

**TELL S.A. GROUP**

**CONSOLIDATED REPORT FOR THE THIRD QUARTER OF 2013**

**POZNAŃ, 28 OCTOBER 2013**



Name of the group:	TELL S.A. GROUP		
Period covered by the financial statements:	01/01/2013 – 30/09/2013	Reporting currency:	Polish zloty (PLN)
Rounding up/down level:	all values are expressed in thousands of Polish zlotys (kPLN), unless otherwise indicated		

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## CONSOLIDATED BALANCE SHEET

ASSETS	30/09/2013	30/09/2012	31/12/2012
<b>Fixed assets</b>			
Goodwill	57,581	57,581	57,581
Intangible Fixed Assets	883	1,006	957
Tangible Fixed Assets	3,933	4,243	4,133
Investment properties			
Interests in subsidiaries	1,287	1,287	1,287
Interests in associates			
Receivables	1,335	1,191	1,001
Financial derivatives			
Other long-term financial assets			
Long-term prepayments	161	207	235
Deferred income tax assets	974	702	999
<b>Fixed assets</b>	<b>66,154</b>	<b>66,217</b>	<b>66,193</b>
<b>Current assets</b>			
Inventories	8,999	9,062	10,744
Receivables from building services contracts			
Trade receivables and other receivables	33,684	39,288	47,757
Current tax assets	88	23	258
Loans	4	27	268
Financial derivatives			
Other short-term financial assets			
Short-term prepayments	409	538	377
Cash and cash equivalents	805	5,888	9,352
Fixed assets classified as held for trading			
<b>Current assets</b>	<b>43,990</b>	<b>54,826</b>	<b>68,757</b>
<b>Total assets</b>	<b>110,144</b>	<b>121,043</b>	<b>134,950</b>

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### CONSOLIDATED BALANCE SHEET (CONT.'D)

EQUITY AND LIABILITIES	30/09/2013	30/09/2012	31/12/2012
<b>Shareholder's equity</b>			
<i>Equity - share of the shareholders of the parent company:</i>			
Share capital	1,022	1,262	1,136
Treasury shares (-)		-8,842	
- Share premium	24,863	24,863	24,863
Other Capitals	1,459	9,902	9,286
Retained profits:			
- retained profit (loss)	19,810	23,705	15,605
- net profit (loss) - share of the parent company shareholders	5,431	6,525	9,316
Equity - share of the shareholders of the parent company	52,586	57,415	60,206
Non-controlling shares			
<b>Shareholder's equity</b>	<b>52,586</b>	<b>57,415</b>	<b>60,206</b>
<b>Liabilities</b>			
<b>Long-term liabilities</b>			
Loans, credits, other debt instruments	1,042	3,180	2,339
Financial lease			
Financial derivatives			
Other liabilities			
Deferred income tax liabilities	6,998	6,508	6,720
Employee benefits liabilities	74	33	74
Other long-term provisions			
Long-term prepayments			
<b>Long-term liabilities</b>	<b>8,113</b>	<b>9,720</b>	<b>9,133</b>
<b>Short-term liabilities</b>			
Trade liabilities and other liabilities	43,008	48,124	57,747
Current tax liabilities	686	606	1,232
Loans, credits, other debt instruments	3,553	2,946	3,373
Financial lease			
Financial derivatives			
Employee benefits liabilities	2,198	2,232	3,163
Other short-term provisions			96
Short-term prepayments			
Liabilities related to fixed assets held for trading			
<b>Short-term liabilities</b>	<b>49,444</b>	<b>53,908</b>	<b>65,611</b>
<b>Total provisions</b>	<b>57,558</b>	<b>63,628</b>	<b>74,744</b>
<b>Total equity and liabilities</b>	<b>110,144</b>	<b>121,043</b>	<b>134,950</b>

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## CONSOLIDATED INCOME STATEMENT

	from 01/07 to 30/09/2013	from 01/01 to 30/09/2013	from 01/07 to 30/09/2012	from 01/01 to 30/09/2012
<b>Continued activities</b>				
<b>Sale revenues</b>	<b>61,737</b>	<b>195,611</b>	<b>70,512</b>	<b>209,670</b>
Revenues from the sale of products				
Revenue from the sale of services	35,298	114,649	41,226	123,468
Revenue from the sale of goods and materials	26,439	80,962	29,286	86,202
<b>Sale costs</b>	<b>47,813</b>	<b>152,642</b>	<b>54,748</b>	<b>163,470</b>
Costs of products sold				
Costs of services sold	22,156	73,015	27,294	80,014
Cost of goods and materials sold	25,657	79,627	27,454	83,456
<b>Gross profit (loss) on sales</b>	<b>13,924</b>	<b>42,970</b>	<b>15,764</b>	<b>46,201</b>
Sale costs	9,790	29,161	9,893	30,008
Administration costs	1,860	6,526	2,253	6,897
Other operating income	375	782	164	389
Other operating expense	67	732	107	862
Profit (loss) on the sale of subsidiaries (+/-)				
<b>Operating profit (loss)</b>	<b>2,582</b>	<b>7,333</b>	<b>3,674</b>	<b>8,822</b>
Financial income	15	124	89	386
Financial costs	157	559	154	646
Share in the profit (loss) of companies measured using the equity method (+/-)				
<b>Profit (loss) before taxation</b>	<b>2,439</b>	<b>6,898</b>	<b>3,608</b>	<b>8,562</b>
Income Tax	504	1,467	929	2,037
<b>Net profit (loss) on continued activities</b>	<b>1,935</b>	<b>5,431</b>	<b>2,679</b>	<b>6,525</b>
<b>Discontinued operations</b>				
Net profit (loss) on discontinued operations				
<b>Net profit (loss)</b>	<b>1,935</b>	<b>5,431</b>	<b>2,679</b>	<b>6,525</b>
<b>Net profit (loss) - share of:</b>				
- shareholders of the Parent Company	1,935	5,431	2,679	6,525
- non-controlling parties				

## NET PROFIT (LOSS) PER ORDINARY SHARE (PLN)

		from 01/01 to 30/09/2013		from 01/01 to 30/09/2012
<i>on continued operations</i>				
- basic		0.99		1.03
- diluted		0.99		1.03
<i>on continued and discontinued operations</i>				
- basic		0.99		1.03
- diluted		0.99		1.03

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## CONSOLIDATED COMPREHENSIVE INCOME STATEMENT

	from 01/07 to 30/09/2013	from 01/01 to 30/09/2013	from 01/07 to 30/09/2012	from 01/01 to 30/09/2012
<b>Net profit (loss)</b>	1,935	5,431	2,679	6,525
<b>Other comprehensive income</b>				
Revaluation of fixed assets				
Available-for-sale financial assets:				
- income (loss) recognised in the period as other comprehensive income				
- recognised as profit or loss				
Cash flow hedging instruments:				
- income (loss) recognised in the period as other comprehensive income				
- recognised as profit or loss				
- amounts recognised in the initial value of the hedged items				
Exchange differences on the measurement of foreign operations				
Exchange differences recognised as profit or loss – sale of foreign operations				
Share in other comprehensive income of companies measured using the equity method				
Income tax referred to the other comprehensive income				
Other comprehensive income after taxation				
<b>Comprehensive income</b>	<b>1,935</b>	<b>5,431</b>	<b>2,679</b>	<b>6,525</b>
<b>Comprehensive income - share of:</b>				
- shareholders of the Parent Company	1,935	5,431	2,679	6,525
- non-controlling parties				



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### CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Equity - share of the parent company shareholders					Non-controlling shares	TOTAL EQUITY
	Share capital	Treasury shares (-)	Share premium	Other capitals	Retained profits		
<b>As at 01/01/2013</b>	<b>1,136</b>		<b>24,863</b>	<b>9,286</b>	<b>24,921</b>	<b>60,206</b>	<b>60,206</b>
Changes in accounting policies							
Adjustment of fundamental errors							
<b>Balance after changes</b>	<b>1,136</b>		<b>24,863</b>	<b>9,286</b>	<b>24,921</b>	<b>60,206</b>	<b>60,206</b>
Purchase of shares		-7,941				-7,941	-7,941
Redemption of shares	-113	7,941		-7,827		0	0
Issue of shares in relation with the option exercise (share-based payment programme)							
Option measurement (share-based payment programme)							
Changes in the group structure (transactions with non-controlling parties)							
Dividends					-5,111	-5,111	-5,111
Financial result recognised as equity							
Total transactions with shareholders	-113	0		-7,827	-5,111	-13,052	-13,052
Net profit for the period from 01/01 to 30/09/2013					5,431	5,431	5,431
Other comprehensive income after taxation in the period from 01/01 to 30/09/2013							
Total comprehensive income					5,431	5,431	5,431
Transfer to retained profits (sale of revalued fixed assets)							
<b>As at 30/09/2013</b>	<b>1,022</b>	<b>0</b>	<b>24,863</b>	<b>1,459</b>	<b>25,241</b>	<b>52,586</b>	<b>52,586</b>

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### CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

	Equity - share of the parent company shareholders					Non-controlling shares	TOTAL EQUITY
	Share capital	Treasury shares (-)	Share premium	Other capitals	Retained profits		
<b>As at 01/01/2012</b>	<b>1,262</b>		<b>24,863</b>	<b>9,902</b>	<b>23,705</b>	<b>59,732</b>	<b>59,732</b>
Changes in accounting policies							
Adjustment of fundamental errors							
<b>Balance after changes</b>	<b>1,262</b>		<b>24,863</b>	<b>9,902</b>	<b>23,705</b>	<b>59,732</b>	<b>59,732</b>
<b>Changes in equity in the period from 01/01 to 30/09/2012</b>							
Purchase of shares		-8,842				- 8,842	- 8,842
Issue of shares in relation with the option exercise (share-based payment programme)							
Option measurement (share-based payment programme)							
Changes in the group structure (transactions with non-controlling parties)							
Dividends							
Financial result recognised as equity							
Total transactions with shareholders		- 8,842				-8,842	-8,842
Net profit for the period from 01/01 to 30/09/2012					6,525	6,525	6,525
Other comprehensive income after taxation in the period from 01/01 to 30/09/2012							
Total comprehensive income					6,525	6,525	6,525
Transfer to retained profits (sale of revalued fixed assets)							
<b>As at 30/09/2012</b>	<b>1,262</b>	<b>- 8,842</b>	<b>24,863</b>	<b>9,902</b>	<b>30,230</b>	<b>57,415</b>	<b>57,415</b>

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### CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

	Equity - share of the parent company shareholders					Non-controlling shares	TOTAL EQUITY
	Share capital	Treasury shares (-)	Share premium	Other capitals	Retained profits		
<b>As at 01/01/2012</b>	<b>1,262</b>		<b>24,863</b>	<b>9,902</b>	<b>23,705</b>		<b>59,732</b>
Changes in accounting policies							
Adjustment of fundamental errors							
<b>Balance after changes</b>	<b>1,262</b>		<b>24,863</b>	<b>9,902</b>	<b>23,705</b>		<b>59,732</b>
<b>Changes in equity in the period from 01/01 to 31/12/2012</b>							
Redemption of shares	-126			-8,716			-8,842
Issue of shares in relation with the option exercise (share-based payment programme)							
Option measurement (share-based payment programme)							
Changes in the group structure (transactions with non-controlling parties)							
Dividends							
Financial result recognised as other capital				8,100	- 8,100	0	0
<b>Total transactions with shareholders</b>	<b>-126</b>			<b>-616</b>	<b>-8,100</b>	<b>-8,842</b>	<b>-8,842</b>
Net profit for the period from 01/01 to 31/12/2012					9,316	9,316	9,316
Other comprehensive income after taxation in the period from 01/01 to 31/12/2012							
<b>Total comprehensive income</b>					<b>9,316</b>	<b>9,316</b>	<b>9,316</b>
Transfer to retained profits (sale of revalued fixed assets)							
<b>As at 31/12/2012</b>	<b>1,136</b>		<b>24,863</b>	<b>9,286</b>	<b>24,921</b>	<b>60,206</b>	<b>60,206</b>

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## CONSOLIDATED CASH FLOW STATEMENT

	from 01/07 to 30/09/2013	from 01/01 to 30/09/2013	from 01/07 to 30/09/2012	from 01/01 to 30/09/2012
<b>Cash flow from operating activity</b>				
<b>Profit (loss) before taxation</b>	<b>2,439</b>	<b>6,898</b>	<b>3,608</b>	<b>8,562</b>
<b>Adjustments:</b>				
Depreciation of tangible fixed assets	426	1,293	462	1,307
Change in the fair value of investment properties				
Change in the fair value of financial assets (liabilities measured at fair value through profit or loss)				
Cash flow hedging instruments transferred from equity				
Impairment loss on financial assets				
Profit (loss) on the sale of non-financial fixed assets	3	66	-1	150
Profit (loss) on the sale of financial assets (other than derivatives)				
Exchange difference gains/losses				
Interest expense	88	279	161	590
Interest and dividend income		-36	-76	-345
Cost of share-based payments (incentive programmes)				
Share in the profit (loss) of associate companies				
Other adjustments	15	79		
<b>Total adjustments</b>	<b>532</b>	<b>1,681</b>	<b>545</b>	<b>1,702</b>
Change in inventories	-481	1,745	1,575	3,682
Change in receivables	4,772	13,739	8,584	13,645
Change in liabilities	-2,954	-19,535	-16,139	-22,510
Change in provisions and prepayments	-266	-931	13	-526
Change in building contracts				
<b>Changes in working capital</b>	<b>1,071</b>	<b>-4,981</b>	<b>-5,967</b>	<b>-5,710</b>
Inflows (outflows) from the settlement of derivatives				
Interest paid on operating activities				
Taxes paid	-152	-1,539	-251	-816
<b>Net cash flow from operating activity</b>	<b>3,889</b>	<b>2,059</b>	<b>-2,065</b>	<b>3,738</b>

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### CONSOLIDATED CASH FLOW STATEMENT (CONTINUED)

	from 01/07 to 30/09/2013	from 01/01 to 30/09/2013	from 01/07 to 30/09/2012	from 01/01 to 30/09/2012
<b>Cash flow from investment activity</b>				
Expenses to purchase fixed assets	-671	-1,204	-724	-1,315
Inflows from the sale of fixed assets	14	120	4	152
Expenses to purchase investment properties				
Inflows from the sale of investment properties				
Net expenses to purchase subsidiaries				
Net inflows from the sale of subsidiaries				
Received repayments of loans granted	269	269	11	26
Loans granted	-266	-5	-19	-31
Expenses to purchase other financial assets				
Inflows from the sale of other financial assets				
Inflows from government subsidies received				
Interest income	1	36	76	346
Dividend income				
<b>Net cash flow from investing activity</b>	<b>-654</b>	<b>-784</b>	<b>-652</b>	<b>-822</b>
<b>Cash flow from financial activity</b>				
Net inflows from the issue of shares				
Purchase of treasury shares		-7,941	-8,842	-8,842
Transactions with non-controlling parties, with no loss of control				
Inflows from debt securities in issue				
Redemption of debt securities				
Inflows from loans and credits contracted				3,417
Repayment of loans and advances	-3,488	-1,507	-713	-2,987
Repayment of financial lease liabilities				
Interest paid	-117	-373	-199	-590
Dividends paid				
<b>Net cash flow from financial activity</b>	<b>-3,605</b>	<b>-9,821</b>	<b>-9,754</b>	<b>-9,002</b>
<b>Net change in cash and cash equivalents</b>	<b>-370</b>	<b>-8,546</b>	<b>-12,471</b>	<b>-6,087</b>
Cash and cash equivalents at period beginning	1,175	9,352	18,359	11,975
Exchange differences				
<b>Cash and cash equivalents at period end</b>	<b>805</b>	<b>805</b>	<b>5,888</b>	<b>5,888</b>

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## EXPLANATORY NOTES TO THE CONSOLIDATED QUARTERLY FINANCIAL STATEMENTS

### 1. General information

The parent company of the Tell S.A. Group [hereinafter referred to as the 'Group'] is Tell Spółka Akcyjna, hereinafter referred to as the 'Parent Company'.

The parent company was established in consequence of a transformation of Tell Sp. z o.o. on the basis of a Resolution of the Extraordinary General Meeting of Shareholders No. 1 of 15 November 2004. The parent company is entered into the register of companies of the National Court Register maintained by the District Court for Poznań-Nowe Miasto i Wilda in Poznań - VIII Commercial Division, under number KRS 0000222514. The Company received the following statistical identification number (REGON): 630822208.

The principal place of business of the parent company is at ul. Forteczna 19a, in Poznań 61-362. The seat of the parent company is also the principal place of business of the Group.

The basic objects of business of the parent company and its subsidiaries are as follows:

- Other telecommunications activities,
- Retail sale of telecommunications equipment,
- Retail sale of computers, peripheral equipment and software in specialised stores,
- Wholesale and retail sale of electronic and telecommunications equipment and parts,
- Wholesale of computers, peripheral equipment and software,
- Other retail sale not in stores, stalls or markets,
- Computer facilities management activities,
- Other business and management consultancy activities.

The consolidated quarterly financial statements comprise the parent company and the following subsidiaries:

Name of subsidiary	Seat	Percentage share of the Group in the share capital:		
		30/09/2013	30/09/2012	31/12/2012
Euro-Phone Sp. z o.o.	Piaseczno	100%	100%	100%
PTI Sp. z o.o.	Poznań	100%	100%	100%

### 2. Drawing up basis and accounting rules

#### 2.1. Drawing up basis

The consolidated quarterly financial statements of the Group cover the period of 9 months ended on 30/09/2013 and have been made in accordance with IAS 34 *Interim Financial Reporting*.

In order to ensure a better understanding of the financial and economic position of the Group, additionally, comparable data from the consolidated balance sheet made as at 31/12/2012 were provided, even though there is no such requirement in IAS 34.

The consolidated quarterly financial statements do not contain all the information that is disclosed in the annual consolidated financial statements prepared in accordance with IFRS. These consolidated quarterly financial statements should be read together with the consolidated financial statements of the Group for the year 2012.

The reporting currency of these consolidated quarterly financial statements is Polish zloty (PLN) and all the amounts are expressed in thousands of Polish zlotys (kPLN), unless otherwise indicated).

The consolidated quarterly financial statements were prepared in accordance with the going concern principle. As at the date of the approval of these consolidated quarterly financial statements for publication there are no circumstances which may pose a risk to the going concern assumption with regard to the Group companies.

#### 2.2. Accounting policies

In the period from 1 January to 30 September 2013, there were no changes to the accounting principles (rules) as regards the measurement of assets and equity & liabilities and the measurement of the financial result. These consolidated quarterly interim financial statements have been prepared in accordance with the accounting principles (rules) applied in the last consolidated financial statements of the Group for the year ended on 31 December 2012.

No amendments to the published standards or interpretations that entered into force on or after 01 January 2013 have had any influence on these interim financial statements.

Name of the group:	TELL S.A. GROUP		
Period covered by the financial statements:	01/01/2013 – 30/09/2013	Reporting currency:	Polish zloty (PLN)
Rounding up/down level:	all values are expressed in thousands of Polish zlotys (kPLN), unless otherwise indicated		

### 2.3. Estimation Uncertainty

When preparing these consolidated quarterly financial statements, the Parent Company's Management Board uses its best judgement to make the estimates and assumptions that influence the accounting policies (rules) applied and the presented values of assets, liabilities, revenue and costs. The actually realised values may differ from the estimates made by the Management Board.

Information about the estimates and assumptions that are material for the consolidated financial statements have been presented in the consolidated financial statements for the year 2012.

### 3. Significant Events and Transactions

In the period covered by these consolidated quarterly financial statements, there occurred no events that were not but should have been recognised in the accounting books of the reporting period. Additionally, these consolidated quarterly financial statements do not comprise any significant events concerning the previous years.

### 4. Seasonality of business

The seasonal character of sales of mobile phone services is visible mainly in the growth of sale in the fourth quarter, particularly in December. Sometimes, this natural seasonal character is modified owing to marketing activities of operators, however in the reporting period the Issuer's Management Board did not note any significant diversions from standard pattern.

### 5. Earnings per share

The basic earnings per share is calculated in accordance with the formula: net profit attributable to the Parent Company's shareholders divided by average weighted number of ordinary shares in the given period.

The calculation of earnings per share has been presented below:

	from 01/01 to 30/09/2013	from 01/01 to 30/09/2012	from 01/01 to 31/12/2012
<b>Number of shares inserted in the denominator of the formula</b>			
Average weighted number of ordinary shares	5,493,124	6,309,623	6,242,322
Dilution effect of options convertible into shares			
Average weighted diluted number of ordinary shares	5,493,124	6,309,623	6,242,322
<b>Continued activities</b>			
Net profit (loss) on continued activities	5,431	6,525	9,316
Basic profit (loss) per share (PLN)	0.99	1.03	1.49
Diluted profit (loss) per share (PLN)	0.99	1.03	1.49
<b>Discontinued operations</b>			
Net profit (loss) on discontinued operations			
Basic profit (loss) per share (PLN)			
Diluted profit (loss) per share (PLN)			
<b>Continued and discontinued operations</b>			
Net profit (loss)	5,431	6,525	9,316
Basic profit (loss) per share (PLN)	0.99	1.03	1.49
Diluted profit (loss) per share (PLN)	0.99	1.03	1.49

### 6. Operating segments

The Group does not identify operating segments, because all the Tell S.A. Group companies carry out uniform economic activities related to intermediation in the sale of mobile communications services. However, due to formal requirements of particular mobile phone operators, the Group conducts its business through separate subsidiaries.

Name of the group:	TELL S.A. GROUP		
Period covered by the financial statements:	01/01/2013 – 30/09/2013	Reporting currency:	Polish zloty (PLN)
Rounding up/down level:	all values are expressed in thousands of Polish zlotys (kPLN), unless otherwise indicated		

The Group is not in a position to assign reliably the costs and assets to the below-presented revenue, therefore it was decided to provide information only about the revenue from the sale as broken down into particular service types (item 7 in the table "The value and volume structure of sales of the Tell S.A. Group").

The Group's Management Board manages the Group focusing on the value of margins generated at particular Group levels jointly for all co-operating operators. The information concerning the profitability of particular activity levels are given in the statement of comprehensive income.

The Group conducts its operating activities on a single geographic area, i.e. the territory of Poland.

## 7. Brief description of the issuer's successes or failures in the period this report refers to, with an indication of the most important events concerning the issuer

### Size of the Sale Network.

The average number of Orange outlets where the sale of PTK Centertel Sp. z o.o. services is conducted amounted to 177 in the third quarter of 2013 (as at 30/09/2013 - 175 outlets), when compared to the average number of the third quarter of 2012 being 189 outlets (as at 30/09/2012 - 186 outlets).

The number of outlets run by subsidiaries where the services of other operators are sold amounted to, as at the end of 30/09/2013, 173 outlets, when compared to 188 outlets as at the end of 30/09/2012. Among the above-mentioned outlets, there were 82 outlets (90 respectively as at the end of the third quarter of 2012) offering the services of Polkomtel S.A. (PLUS operator) and 91 outlets (respectively, 98 as at the end of the third quarter of 2012) offering the services of T-Mobile Polska S.A. (T-Mobile operator).

### Consolidated results of TELL S.A. Group on current operations.

In the third quarter of 2013, the revenue from the sale in the TELL S.A. Group amounted to kPLN 61,737 and was lower by 12.4% than in the corresponding period of previous year. After three quarters of 2013, the YTD revenue from the sale amounted to kPLN 195,611 and decreased by 6.7.% when compared to the three quarters of 2012.

The operating profit for the third quarter of 2013 amounted to kPLN 2,582 and was lower by 29.7% than in the corresponding period of previous year. After three quarters of 2013, the YTD operating profit amounted to kPLN 7,333 and was lower by 16.9% than in the corresponding period of 2012.

EBITDA of the third quarter of 2013 amounted to kPLN 3.008 and was lower by 27.3% than in the previous year. After three quarters of 2013, the YTD EBTIDA amounted to kPLN 8,626 and was lower by 14.8% than in the corresponding period of 2012.

The net profit of the third quarter of 2013 was kPLN 1,935 and was lower than in corresponding period of the previous year by 27.8%. After three quarters of 2013, the YTD net profit amounted to kPLN 5,431 and decreased by 16.8.% when compared to the three quarters of 2012.

The value and volume structure of sales of the Tell S.A. Group:

Revenue from the sale of products and goods (in kPLN)	2013 Q1-Q3	2012 Q1-Q3	Change Q1-Q3 2013 /Q1-Q3 2012	Q3 2013	Q3 2012	Change Q1-Q3 2013 /Q1-Q3 2012
Revenue from the sale of telecommunication services	74,293	82,575	89.97%	23,213	27,403	84.71%
Sets and pre-paid refillments	14,958	17,349	86.22%	5,188	5,710	90.86%
Postpaid contract phones	99,053	101,922	97.18%	31,042	36,218	85.71%
Other revenue	7,307	7,824	93.39%	2,294	1,181	194.24%
Total	195,611	209,670	93.29%	61,737	70,512	87.56%
Service sale volume	2013 Q1-Q3	2012 Q1-Q3	Change Q1-Q3 2013 /Q1-Q3 2012	Q3 2013	Q3 2012	Change Q1-Q3 2013 /Q1-Q3 2012
Postpaid activations	435,464	452,358	96.27%	141,714	149,795	94.61%



Name of the group:	TELL S.A. GROUP		
Period covered by the financial statements:	01/01/2013 – 30/09/2013	Reporting currency:	Polish zloty (PLN)
Rounding up/down level:	all values are expressed in thousands of Polish zlotys (kPLN), unless otherwise indicated		

Prepaid activations	122,779	122,772	100.01%	58,178	57,218	101.68%
Total	558,243	575,130	97.06%	199,892	207,013	96.56%

## 8. Goodwill

The table below presents changes in the goodwill in particular reporting periods:

	from 01/01 to 30/09/2013	from 01/01 to 30/09/2012	from 01/01 to 31/12/2012
<b>Gross value</b>	57,581	57,581	57,581
As at period beginning	57,581	57,481	57,481
Business combinations			
Sale of subsidiaries (-)			
Net exchange differences on conversion			
Other adjustments			
Gross value at period end	57,581	57,581	57,581
<b>Impairment loss</b>			
As at period beginning			
Loss expensed as cost in the period			
Net exchange differences on conversion			
Other changes			
Impairment loss at period end			
<b>Goodwill - carrying amount at period end</b>	57,581	57,581	57,581

## 9. Intangible Fixed Assets

The table below presents the acquisitions and disposals as well as impairment charges concerning intangible assets:

	Software licences	Other	Total
<b>for the period from 01/01 to 31/09/2013</b>			
Net carrying amount as at 01/01/2013	387	571	957
Acquisition by a business combination			
Increase (acquisition, production, lease)	170		170
Decrease (disposal, liquidation) (-)		-8	-8
Depreciation and amortisation (-)	-137	-100	-237
Impairment loss (-)			
Reversal of impairment charges			
Net exchange differences on conversion (+/-)			
Net carrying amount as at 30/09/2013	420	463	883
<b>for the period from 01/01 to 30/09/2012</b>			
Net carrying amount as at 01/01/2012	191	294	485
Acquisition by a business combination			
Increase (acquisition, production, lease)	327		327
Decrease (disposal, liquidation) (-)			
Depreciation and amortisation (-)	-99	-57	-156
Impairment loss (-)			
Reversal of impairment charges			
Net exchange differences on conversion (+/-)			

Name of the group:	TELL S.A. GROUP		
Period covered by the financial statements:	01/01/2013 – 30/09/2013	Reporting currency:	Polish zloty (PLN)
Rounding up/down level:	all values are expressed in thousands of Polish zlotys (kPLN), unless otherwise indicated		

Net carrying amount as at 30/09/2012	419	587	1,006
<b>for the period from 01/01 to 31/12/2012</b>			
Net carrying amount as at 01/01/2012	191	294	485
Acquisition by a business combination			
Increase (acquisition, production, lease)	332	390	722
Sale of a subsidiary (-)			
Decrease (disposal, liquidation) (-)		-12	-12
Revaluation to fair value (+/-)			
Depreciation and amortisation (-)	-137	-101	-238
Impairment loss (-)			
Reversal of impairment charges			
Net exchange differences on conversion (+/-)			
Net carrying amount as at 31/12/2012	387	571	957

## 10. Tangible Fixed Assets

The table below presents the acquisitions and disposals as well as impairment charges concerning tangible fixed assets:

	Plants and machinery	Vehicles	Other fixed assets	In construction	Total
<b>for the period from 01/01 to 30/09/2013</b>					
Net carrying amount as at 01/01/2013	686	1,388	2,032	26	4,133
Acquisition by a business combination					
Increase (acquisition, production, lease)	479	134	187	291	1,091
Sale of a subsidiary (-)					
Decrease (disposal, liquidation) (-)	-6	-87	-82	-57	-232
Revaluation to fair value (+/-)					
Depreciation and amortisation (-)	-256	-317	-487		-1,059
Impairment loss (-)					
Reversal of impairment charges					
Net exchange differences on conversion (+/-)					
Net carrying amount as at 30/09/2013	903	1,119	1,650	261	3,933
<b>for the period from 01/01 to 30/09/2012</b>					
Net carrying amount as at 01/01/2012	610	1,542	2,882	26	5,059
Acquisition by a business combination					
Increase (acquisition, production, lease)	142	228	200		570
Sale of a subsidiary (-)					
Decrease (disposal, liquidation) (-)	-52	-110	-255	-24	-441
Revaluation to fair value (+/-)					
Depreciation and amortisation (-)	-145	-331	-469		-945
Impairment loss (-)					
Reversal of impairment charges					
Net exchange differences on conversion (+/-)					
Net carrying amount as at 30/09/2012	554	1,329	2,358	2	4,243
<b>for the period from 01/01 to 31/12/2012</b>					
Net carrying amount as at 01/01/2012	610	1,542	2,882	26	5,059
Acquisition by a business combination					
Increase (acquisition, production, lease)	355	405	233	25	1,018

Name of the group:	TELL S.A. GROUP		
Period covered by the financial statements:	01/01/2013 – 30/09/2013	Reporting currency:	Polish zloty (PLN)
Rounding up/down level:	all values are expressed in thousands of Polish zlotys (kPLN), unless otherwise indicated		

Sale of a subsidiary (-)					
Decrease (disposal, liquidation) (-)	-29	-100	-274	-24	-427
Revaluation to fair value (+/-)					
Depreciation and amortisation (-)	-270	-458	-788		-1,516
Impairment loss (-)					
Reversal of impairment charges					
Net exchange differences on conversion (+/-)					
Net carrying amount as at 31/12/2012	686	1,388	2,032	26	4,133

## 11. Fair value of financial instruments

### *Changes in the fair value of financial assets and liabilities*

The comparison of the carrying amount of the financial assets and liabilities with the fair value of the same is as follows (this comparison comprises all the financial assets and liabilities, irrespective of the fact whether they are carried in the consolidated financial statements at amortised cost or at fair value):

Class of financial instrument	30/09/2013		30/09/2012		31/12/2012	
	Fair value	Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount
<b>Assets:</b>						
Loans	4	4	27	27	268	268
Trade receivables and other	34,978	34,978	40,479	40,479	48,754	48,754
Financial derivatives						
Debt securities						
Listed shares						
Non-listed shares and participations*						
Investment fund units						
Remaining classes of other financial assets						
Cash and cash equivalents	805	805	5,888	5,888	9,352	9,352
<b>Liabilities:</b>						
Loan facilities	3,037	3,037	6,126	6,126	5,459	5,459
Overdraft facilities	1,153	1,153			522	522
Loans						
Debt securities						
Financial lease						
Financial derivatives						
Trade liabilities and other	35,773	35,773	44,018	44,018	54,299	54,299

\*This item does not comprise shares and participations carried at cost because there is no reliable method to determine their fair value

The method of determination of fair value of financial instruments was presented in the latest annual consolidated financial statements of the Group.

### *Reclassification of financial assets*

The Group did not make any reclassification of financial assets which would lead to a change in the measurement of these assets carried at fair value, at cost or at amortised cost.

Name of the group:	TELL S.A. GROUP		
Period covered by the financial statements:	01/01/2013 – 30/09/2013	Reporting currency:	Polish zloty (PLN)
Rounding up/down level:	all values are expressed in thousands of Polish zlotys (kPLN), unless otherwise indicated		

## 12. Impairment charges

Impairment of inventories:

	from 01/01 to 30/09/2013	from 01/01 to 30/09/2012	from 01/01 to 31/12/2012
As at period beginning	647	614	614
Loss expensed as cost in the period	121	15	33
Reversal of impairments in the period (-)	-120		
Other changes (net exchange differences on conversion)			
<b>At period end</b>	<b>648</b>	619	647

Impairment of receivables and loans:

	from 01/01 to 30/09/2013	from 01/01 to 30/09/2012	from 01/01 to 31/12/2012
As at period beginning	4,875	4,245	4,245
Loss expensed as cost in the period	192	541	630
Reversal of impairments carried as revenue in the period (-)	-38		
Provisions used (-)	-69		
Other changes (net exchange differences on conversion)			
<b>At period end</b>	<b>4,960</b>	4,786	4,875

## 13. Share capital

Detailed information on the issue of the Parent Company's shares is given in the tables below.

Share capital as at the balance sheet day:

	30/09/2013	30/09/2012	31/12/2012
Number of shares	5,110,847	6,309,623	5,678,030
Par value of shares (PLN)	0.20	0.20	0.20
<b>Share capital</b>	<b>1,022,169.40</b>	1,261,924.60	1,135,606.00

## 14. Dividends

The General Meeting of Shareholders held on 27 September 2013 adopted resolution No. 3/2013 concerning the distribution of net profit for PLN 9,963,311.17 and decided to allocate the net profit to:

- the payment of dividend in an amount of PLN 1 per one share in the Company,
- the supplementary capital in an amount remaining after the payment of the dividend.

The dividend day was determined to be 07 October 2013, and the dividend payment date - 21 October 2013.

In total, the amount of PLN 5,110,847.00 was paid out as dividend and PLN 4,852,464.17 was allocated to the supplementary capital.

## 15. Issue and redemption of debt securities

There has been no issue or redemption of debt securities.

Name of the group:	TELL S.A. GROUP		
Period covered by the financial statements:	01/01/2013 – 30/09/2013	Reporting currency:	Polish zloty (PLN)
Rounding up/down level:	all values are expressed in thousands of Polish zlotys (kPLN), unless otherwise indicated		

## 16. Provisions

The value of provisions recognised in the abbreviated consolidated financial statements and changes thereto in particular periods have been as follows:

	Provisions for long-term employee benefits	Other provisions, including provisions for:				total
		Accrued holidays	Costs of remuneration	other expenses	other benefits	
<b>for the period from 01/01 to 30/09/2013</b>						
As at period beginning	74	963	834	86		1,883
Provision increase carried as expense in the period		3	193			196
Write-back of provisions recognised as the revenue in the period (-)		-56	-210			-266
Utilisation of provisions (-)			-817	-86		-903
Increase by business combinations						
Other changes (net exchange differences after conversion)						
<b>Provisions as at 30/09/2013</b>	<b>74</b>	<b>910</b>	<b>0</b>	<b>0</b>		<b>910</b>
<b>for the period from 01/01 to 30/09/2012</b>						
As at period beginning	36	761	342	69	6	1,178
Provision increase carried as expense in the period		135		11		146
Write-back of provisions recognised as the revenue in the period (-)						
Utilisation of provisions (-)	-3	-22	-342	-80	-6	-428
Increase by business combinations						
Other changes (net exchange differences after conversion)						
<b>Provisions as at 30/09/2012</b>	<b>33</b>	<b>874</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>874</b>
<b>for the period from 01/01 to 31/12/2012</b>						
As at period beginning	36	761	342	69		1,172
Provision increase carried as expense in the period	41	202	834	86		1,122
Write-back of provisions recognised as the revenue in the period (-)						
Utilisation of provisions (-)	-3		-342	-69		-411
Increase by business combinations						
Other changes (net exchange differences after conversion)						
<b>Provisions as at 31/12/2012</b>	<b>74</b>	<b>963</b>	<b>834</b>	<b>86</b>		<b>1,883</b>

Name of the group:	TELL S.A. GROUP		
Period covered by the financial statements:	01/01/2013 – 30/09/2013	Reporting currency:	Polish zloty (PLN)
Rounding up/down level:	all values are expressed in thousands of Polish zlotys (kPLN), unless otherwise indicated		

### 17. Contingent Liabilities

The value of contingent liabilities as at the end of particular periods (including provisions concerning related parties) is as follows:

	30/09/2013	30/09/2012	31/12/2012
<b><i>To related parties not subject to consolidation:</i></b>			
Liability payment guarantee			
Guarantees originated			
Guarantees originated in relation with the building services contracts			
Disputed cases and cases in court			
Other Contingent Liabilities			
Total related parties not subject to consolidation			
<b><i>To associated parties:</i></b>			
Liability payment guarantee			
Guarantees originated			
Guarantees originated in relation with the building services contracts			
Disputed cases and cases in court			
Other Contingent Liabilities			
Total associates			
<b><i>To other parties:</i></b>			
Liability payment guarantee	33,425	33,425	33,425
Guarantees originated			
Guarantees originated in relation with the building services contracts			
Disputed cases and cases in court			
Disputed cases and cases in court related to the IRS			
Other Contingent Liabilities			
Total other parties			
<b>Total contingent liabilities</b>	<b>33,425</b>	<b>33,425</b>	<b>33,425</b>

### 18. Litigations in Court

Both the Parent Company and the subsidiaries are parties to legal proceedings in courts of law, however none of such proceedings concerns liabilities or receivables whose value constitutes at least 10 % of the equity of the Parent Company. Similarly, the total value of, respectively, liabilities and receivables litigated in court does not constitute at least 10 % of the equity of the issuer.

There are no proceedings with the participation of the Parent Company or its subsidiaries before any arbitration court.

### 19. Transactions with related parties

Transactions between the Group companies that have been eliminated during the consolidation process are presented in separate financial statements of particular companies.

Below are presented transactions with related parties not recognised in the abbreviated consolidated financial statements of the Group:

Name of the group:	TELL S.A. GROUP		
Period covered by the financial statements:	01/01/2013 – 30/09/2013	Reporting currency:	Polish zloty (PLN)
Rounding up/down level:	all values are expressed in thousands of Polish zlotys (kPLN), unless otherwise indicated		

	Revenue from operating activity			Receivables		
	from 01.01 to 30/09/2013	from 01.01 to 30/09/2012	from 01.01 to 31/12/2012	30/09/2013	30/09/2012	31/12/2012
<b>Sales to:</b>						
The parent company						
A subsidiary	459	343	550	0	28	28
An associate						
A joint venture						
Key management personnel						
Other related parties						
<b>Total</b>	<b>459</b>	<b>343</b>	<b>550</b>	<b>0</b>	<b>28</b>	<b>28</b>

	30/09/2013		30/09/2012		31/12/2012	
	Originated in the period	Accumulated balance	Originated in the period	Accumulated balance	Originated in the period	Accumulated balance
<b>Loans granted:</b>						
to the parent company						
to a subsidiary	10,330	9,327	3,500	7,482	3,500	7,482
to an associate						
to a joint venture						
to a person from the key management						
to other related parties						
<b>Total</b>	<b>10,330</b>	<b>9,327</b>	<b>3,500</b>	<b>7,482</b>	<b>17,550</b>	<b>9,782</b>

## 20. Events after the Balance Sheet Date

In the period covered by these consolidated quarterly financial statements, there occurred no events that were not but should have been recognised in the accounting books of the reporting period. Additionally, these consolidated quarterly financial statements do not comprise any significant events concerning the previous years.

## 21. Purchase of treasury shares of the parent company

By virtue of Resolution No. 3/2012 of the Ordinary General Meeting of Shareholders of Tell S.A. dated 29 October 2012, the Company's Management Board was authorised to purchase treasury shares for redemption in accordance with the terms and conditions defined in the said resolution and the terms and conditions defined by the Management Board. The Management Board was authorised to define the remaining principles for the treasury share purchase. This authorisation concerns both ordinary bearer shares and registered shares. The authorization to purchase the shares was granted until 31 March 2013.

In the period from the adoption of the resolution on the purchase of treasury shares for redemption until 31 March 2013, the Company purchased 567,184 treasury shares at the price of PLN 14 per share.

After the completion of the treasury share acquisition process, the Management Board, in accordance with the authorisation, was obliged to convene a General Meeting of Shareholders in order for it to adopt a resolution concerning the share redemption and decrease of the share capital. The Company's shares were redeemed on 4 July 2013.

## 22. Other significant changes in assets, liabilities, revenue and costs

In the reporting period, there were no significant changes in assets, liabilities, revenue and costs.

## 23. Other information required by law (selected financial data converted into EUR)

In the periods covered by these abbreviated quarterly financial statements, the following exchange rates of PLN and EUR published by the National Bank of Poland were used:

Name of the group:	TELL S.A. GROUP		
Period covered by the financial statements:	01/01/2013 – 30/09/2013	Reporting currency:	Polish zloty (PLN)
Rounding up/down level:	all values are expressed in thousands of Polish zlotys (kPLN), unless otherwise indicated		

- the exchange rate in force on the last day of the reporting period: 30/09/2013 4.2163 PLN/EUR, 30/09/2012 4.1138 PLN/EUR,
- average exchange rate in the period, calculated as an arithmetic mean of the exchange rates in force on the last day of each month in the period: from 01/01 to 30/09/2013 - 4.2231 PLN/EUR, from 01/01 to 30/09/2012 – 4.1948 PLN/EUR.

Basic items of the consolidated balance sheet, consolidated income statement and the consolidated cash flow statement as converted into EUR are presented in the table below:

	from 01/01 to 30/09/2013	from 01/01 to 30/09/2012	from 01/01 to 30/09/2013	from 01/01 to 30/09/2012
	in k PLN		in k EUR	
<b>Income statement</b>				
Sale revenues	195,611	209,670	46,319	49,983
Operating profit (loss)	7,333	8,822	1,736	2,103
Profit (loss) before taxation	6,898	8,562	1,633	2,041
Net profit (loss)	5,431	6,525	1,286	1,555
Net profit (loss) - share of the shareholders of the parent company	5,431	6,525	1,286	1,555
Earnings per share (PLN; EUR)	0.99	1.03	0.23	0.25
Diluted earnings per share (PLN; EUR)	0.99	1.03	0.23	0.25
Average exchange rate PLN / EUR in the period	X	X	4.2231	4.1948
<b>Cash Flow Statement</b>				
Net cash flow from operating activity	2,059	3,738	488	891
Net cash flow from investing activity	-784	-822	-186	-196
Net cash flow from financial activity	-9,821	-9,002	-2,326	-2,146
Net change in cash and cash equivalents	-8,546	-6,087	-2,024	-1,451
Average exchange rate PLN / EUR in the period	X	X	4.2231	4.1948
	<b>30/09/2013</b>	30/09/2012	<b>30/09/2013</b>	30/09/2012
	in k PLN		in k EUR	
<b>Balance sheet</b>				
Assets	110,144	121,043	26,123	29,424
Long-term liabilities	8,113	9,720	1,924	2,363
Short-term liabilities	49,444	53,908	11,727	13,104
Shareholder's equity	52,586	57,415	12,472	13,957
Equity - share of the parent company shareholders	52,586	57,415	12,472	13,957
PLN / EUR exchange rate at period end	X	X	4.2163	4.1138

## REMAINING INFORMATION TO THE REPORT FOR THE THIRD QUARTER OF 2013

### 24. Description of the organisation of the Group and indication of consolidated entities

The Tell S.A. Group is composed of the parent company Tell S.A. and related companies.

Euro-Phone Sp. z o.o.

Seat of the Company: ul. Puławska 40a, 05-500 Piaseczno,

Basic object of business: Agents specialised in the sale of other particular products (Polish Classification of Economic Activities of 2007 - 4618Z),

Company's legal basis: The Company was established on 19 March 1998 (Notarised deed No. A 2699/98). The registration authority is the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register, KRS 0000010796. Incorporation date: 25 May 2001.

In Euro-Phone Sp. z o.o., Tell S.A., holds 100% of shares.



Name of the group:	TELL S.A. GROUP		
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PTI Sp. z o.o.

Seat of the Company: ul. Forteczna 19A, 61-362 Poznań,

Basic object of business: Agents specialised in the sale of other particular products (Polish Classification of Economic Activities of 2007 - 4618Z),

Company's legal basis: The Company was established on 12 July 2007 (Notarised deed No. A 5675/2007).

Registration authority: District Court for Poznań Nowe Miasto i Wilda, VIII Commercial Division of the National Court Register, KRS 0000286046. Incorporation date – 13 August 2007.

In PTI Sp. z o.o., Tell S.A., holds 100% of shares.

Toys4Boys Pl. Sp. z o.o.

Seat of the Company: ul. Nowy Świat 11B, 80-299 Gdańsk,

Basic object of business: Retail sale via mail order houses or via Internet (Polish Classification of Economic Activities of 2007 – 4791Z),

Company's legal basis: The Company was established on 16 February 2007 (Notarised deed No. A 5029/2007).

Registration authority: District Court for Gdańsk-Północ in Gdansk, 7th Commercial Division of the National Court Register, KRS 0000276286. Incorporation date: 12 March 2007.

In Toys4Boys.pl Sp. z o.o., Tell S.A., holds 30% of shares.

The financial statements of Toys4Boys.pl Sp. z o.o. are immaterial from the perspective of the consolidated financial statements of the Tell S.A. Group. By decision of the Management of the Company, Toys4Boys.pl Sp. z o.o. is not subject to consolidation as at 30 September 2013.

Tell S.A. holds shares in Connex Sp. z o.o., which is not consolidated. As at the date of these financial statements, Connex Sp. z o.o. does not conduct any business.

The consolidation covers Euro-Phone Sp. z o.o. and PTI Sp. z o.o.

**25. Indication of consequences of changes in the structure of the entity, including the resulting mergers, take-overs or sales of the issuer's Group companies, long-term investments, divisions, restructuring or business discontinuations;**

No changes in the company's structure.

**26. Statement of the Management Board concerning the possibility of achieving the earlier published forecasts of results for the given year in the light of results presented in the quarterly statements (as compared to the forecasts)**

The Management Board of Tell S.A. did not publish any forecasts of results for 2013.

**27. Indication of shareholders holding, directly or indirectly through subsidiary entities, at least 5% of total votes at the general meeting of shareholders of the issuer as at the date of publication of the quarterly statements, indication of the number of shares held, their percentage of share capital, number of votes resulting and percentage of total votes at the general meeting of shareholders and indication of changes in the structure of significant blocks of shares in the issuer in the period from the publication of the previous quarterly statements**

Currently, the Company's share capital amounts to PLN 1,022,169.40 and is divided into:

a) 1,381,312 registered series A preferential shares entitling to two votes each,

b) 3,729,535 ordinary bearer shares - issued as series A and B shares. Total number of votes is 6,492,159.

In the period from the publication of the last quarterly statements for the first quarter of 2013, the number of votes changed in result of redemption of 567,183 treasury shares the Company had bought until 31 March 2013. The share redemption was effected on 4 July 2013 upon the registration by the court of law of an amendment to the Articles of Association related to the share capital decrease, as appropriate.

Shareholders holding at least 5% of votes at the General Meeting of Shareholders as at the date of the publication of the statements for the third quarter of 2013.

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	Total shares	Total votes	Percentage of share capital	% of votes
Family Fund 3 Sp. z o. o.	1,157,970*	2,315,940	22.66%	35.67%
V Group S.A.	529,093	529,093	10.35%	8.15%
Rafał Stempniewicz	254,198	413,806	4.97%	6.37%
AVIVA Investors FIO** AVIVA Investors SFIO	657,672	657,672	12.87%	10.13%
Quercus Parasolowy SFIO, Quercus Absolute Return FIZ	877,179	877,179	17.16%	13.51%
total	3,476,112	4,793,690	68.01%	73.83%

\*Shares acquired directly by Neo Investment Spółka Akcyjna in consequence of the performance of the agreement on the purchase of 100% of shares in Family Fund 3 Sp. z o.o.

\*\* number of shares held by Funds represented at the Ordinary General Meeting of Shareholders on 28/04/2011.

Shareholders holding at least 5% of votes at the General Meeting of Shareholders as at the date of the publication of the statements for the first quarter of 2013.

	Total shares	Total votes	Percentage of share capital	% of votes
Impera Capital S.A.	1,157,970	2,315,940	20.39%	32.11%
Havo Sp. z o.o.	529,093	529,093	9.32%	7.34%
Rafał Stempniewicz	244,198	393,806	4.30%	5.46%
AVIVA Investors FIO* AVIVA Investors SFIO	657,672	657,672	11.58%	9.12%
Quercus Parasolowy SFIO, Quercus Absolute Return FIZ**	893,461	893,461	15.74%	12.39%
Tell S.A.***	567,183	719,975	9.99%	9.98%
total	4,049,577	5,509,947	71.32%	76.40%

\*\* number of shares held by Funds represented at the Ordinary General Meeting of Shareholders on 28/04/2011.

\*\* number of shares held by Funds represented at the Extraordinary General Meeting of Shareholders on 01/10/2012.

\*\*\* pursuant to art.364 clause 2 of the Code of Commercial Companies, the company does not exercise voting rights from its treasury shares

The above statements were made in the basis of information given to the Company by the shareholders, in particular in the form of notifications about considerable blocks of shares, taking into account changes in the amount and structure of the Company's share capital, including changes related to the share issue, division, conversion or redemption.

**28. List of issuer's shares and entitlements thereto held by persons managing or supervising the issuer upon the date of the publication of the quarterly statements, indication of changes thereto in the period from the publication of the previous quarterly report, separately for each such person**

List of shares held by persons managing or supervising the issuer as at the date of publication of this report for the third quarter of 2013.

	Total shares	Total votes	Percentage of share capital	% of votes
Members of the Supervisory Board				
Paweł Turno	105,477	105,477	2.06%	1.62%
Management Board				
Rafał Stempniewicz	254,198	413,806	4.97%	6.37%
Stanisław Górski	2,319	2,319	0.05%	0.04%
Robert Krasowski	4,924	4,924	0.10%	0.08%
total	366,918	526,526	7.18%	8.11%

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List of shares held by persons managing or supervising the issuer as at the date of publication of this report for the first quarter of 2013.

	Total shares	Total votes	Percentage of share capital	% of votes
Members of the Supervisory Board				
Paweł Turno	105,477	105,477	1.86%	1.46%
Management Board				
Rafał Stempniewicz	244,198	393,806	4.30%	5.46%
Stanisław Górski	2,319	2,319	0.04%	0.03%
Robert Krasowski	11,924	11,924	0.21%	0.17%
total	363,918	513,526	6.41%	7.12%

### 29. Indication of court, arbitration or public administration proceedings

Both Tell S.A. and its subsidiaries are parties to legal proceedings in courts of law, however none of such proceedings concerns liabilities or receivables whose value constitutes at least 10 % of the equity of the issuer. Similarly, the total value of, respectively, liabilities and receivables litigated in court does not constitute at least 10 % of the equity of the issuer.

There are no proceedings with the participation of the Company or its subsidiaries before any arbitration court.

### 30. Information on the conclusion by the issuer or its subsidiary of one or more transactions with related parties when such transactions individually or taken together are material and were not entered at arm's length, excluding transactions entered into by an issuer being a fund with a related party, including indication of the value(s) of such transactions, whereby, the information on particular transactions may be grouped by type, excluding the case when information on such particular transactions is necessary for the understanding of their impact on the economic or financial position of the issuer or its financial result

All transactions between the Group companies are at arm's length transactions. Information on such transactions was provided in the supplementary notes to the consolidated quarterly financial statements - item 18.

### 31. Information on the grant by the issuer or its subsidiary of a loan collateral or guarantee to one entity or subsidiary of such entity (jointly) if the total value of the existing collaterals or guarantees is equivalent to at least 10 % of the issuer's equity

Information was provided in the supplementary notes to the consolidated quarterly financial statements - item 17.

### 32. Other information, which in the issuer's opinion is important for the assessment of its personnel, economic, financial position and the financial result, as well as changes thereto; information that is important for the assessment of the issuer's obligation discharge possibilities

The statements contain basic information that is important for the assessment of the Tell S.A. Group's situation, whereby, in order to complete the picture, the system of registering revenue and costs related to the postpaid mobile phone services are presented below.

#### Methods of settling subsidies to postpaid phones in contracts with particular operators

In order to ensure the correct interpretation of the separate and consolidated financial results of the Tell S.A. Group companies, it is necessary to explain different ways of recognition in the books of the Group companies of subsidiaries for the sale of mobile phones by particular operators and the impact of such operations on revenue and costs items. Irrespective of a different way of mobile phone sale settlement by particular operators, the result on such operations is neutral.

#### ORANGE network operator - PTK Centertel Sp. z o.o.

Tell S.A. acquires phones from the Operator at market prices. After the purchase, the Company incurs a liability in an amount equal to the market price of the phone. At the same time, the Company recognised in its assets an inventory stock valued at the phones' market prices. The Company sells such phones in two variants:

- a sale of the phone directly to the client in a sale outlet

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In this case, the sale is made at the promotional price (allowing for a subsidy at the level agreed with the Operator). Thus, the Company makes a temporary loss on this particular transaction. However, immediately after the promotional sale, in accordance with the procedures agreed with the Operator in the contract, the Operator issues corrective invoices decreasing the original phone purchase price for the Company to the promotional price (allowing for the subsidy level). Thus, in effect, the transaction has a neutral effect on the Company's financial result.

- sale of the phone to a sub-agent, who then sells it to a client in a sale outlet

In this case, the sale is made at the original Operator's purchase price and then the process is analogous as above, whereby it is the Company that issues a corrective invoice to the sub-agent, adjusting the original selling price.

#### **T-Mobile network operator – T-Mobile Polska S.A.**

Until the end of June 2011, the revenue and costs related to the sale of mobile phones were registered in promotional prices.

Between 1 July 2011 and March 2013, the Company had in place a system identical to the system of settlements between Tell S.A. and PTK Centertel Sp. z o.o.

This system was changed in March 2013. Currently, the Company receives phones from the Operator as held in trust and has 45 to sell them. If not sold within such period of 45 days, the phones are automatically bought and an invoice is made to the name of Euro-Phone Sp. z o.o. If, consequently, the phone (purchased by the Company after the expiry of the 45 day period) is sold to the client in a selling outlet, the difference between the purchase price and the promotional price is reimbursed on the basis of a correction invoice, i.e. in accordance with the same procedure as before the system change. Transactions with sub-agents are a replication of the operations between the Company and the operator, with a difference that the Company is a party to them and not the Operator.

#### **PLUS network operator - Polkomtel Sp. z o.o.**

PTI Sp. z o.o. acquires phones from the Operator at market prices. After the purchase, the Company incurs a liability in an amount equal to the market price of the phone. At the same time, the Company recognised in its assets an inventory stock valued at the phones' market prices. The Company sells such phones in two variants:

- a sale of the phone directly to the client in a sale outlet

In this case, the sale is made at the promotional price (allowing for a subsidy at the level agreed with the Operator). Thus, the Company makes a loss on this particular transaction. However, immediately after the promotional sale, as agreed with the Operator in the contract, the Operator grants the company a commission in an amount equal to the value of loss incurred at the given transaction. In effect, the transaction has a neutral effect on the Company's financial result, however, it shows a much higher revenue and costs from a similar transaction than other Group companies.

- sale of the phone to a sub-agent, who then sells it to a client in a sale outlet

In this case the sale is made at the original price of purchase from the Operator, but then the process is similar as the one described above, whereby it is the company that sets off the sub-agent's loss on the mobile phone sale transaction to a client by paying an appropriate commission (received earlier from the Operator).

In consequence of such recognition, the phone sale results in relatively high revenue from the sale and high costs of sale when compared to other Group companies.

If all Group companies settled the value of subsidised phones in the same way as Tell S.A, the Group's revenue would amount to in Q3/2013 and Q3/2012, respectively, kPLN 141,734 and kPLN 155,355. The costs of sale in Q3/2013 and Q3/2012 would be, respectively, kPLN 98,765 and kPLN 109,154.

However, if the value of Group's revenue and costs was simulated using the settlement model binding in case of the contract between PTI Sp. z o.o. and Polkomtel Sp. z o.o., the Group's revenue in the third quarter of 2013 and in the third quarter of 2012, would amount to, respectively, kPLN 265,733 and kPLN 294,017. The costs of sale in Q3/2013 and Q3/2012 would be, respectively, kPLN 222,764 and kPLN 193,068.

### **33. Indication of factors which, in the issuer's opinion, will have an influence on its results within the perspective of at least next quarter**

The basic factors which will influence the results to be achieved by the Tell S.A. Group in the nearest future include the demand for mobile phone services, in particular its seasonality (cf. item 4 above) as well as the related level of sale plan performance imposed on the Group Companies by mobile phone operators.

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## QUARTERLY FINANCIAL INFORMATION OF TELL S.A.

### SEPARATE BALANCE SHEET

ASSETS	30/09/2013	30/09/2012	31/12/2012
<b>Fixed assets</b>			
Goodwill	21,298	21,298	21,298
Intangible Fixed Assets	464	581	523
Tangible Fixed Assets	2,401	2,351	2,368
Investment properties			
Interests in subsidiaries	25,636	25,636	25,636
Interests in associates			
Receivables	370	519	351
Financial derivatives			
Other long-term financial assets			
Long-term prepayments	161	207	235
Deferred income tax assets	310	263	462
<b>Fixed assets</b>	<b>50,640</b>	<b>50,855</b>	<b>50,873</b>
<b>Current assets</b>			
Inventories	6,162	5,476	7,516
Receivables from building services contracts			
Trade receivables and other receivables	17,837	18,941	26,720
Current tax assets			
Loans	9,327	7,482	7,482
Financial derivatives			
Other short-term financial assets			
Short-term prepayments	323	396	306
Cash and cash equivalents	420	1,284	6,068
Fixed assets classified as held for trading			
<b>Current assets</b>	<b>34,068</b>	<b>33,580</b>	<b>48,094</b>
<b>Total assets</b>	<b>84,708</b>	<b>84,434</b>	<b>98,967</b>

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SEPARATE BALANCE SHEET (CONT.'D)

EQUITY AND LIABILITIES	30/09/2013	30/09/2012	31/12/2012
<b>Shareholder's equity</b>			
<i>Equity - share of the shareholders of the parent company:</i>			
Share capital	1,022	1,262	1,136
Treasury shares (-)		-8,842	
- Share premium	24,863	24,863	24,863
Other Capitals	1,459	9,902	9,286
Retained profits:			
- retained profit (loss)	18,223	21,471	13,371
- net profit (loss) - share of the parent company shareholders	6,935	6,279	9,963
Equity - share of the shareholders of the parent company	52,503	54,935	58,619
Non-controlling shares			
<b>Shareholder's equity</b>	<b>52,503</b>	<b>54,935</b>	<b>58,619</b>
<b>Liabilities</b>			
<b>Long-term liabilities</b>			
Loans, credits, other debt instruments		1,283	713
Financial lease			
Financial derivatives			
Other liabilities			
Deferred income tax liabilities	4,047	4,047	4,047
Employee benefits liabilities	40	10	40
Other long-term provisions			
Long-term prepayments			
<b>Long-term liabilities</b>	<b>4,087</b>	<b>5,340</b>	<b>4,800</b>
<b>Short-term liabilities</b>			
Trade liabilities and other liabilities	24,644	20,531	30,476
Current tax liabilities	686	606	1,232
Loans, credits, other debt instruments	1,407	1,711	1,711
Financial lease			
Financial derivatives			
Employee benefits liabilities	1,382	1,312	2,113
Other short-term provisions			16
Short-term prepayments			
Liabilities related to fixed assets held for trading			
<b>Short-term liabilities</b>	<b>28,118</b>	<b>24,160</b>	<b>35,548</b>
<b>Total provisions</b>	<b>32,205</b>	<b>29,499</b>	<b>40,348</b>
<b>Total equity and liabilities</b>	<b>84,708</b>	<b>84,434</b>	<b>98,967</b>

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## SEPARATE INCOME STATEMENT

	from 01/07 to 30/09/2013	from 01/01 to 30/09/2013	from 01/07 to 30/09/2012	from 01/01 to 30/09/2012
<b>Continued activities</b>				
<b>Sale revenues</b>	<b>19,736</b>	<b>61,102</b>	<b>15,923</b>	<b>59,467</b>
Revenues from the sale of products				
Revenue from the sale of services	13,887	46,713	13,551	46,419
Revenue from the sale of goods and materials	5,849	14,389	2,372	13,047
<b>Sale costs</b>	<b>10,661</b>	<b>31,587</b>	<b>6,503</b>	<b>31,779</b>
Costs of products sold				
Costs of services sold	5,274	17,928	5,800	20,965
Cost of goods and materials sold	5,387	13,659	704	10,814
<b>Gross profit (loss) on sales</b>	<b>9,075</b>	<b>29,515</b>	<b>9,420</b>	<b>27,687</b>
Sale costs	6,485	19,623	6,381	19,130
Administration costs	1,367	4,382	1,480	4,384
Other operating income	192	319	112	204
Other operating expense	52	533	85	601
Profit (loss) on the sale of subsidiaries (+/-)				
<b>Operating profit (loss)</b>	<b>1,363</b>	<b>5,296</b>	<b>1,586</b>	<b>3,776</b>
Financial income	186	3,089	214	4,003
Financial costs	99	292	91	367
Share in the profit (loss) of companies measured using the equity method (+/-)				
<b>Profit (loss) before taxation</b>	<b>1,450</b>	<b>8,092</b>	<b>1,709</b>	<b>7,412</b>
Income Tax	301	1,157	526	1,133
<b>Net profit (loss) on continued activities</b>	<b>1,149</b>	<b>6,935</b>	<b>1,183</b>	<b>6,279</b>
<b>Discontinued operations</b>				
Net profit (loss) on discontinued operations				
<b>Net profit (loss)</b>	<b>1,149</b>	<b>6,935</b>	<b>1,183</b>	<b>6,279</b>
<b>Net profit (loss) - share of:</b>				
- shareholders of the Parent Company	1,149	6,935	1,183	6,279
- non-controlling parties				

## NET PROFIT (LOSS) PER ORDINARY SHARE (PLN)

		from 01/01 to 30/09/2013		from 01/01 to 30/09/2012
<i>on continued operations</i>				
- basic		1.26		1.00
- diluted		1.26		1.00
<i>on continued and discontinued operations</i>				
- basic		1.26		1.00
- diluted		1.26		1.00

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### SEPARATE COMPREHENSIVE INCOME STATEMENT

	from 01/07 to 30/09/2013	from 01/01 to 30/09/2013	from 01/07 to 30/09/2012	from 01/01 to 30/09/2012
<b>Net profit (loss)</b>	<b>1,149</b>	<b>6,935</b>	<b>1,183</b>	<b>6,279</b>
<b>Other comprehensive income</b>				
Revaluation of fixed assets				
Available-for-sale financial assets:				
- income (loss) recognised in the period as other comprehensive income				
- recognised as profit or loss				
Cash flow hedging instruments:				
- income (loss) recognised in the period as other comprehensive income				
- recognised as profit or loss				
- amounts recognised in the initial value of the hedged items				
Exchange differences on the measurement of foreign operations				
Exchange differences recognised as profit or loss – sale of foreign operations				
Share in other comprehensive income of companies measured using the equity method				
Income tax referred to the other comprehensive income				
Other comprehensive income after taxation				
<b>Comprehensive income</b>	<b>1,149</b>	<b>6,935</b>	<b>1,183</b>	<b>6,279</b>
<b>Comprehensive income - share of:</b>				
- shareholders of the Parent Company	<b>1,149</b>	<b>6,935</b>	<b>1,183</b>	<b>6,279</b>
- non-controlling parties				



Name of the group:	TELL S.A. GROUP		
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### SEPARATE STATEMENT OF CHANGES IN EQUITY

	Equity - share of the parent company shareholders					Non-controlling shares	TOTAL EQUITY
	Share capital	Treasury shares (-)	Share premium	Other capitals	Retained profits		
<b>As at 01/01/2013</b>	<b>1,136</b>		<b>24,863</b>	<b>9,286</b>	<b>23,334</b>		<b>58,619</b>
Changes in accounting policies							
Adjustment of fundamental errors							
<b>Balance after changes</b>	<b>1,136</b>		<b>24,863</b>	<b>9,286</b>	<b>23,334</b>		<b>58,619</b>
Purchase of shares		-7,941				-7,941	-7,941
Redemption of shares	-113	7,941		-7,827		0	0
Option measurement (share-based payment programme)							
Changes in the group structure (transactions with non-controlling parties)							
Profit distribution					-5,111	-5,111	-5,111
Financial result recognised as equity							
<b>Total transactions with shareholders</b>	<b>-113</b>	<b>0</b>		<b>-7,827</b>	<b>-5,111</b>	<b>-13,052</b>	<b>-13,052</b>
Net profit for the period from 01/01 to 30/09/2013					6,935	6,935	6,935
Other comprehensive income after taxation in the period from 01/01 to 30/09/2013							
<b>Total comprehensive income</b>					<b>6,935</b>	<b>6,935</b>	<b>6,935</b>
Transfer to retained profits (sale of revalued fixed assets)							
<b>As at 30/09/2013</b>	<b>1,022</b>	<b>0</b>	<b>24,863</b>	<b>1,459</b>	<b>25,158</b>	<b>52,503</b>	<b>52,503</b>

Name of the group:	TELL S.A. GROUP		
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#### SEPARATE STATEMENT OF CHANGES IN EQUITY (CONTINUED)

	Equity - share of the parent company shareholders					Non-controlling shares	TOTAL EQUITY
	Share capital	Treasury shares (-)	Share premium	Other capitals	Retained profits		
<b>As at 01/01/2012</b>	<b>1,262</b>		<b>24,863</b>	<b>9,902</b>	<b>21,471</b>	<b>57,498</b>	<b>57,498</b>
Changes in accounting policies							
Adjustment of fundamental errors							
<b>Balance after changes</b>	<b>1,262</b>		<b>24,863</b>	<b>9,902</b>	<b>21,471</b>	<b>57,498</b>	<b>57,498</b>
<b>Changes in equity in the period from 01/01 to 30/09/2012</b>							
Purchase of shares		-8,842				- 8,842	- 8,842
Issue of shares in relation with the option exercise (share-based payment programme)							
Option measurement (share-based payment programme)							
Changes in the group structure (transactions with non-controlling parties)							
Dividends							
Financial result recognised as equity							
Total transactions with shareholders		-8,842				- 8,842	- 8,842
Net profit for the period from 01/01 to 30/09/2012					6,279	6,279	6,279
Other comprehensive income after taxation in the period from 01/01 to 30/09/2012							
Total comprehensive income					6,279	6,279	6,279
Transfer to retained profits (sale of revalued fixed assets)							
<b>As at 30/09/2012</b>	<b>1,262</b>	<b>-8,842</b>	<b>24,863</b>	<b>9,902</b>	<b>27,750</b>	<b>54,935</b>	<b>54,935</b>

Name of the group:	TELL S.A. GROUP		
Period covered by the financial statements:	01/01/2013 – 30/09/2013	Reporting currency:	Polish zloty (PLN)
Rounding up/down level:	all values are expressed in thousands of Polish zlotys (kPLN), unless otherwise indicated		

#### SEPARATE STATEMENT OF CHANGES IN EQUITY (CONTINUED)

	Equity - share of the parent company shareholders					Non-controlling shares	TOTAL EQUITY
	Share capital	Treasury shares (-)	Share premium	Other capitals	Retained profits		
<b>As at 01/01/2012</b>	<b>1,262</b>		<b>24,863</b>	<b>9,902</b>	<b>21,471</b>		<b>57,498</b>
Changes in accounting policies							
Adjustment of fundamental errors							
<b>Balance after changes</b>	<b>1,262</b>		<b>24,863</b>	<b>9,902</b>	<b>21,471</b>		<b>57,498</b>
<b>Changes in equity in the period from 01/01 to 31/12/2012</b>							
Share purchase and share redemption	-126			-8,716			-8,842
Issue of shares in relation with the option exercise (share-based payment programme)							
Option measurement (share-based payment programme)							
Changes in the group structure (transactions with non-controlling parties)							
Dividends							
Financial result recognised as other capital				8,100	- 8,100		
<b>Total transactions with shareholders</b>	<b>-126</b>			<b>-616</b>	<b>-8,100</b>		<b>-8,842</b>
Net profit for the period from 01/01 to 31/12/2012					9,963		9,963
Other comprehensive income after taxation in the period from 01/01 to 31/12/2012							
<b>Total comprehensive income</b>					<b>9,963</b>		<b>9,963</b>
Transfer to retained profits (sale of revalued fixed assets)							
<b>As at 31/12/2012</b>	<b>1,136</b>		<b>24,863</b>	<b>9,286</b>	<b>23,334</b>		<b>58,619</b>

Name of the group:	TELL S.A. GROUP		
Period covered by the financial statements:	01/01/2013 – 30/09/2013	Reporting currency:	Polish zloty (PLN)
Rounding up/down level:	all values are expressed in thousands of Polish zlotys (kPLN), unless otherwise indicated		

## SEPARATE CASH FLOW STATEMENT

	from 01/07 to 30/09/2013	from 01/01 to 30/09/2013	from 01/07 to 30/09/2012	from 01/01 to 30/09/2012
<b>Cash flow from operating activity</b>				
<b>Profit (loss) before taxation</b>	<b>1,450</b>	<b>8,092</b>	<b>1,709</b>	<b>7,412</b>
<b>Adjustments:</b>				
Depreciation of tangible fixed assets	272	806	285	774
Change in the fair value of investment properties				
Change in the fair value of financial assets (liabilities measured at fair value through profit or loss)				
Cash flow hedging instruments transferred from equity				
Impairment loss on financial assets				
Profit (loss) on the sale of non-financial fixed assets	10	28		68
Profit (loss) on the sale of financial assets (other than derivatives)				
Exchange difference gains/losses				
Interest expense	99	292	91	367
Interest and dividend income	-186	-3,089	-214	-4,003
Cost of share-based payments (incentive programmes)				
Share in the profit (loss) of associate companies				
Other adjustments				
Total adjustments	195	-1,963	162	-2,794
Change in inventories	-89	1,354	1,876	4,347
Change in receivables	2,634	8,865	7,853	16,320
Change in liabilities	-961	-10,985	-16,916	-25,153
Change in provisions and prepayments	-32	-649	73	-405
Change in building contracts				
Changes in working capital	1,552	-1,415	-7,115	-4,891
Inflows (outflows) from the settlement of derivatives				
Interest paid on operating activities				
Taxes paid	-119	-1,550	-48	-341
<b>Net cash flow from operating activity</b>	<b>3,078</b>	<b>3,164</b>	<b>-5,292</b>	<b>-615</b>

Name of the group:	TELL S.A. GROUP		
Period covered by the financial statements:	01/01/2013 – 30/09/2013	Reporting currency:	Polish zloty (PLN)
Rounding up/down level:	all values are expressed in thousands of Polish zlotys (kPLN), unless otherwise indicated		

### SEPARATE CASH FLOW STATEMENT (CONTINUED)

	from 01/07 to 30/09/2013	from 01/01 to 30/09/2013	from 01/07 to 30/09/2012	from 01/01 to 30/09/2012
<b>Cash flow from investment activity</b>				
Expenses to purchase fixed assets	-476	-865	-441	-738
Inflows from the sale of fixed assets	6	58		73
Expenses to purchase investment properties				
Inflows from the sale of investment properties				
Net expenses to purchase subsidiaries				
Net inflows from the sale of subsidiaries				
Received repayments of loans granted	3,350	8,530	1000	5,800
Loans granted	-2,650	-10,330		-3,500
Expenses to purchase other financial assets				
Inflows from the sale of other financial assets				
Inflows from government subsidies received				
Interest income	146	535	214	847
Dividend income		2,509		3,156
<b>Net cash flow from investing activity</b>	<b>376</b>	<b>437</b>	<b>773</b>	<b>5,637</b>
<b>Cash flow from financial activity</b>				
Net inflows from the issue of shares				
Purchase of treasury shares		-7,941	-8,842	-8,842
Transactions with non-controlling parties, with no loss of control				
Inflows from debt securities in issue				
Redemption of debt securities				
Inflows from loans and credits contracted				
Repayment of loans and advances	-3,139	-1,017	-428	-1,286
Repayment of financial lease liabilities				
Interest paid	-99	-292	-91	-367
Dividends paid				
<b>Net cash flow from financial activity</b>	<b>-3,238</b>	<b>-9,249</b>	<b>-9,361</b>	<b>-10,494</b>
<b>Net change in cash and cash equivalents</b>	<b>217</b>	<b>-5,649</b>	<b>-13,880</b>	<b>-5,472</b>
Cash and cash equivalents at period beginning	203	6,068	15,164	6,756
Exchange differences				
<b>Cash and cash equivalents at period end</b>	<b>420</b>	<b>420</b>	<b>1,284</b>	<b>1,284</b>

Name of the group:	TELL S.A. GROUP		
Period covered by the financial statements:	01/01/2013 – 30/09/2013	Reporting currency:	Polish zloty (PLN)
Rounding up/down level:	all values are expressed in thousands of Polish zlotys (kPLN), unless otherwise indicated		

## EXPLANATORY NOTES TO THE QUARTERLY SEPARATE FINANCIAL STATEMENTS

### 34. Brief description of the issuer's successes or failures in the period this report refers to, with an indication of the most important events concerning the issuer

#### Size of the Sale Network.

The average number of Orange outlets where the sale of PTK Centertel Sp. z o.o. services is conducted amounted to 177 in the third quarter of 2013 (as at 30/09/2013 - 175 outlets), when compared to the average number of the third quarter of 2012 being 189 outlets (as at 30/09/2012 - 186 outlets).

#### Separate results of TELL S.A. on current operations.

The revenue from sale of TELL SA in the third quarter of 2013 amounted to kPLN 19,736 and were 23.9% higher than in the corresponding period of the previous year, whereby the growth is a result of the increase in the revenue from the sale of subscription phones - non-margin sale. However the commission income is comparable to the results of the previous year. After three quarters of 2013, the YTD revenue from the sale amounted to kPLN 61.102 and decreased by 2.8% when compared to the three quarters of 2012.

The operating profit for the third quarter of 2013 amounted to kPLN 1,363 and was lower by 14.1% than in the corresponding period of previous year. After three quarters of 2013, the YTD operating profit amounted to kPLN 5,296 and was higher by 40.2% than in the corresponding period of 2012.

EBITDA of the third quarter of 2013 amounted to kPLN 1,635 and was lower by 12.6% than in the previous year. After three quarters of 2013, the YTD EBITDA amounted to kPLN 6,101 and was higher by 34.1% than in the corresponding period of 2012.

The net profit of the third quarter of 2013 was kPLN 1,149 and was lower than in corresponding period of the previous year by 2.9%. After three quarters of 2013, the YTD net profit amounted to kPLN 6,935 and increased by 10.4% when compared to the three quarters of 2012.

### 35. Other information required by law (selected financial data converted into EUR)

In the periods covered by these abbreviated quarterly financial statements, the following exchange rates of PLN and EUR published by the National Bank of Poland were used:

- the exchange rate in force on the last day of the reporting period: 30/09/2013 4.2163 PLN/EUR, 30/09/2012 4.1138 PLN/EUR,
- average exchange rate in the period, calculated as an arithmetic mean of the exchange rates in force on the last day of each month in the period: from 01/01 to 30/09/2013 - 4.2231 PLN/EUR, from 01/01 to 30/09/2012 – 4.1948 PLN/EUR.

Basic items of the separate balance sheet, separate income statement and the separate cash flow statement as converted into EUR are presented in the table below:

	from 01/01 to 30/09/2013	from 01/01 to 30/09/2012	from 01/01 to 30/09/2013	from 01/01 to 30/09/2012
	in k PLN		in k EUR	
<b>Income statement</b>				
Sale revenues	61,102	59,467	14,468	14,176
Operating profit (loss)	5,296	3,776	1,254	900
Profit (loss) before taxation	8,092	7,412	1,916	1,767
Net profit (loss)	6,935	6,279	1,642	1,497
Net profit (loss) - share of the shareholders of the parent company	6,935	6,279	1,642	1,497
Earnings per share (PLN; EUR)	1.26	1.00	0.30	0.24
Diluted earnings per share (PLN; EUR)	1.26	1.00	0.30	0.24
Average exchange rate PLN / EUR in the period	X	X	4.2231	4.1948
<b>Cash Flow Statement</b>				
Net cash flow from operating activity	3,164	-615	749	-147
Net cash flow from investing activity	437	5,637	103	1,344

Name of the group:	TELL S.A. GROUP		
Period covered by the financial statements:	01/01/2013 – 30/09/2013	Reporting currency:	Polish zloty (PLN)
Rounding up/down level:	all values are expressed in thousands of Polish zlotys (kPLN), unless otherwise indicated		

Net cash flow from financial activity	-9,249	-10,494	-2,190	-2,502
Net change in cash and cash equivalents	-5,649	-5,472	-1,338	-1,304
Average exchange rate PLN / EUR in the period	X	X	4.2231	4.1948
	<b>30/09/2013</b>	30/09/2012	<b>30/09/2013</b>	30/09/2012
	<b>in k PLN</b>		<b>in k EUR</b>	
<b>Balance sheet</b>				
Assets	84,708	84,434	20,091	20,525
Long-term liabilities	4,087	5,340	969	1,298
Short-term liabilities	28,118	24,160	6,669	5,873
Shareholder's equity	52,503	54,935	12,452	13,354
Equity - share of the parent company shareholders	52,503	54,935	12,452	13,354
PLN / EUR exchange rate at period end	X	X	4.2163	4.1138

### 36. Approval for publication

The consolidated quarterly financial statements made for the period of 9 months ended on 30/09/2013 (including comparable data) have been approved for publication by the Parent Company's Management Board on 28 October 2013.

Signatures of all Management Board Members

Date	Name and surname	Position	Signature
28 October 2013	Rafał Stempniewicz	President of the Management Board	
28 October 2013	Stanisław Górski	Member of the Management Board	
28 October 2013	Robert Krasowski	Member of the Management Board	