nine hundred and forty-nine) votes were in favour, with no votes against or abstentions. No objections were raised.-----

**„Resolution No. 12
of the 8th of December 2024
of the Extraordinary General Meeting of the Company
regarding the appointment of Mr. Jarosław Mikos to the Supervisory Board of the Company**

§ 1.

The Extraordinary General Meeting of Comarch S.A., with its registered office in Kraków (the "**Company**"), acting pursuant to Article 385 § 1 of the Act of the 15th of September, 2000 – the Commercial Companies Code and Article 17 point 1 of the Company's Articles of Association, hereby appoints Mr. Jarosław Mikos, PESEL: 67012010098, to the Supervisory Board of the Company for the current term of office.

§ 2.

The resolution shall come into effect upon its adoption."-----

In the secret ballot, valid votes were cast for 8,133,349 (eight million one hundred and thirty-three thousand three hundred and forty-nine) shares, representing 100% (one hundred percent) of the Company's share capital. A total of 15,126,949 (fifteen million one hundred and twenty-six thousand nine hundred and forty-nine) valid votes were cast, of which 15,126,949 (fifteen million one hundred and twenty-six thousand nine hundred and forty-nine) votes were in favour, with no votes against or abstentions. No objections were raised.-----

**„Resolution No. 13
of the 8th of December 2024
of the Extraordinary General Meeting of the Company
on the amendment of the Rules of the Supervisory Board of the Company**

§ 1.

The Extraordinary General Meeting of Comarch S.A., with its registered office in Kraków (the "**Company**"), acting pursuant to Article 391 § 3 of the Act of the 15th of September, 2000 – the Commercial Companies Code and Article 18 point 10 of the Company's Articles of Association, hereby resolves to amend the Rules of the Supervisory Board of the Company by changing all of its provisions, giving them a new wording, which shall constitute the unified text of the Rules of the Supervisory Board.

Rules of the Supervisory Board of Comarch S.A.

with its registered office in Kraków (the „Company”)

I. General provisions-----

§ 1.

1. The Supervisory Board shall undertake constant supervision of the “Company”) of all areas of the Company’s operations.-----

2. The Supervisory Board shall operate according to the regulations of the Polish Commercial Companies’ Code, the Company’s Articles of Association, the Corporate Governance principles in force at the Company (during the period in which the Company’s shares are listed on the regulated market operated by the Warsaw Stock Exchange- GPW) and the rules set out in the present document. -----

II. Composition and Appointment-----

§ 2.

1. The Supervisory Board shall contain three to seven people chosen by the Annual General Shareholders’ Meeting, subject to the provisions of specific regulations concerning public companies.-----
2. Supervisory Board members shall be appointed for a common term of office lasting three years-----
3. General Shareholders’ Meeting shall appoint from among members of the Supervisory Board the Chairperson, the Vice Chairperson, and also the Secretary of the Supervisory Board, as needed.-----
4. Members of the Supervisory Board shall perform their rights and duties directly and in person.-----

§ 3.

1. Any member of the Supervisory Board may be dismissed before their term of office has been completed.-----
2. Members of the Supervisory Board may be re-elected.-----

§ 4.

Where, in accordance with article 385, paragraph 3 of the Polish Commercial Companies' Code, a correctly formulated request to select the Supervisory Board by separate groups at the next General Shareholders' Meeting has been submitted, this selection shall be achieved by applying the principles stipulated below:-----

- a) The choice of a member of the Supervisory Board shall be made by a separate group of shareholders bearing at the General Ordinary Shareholders' Meeting at least that number of shares that would result from dividing the total number of shares represented at a specific General Shareholders' Meeting by the number of members of the Supervisory Board (where that number is derived according to the provisions of paragraph 2, section 1 of this document);-----
- b) Shareholders who form separate groups to select Supervisory Board members shall not take part in selecting the remaining members of the Supervisory Board;-----
- c) The Company shall provide the premises and technical support required to conduct voting by separate groups;-----
- d) A group of shareholders formed in accordance with section a) of the present paragraph shall choose a chairman to conduct the meeting of this separate group who shall draw up a list of the shareholders who are members of this separate group and shall determine the number of shares they represent. The Chairman of the group submits the list to the Chairman of the General Meeting, who confirms the group's right to elect a specified number of members to the Supervisory Board, after which the list is signed.-----
- e) The selection of members of the Supervisory Board by the separate groups shall be conducted in accordance with the rules of the General Shareholders' Meeting, taking into account the provisions of the Regulations setting out detailed rules for participation in the General Meeting of Comarch S.A. by means of electronic communication in the event of allowing shareholders to participate in the General Meeting in this way;-----
- f) The minutes of the voting in the separate groups shall be drawn up by the notary public taking the minutes for the resolutions of the General Shareholders' Meeting;-----
- g) Members of the Supervisory Board not selected by a group (groups) of shareholders formed in accordance with section a) of the present paragraph shall be selected by voting that involves all shareholders except those whose votes have been cast in the process of selecting members of the Supervisory Board in separate groups.-----

§ 5.

1. The chairman of the Supervisory Board: -----
 - a) convenes meetings of the Supervisory Board; -----
 - b) conducts meetings of the Supervisory Board; and -----
 - c) opens debates at the General Shareholders' Meeting in the cases specified in Article 409 paragraph 1 of the Polish Commercial Companies. -----
2. When the chairman is absent his place shall be taken by the vice-chairman of the Supervisory Board, and in the event of his absence, another member of the Supervisory Board, subject to the provisions of Article 409 paragraph 1 of the Polish Commercial Companies Code in relation to the function specified in paragraph 1 letter b) above. -----
3. The Supervisory Board may select supervisory committees from amongst its members for specific sectors of the Company's operations. In particular, this shall concern an Auditing Committee. -----
4. These committees may sit separately. Committees may adopt resolutions on issues related to post-audit recommendations concerning the operations of the Company. -----

III. Meetings and Resolutions of the Supervisory Board-----

§ 6.

1. The Supervisory Board meetings are convened by the Chairman or the Vice-Chairman of the Supervisory Board. The Management Board or another member of the Supervisory Board may request the Chairman of the Supervisory Board to convene a meeting, providing a proposed agenda. The Chairman of the Supervisory Board is obliged to convene the meeting within five business days from receiving the request, setting the date of the meeting within the next two weeks. If the meeting is not convened in accordance with the above provisions, the applicant may convene the meeting independently. The Supervisory Board may also, by resolution, set the date for the next meeting, provided that such a meeting cannot take place earlier than three (3) business days after the date on which the date of the next meeting was set. -----
2. The agenda of meetings of the Supervisory Board shall be stipulated by the convener and, along with any relevant materials, be sent to members of the Supervisory Board three (3) days before the planned date of the meeting unless circumstances arise to justify shortening this period. ---
3. The agenda of meetings of the Supervisory Board may only be changed or supplemented in the course of a meeting in the following circumstances: a) Where all members are present and all members agree; b) Where it is essential the Supervisory Board take certain measures to protect the Company from harm; c) Where a resolution must be adopted in a matter of conflict of interest. -----
4. Meetings of the Supervisory Board should be convened at least four times in each financial year.
5. Meetings of the Supervisory Board may also be held using means of direct remote communication, in particular in the form of teleconference, video conference, using electronic

mail, the Internet or other available means of electronic communication. In this case, it is assumed that the place of the meeting and preparation of the minutes is the registered office of the Company. -----

6. Meetings of the Supervisory Board may be registered in the form of audio or audio-video.-----

§ 7.

1. Resolutions of the Supervisory Board shall be adopted by a majority of the votes present, and in the case of meetings taking place using means of direct remote communication - by a majority of votes attending the meeting. -----
2. A resolution of the Supervisory Board shall be valid where all its members have been invited and where more than half the members of the Supervisory Board, including the Chairman or Vice-chairman of the Supervisory Board, are present.-----
3. Resolutions of the Supervisory Board may also be adopted without holding a meeting, through written voting or by using means of direct communication at a distance. -----
4. Resolutions adopted at the meeting which takes place in accordance with paragraph 6 section 5 or in the manner and mode described in paragraph 7 section 3 shall be valid when all members of the Supervisory Board have been notified of the content of the draft resolution at least on the day preceding the day of adopting the resolution and at least half of the members of the Supervisory Board, including the Chairman or Vice-Chairman of the Board, took part in adopting the resolution.-----
5. Members of the Supervisory Board may participate in adopting resolutions of the Supervisory Board by casting their vote in writing through another member of the Supervisory Board. Casting a vote in writing may not concern matters placed on the agenda at the meeting of the Supervisory Board. -----
6. The Supervisory Board may adopt resolutions in writing or by using means of remote communication also in matters for which the Company's Articles of Association or the Polish Commercial Companies Code require a secret vote.-----
7. Resolutions, after their adoption, are signed by all members of the Supervisory Board participating in the voting, while in the case of resolutions adopted using means of direct remote communication, such resolutions may also be confirmed by the Chairman or Vice-Chairman of the Supervisory Board who receives votes from other members of the Supervisory Board. The resolution is confirmed by noting in the resolution the mode of its adoption and the votes cast by members of the Supervisory Board.-----

§ 8.

1. The Supervisory Board may invite members of the Management Board to take part in a meeting.

2. At least once a quarter, the Supervisory Board is informed by the Company about the current financial results, both individual and consolidated, as well as about significant matters concerning the Company's operations, including, if justified by the Company's situation, about the risks related to its activities and the ways of managing these risks.-----
3. The members of the Management Board do not participate in those parts of the Supervisory Board meetings that concern the dismissal, responsibility, and determination of the remuneration of the members of the Management Board, or other matters, if at least one member of the Supervisory Board requests such a matter.-----

§ 9.

1. Meetings of the Supervisory Board shall be minuted. The minutes should include the agenda for debate, the name and surname of all the Supervisory Board members present and the results of the votes on resolutions.-----
2. The minutes may be prepared during the meeting of the Supervisory Board or, for technical reasons, after its conclusion. The minutes are signed by all members of the Supervisory Board participating in the meeting. Any refusal to sign the minutes should be justified and included in the minutes. -----
3. To be valid, the minutes should be signed by at least two members of the Supervisory Board, including the Chairman or the Vice-Chairman of the Supervisory Board. -----

IV. Tasks of the Supervisory Board-----

§ 10.

1. The Supervisory Board conducts the overall supervision of the Company's operations. -----
2. The specific competencies of the Supervisory Board are defined by the Company's Articles of Association, the Polish Commercial Companies Code, and other relevant legal provisions.. ----
3. In the period during which the Company's shares are listed on the regulated market operated by the Warsaw Stock Exchange (GPW), the Supervisory Board shall, once a year, adopt a resolution containing the following:-----
 - a) An assessment of the situation of the Company and the Comarch Capital Group, including an evaluation of the internal control systems, risk management, compliance, and internal audit functions. This assessment covers all significant control mechanisms, particularly those related to financial reporting and operational activities;
 - b) A report on the activities of the Supervisory Board, including at least information about: the composition of the Supervisory Board and its committees, the fulfillment of independence criteria by the members of the Supervisory Board, the number of meetings of the Supervisory Board and its committees during the reporting period, and the self-assessment of the Supervisory Board's work;-----

- c) An evaluation of how the Company fulfills its information obligations regarding the application of corporate governance principles, as defined in the Stock Exchange Regulations and the provisions on current and periodic information provided by issuers of securities;-----
- d) An evaluation of the rationality of the Company's policy regarding sponsorship, charitable activities, or other similar activities, or information about the lack of such a policy. This document is submitted by the Supervisory Board to the General Meeting---
- 4. To fulfill its duties, the Supervisory Board has the right to examine all Company documents, request reports and explanations from the Management Board and employees, and conduct a review of the Company's assets. -----
- 5. The Supervisory Board has the right to request necessary expert opinions and studies in matters under its supervision and control.-----

§ 11.

The Supervisory Board operates as a collective body but may, however, delegate its individual members to particular supervisory activities. -----

V. **Conflict of Interest**-----

§ 12.

- 1. Members of the Supervisory Board should hold the interests of the Company as their highest priority. Members of the Supervisory Board should refrain from professional or other activities which might cause a conflict of interest or adversely affect their reputation as members of the Company's body, and where a conflict of interest arises, immediately disclose it. -----
- 2. Members of the Supervisory Board shall be bound to inform other members of the Supervisory Board of any conflict of interest arising and, following this, not take place in the debate concerning the matter that is subject to a conflict of interest. Where it is uncertain whether a conflict of interest has arisen, the Supervisory Board shall vote on a resolution to resolve this uncertainty. -----
- 3. Members of the Supervisory Board shall keep secret all information they acquire in the course of their duties concerning the Company's activities and the activities of companies within the Comarch Capital Group.
- 4. In the period when the Company's shares are listed on a regulated market operated by the Warsaw Stock Exchange (GPW), each member of the Supervisory Board should submit a written statement regarding their compliance or non-compliance with the independence criteria for Supervisory Board members as outlined in Principle II.Z of the Good Practices for Listed Companies (Dobre Praktyki Spółek Notowanych na GPW) within 14 (fourteen) days from their election. If any entity reaches at least 5% (five percent) of the votes at the Company's General

Meeting, the Management Board shall inform the members of the Supervisory Board in writing at the next meeting. In such a situation, the members of the Supervisory Board are required to submit a written report on their connections within 14 (fourteen) days from the meeting at which they received the Management Board's information. A member of the Supervisory Board is obliged, without the need for the Company's request, to update their previously submitted statement within 14 (fourteen) days from any change regarding their compliance with the independence criteria. Information regarding the compliance of the members of the Supervisory Board with the independence criteria will be published on the Company's website.-----

5. A member of the Supervisory Board delegated to long-term and individual supervision may not, without the consent of the Company, engage in competitive interests or participate in a competitive company as a partner, or a member of the governing body of a capital company, nor participate in another legal entity as a member of its governing body. This prohibition also includes participation in a competitive capital company if the Supervisory Board member holds at least 10% (ten percent) of the shares or stock, or the right to appoint at least one member of the management board in that company.-----
6. Permission for members of the Supervisory Board delegated to long-term, individual supervisory duties to pursue competing commercial interests shall be granted according to a decision of the Supervisory Board. -----
7. Member of the Supervisory Board must not accept any benefits which might affect their impartiality and objectivity in making decisions or could reflect unfavourably on the assessment of the independence of their opinions and judgments. -----
8. Where a member of the Supervisory Board concludes that the Board's decision is in conflict with the Company's interest, he or she may request that the minutes of Meeting of the Supervisory Board show his or her position. -----

VI. Duties of members of the Supervisory Board-----

§ 13.

1. In the period when the Company's shares are listed on a regulated market operated by the Warsaw Stock Exchange (GPW):-----
 - a) Members of the Supervisory Board are required to prepare a list of persons closely associated with them and submit it to the Company immediately, but no later than within 7 (seven) days.-----
 - b) Members of the Supervisory Board and their close associates are obligated to inform the Company and the Polish Financial Supervision Authority of any transaction conducted on their own account involving the Company's shares, debt instruments, derivatives, or other related financial instruments if the value of the transaction, or the total value of transactions, exceeds 5,000 (five thousand) euros. This notification

requirement applies to every subsequent transaction once the cumulative amount of 5,000 (five thousand) euros is reached during a calendar year. The threshold of 5,000 (five thousand) euros is calculated by summing up all transactions without offsetting positions. Members of the Supervisory Board must notify the Company and the KNF of transactions immediately, but no later than within two business days following the transaction date.-----

- c) Supervisory Board members must inform their close associates in writing of their obligations under paragraph 13 section 1 letter b of the Rules of Procedure and retain copies of such notifications. If new close associates are identified, the member is required to notify them in writing of their obligations under paragraph 13 section 1 letter b, the penalties for non-compliance, and keep copies of the notifications. Signed statements from the close associates must be submitted to the Company immediately, but no later than within 7 (seven) days.-----
- 2. Members of the Supervisory Board delegated to long-term supervisory tasks shall submit a monthly, written report detailing their activities to the Supervisory Board.-----
- 3. Members of the Supervisory Board should not resign their positions in mid-term where this would make it impossible for the Supervisory Board to function or where, especially, this would delay the adoption of vital resolutions. -----
- 4. Members of the Supervisory Board shall receive compensation according to terms stipulated by the General Shareholders' Meeting. -----
- 5. Two members of the Supervisory Board shall participate in the debates at the General Shareholders' Meeting. Members of the Supervisory Board shall themselves select these delegates to represent the Board at the General Shareholders' Meeting. -----
- 6. Members of the Supervisory Board should make all efforts to participate in Supervisory Board meetings. -----
- 7. Where members of the Supervisory Board are selected by separate groups, each group has the right to select one of the members of the Supervisory Board selected by them to long-term, individual supervisory tasks. -----
- 8. Members delegated to long-term, individual supervisory tasks have the right to participate in meetings of the Management Board. -----
- 9. The compensation for members of the Supervisory Board delegated to long-term, individual supervisory tasks shall be stipulated by the Supervisory Board.-----

VII. Final Provisions-----

§ 14.

- 1. The Company shall cover the costs of the Supervisory Board's operation. -----
- 2. The Supervisory Board shall use the Company's office space, equipment and material.-----

3. The Company's Management Board shall provide the Supervisory Board with administrative and technical support." -----

§ 2.

The resolution shall come into effect upon its adoption."-----

In the open vote, valid votes were cast from 8,133,349 (eight million one hundred thirty-three thousand three hundred forty-nine) shares, representing 100% (one hundred percent) of the Company's share capital. A total of 15,126,949 (fifteen million one hundred twenty-six thousand nine hundred forty-nine) valid votes were cast, of which 15,126,949 (fifteen million one hundred twenty-six thousand nine hundred forty-nine) votes were "in favour", with no votes "against" or "abstaining". No objections were raised.-----