



# Grant Thornton

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## Opinion of an independent chartered auditor

Grant Thornton Frąckowiak Spółka  
z ograniczoną odpowiedzialnością sp. k.  
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To the Shareholders of Tell Spółka Akcyjna

- 1 We have audited the attached consolidated financial statements of the Group where the parent company is (Parent Company) with registered office in Poznań, ul. Forteczna 19a, comprising: the consolidated statement of financial position made as at 31 December 2014, the consolidated statement of profit or loss, consolidated statement of comprehensive financial position and other comprehensive income, consolidated statement of changes in equity, consolidated cash flow statement for the period from 01 January 2014 to 31 December 2014, supplementary notes on the accounting policies adopted as well as other explanatory notes.
- 2 The preparation of the consolidated financial statements and the report on the activities of the Group in accordance with the legal regulations in force is the responsibility of the Management Board of the Parent Company. The Management Board and members of the Supervisory Board of the Parent Company are obliged to ensure that the consolidated financial statements as well as the report on the activities of the Group meet the requirements laid down in the Accounting Act of 29 September 1994 (consolidated text in *Journal Dz. Laws of 2013* item 330 as amended) (the "Accounting Act").
- 3 Our task was to audit the attached consolidated financial statements and give our opinion, on the basis of the audit, as to whether or not they are compliant with the adopted accounting policies and present fairly and reliably all the information material for the assessment of the economic and financial position as well as the financial result of the Group.

Audit - Taxes - Outsourcing - Consulting  
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Grant Thornton Frąckowiak Spółka z ograniczoną odpowiedzialnością sp. k. Entity authorised to audit financial statements No. 3654. General Partner: Grant Thornton Frąckowiak Sp. z o.o. Management Board of the General Partner: Cecylia Pol - President of the Management Board, Tomasz Wróblewski - Vice-President of the Management Board.  
Address of the registered office: 61-131 Poznań, ul. Abpa Antoniego Baraniaka 88 E. NIP: 778-14-76-013, Statistical No. (REGON): 301591100, Bank account: 18 1750 1019 0000 0000 0098 2229. District Court Poznań – Nowe Miasto i Wilda in Poznań, VIII Commercial Division, National Court Register No. KRS 0000369868.

The audit of the attached financial statements was prepared in accordance with:

- the provisions of Chapter 7 of the Accounting Act,
- Polish financial auditing standards issued by the National Board of Chartered Auditors.

The audit was planned and carried out so as to gain reasonable certainty that the audited consolidated financial statements do not contain any material irregularities. The audit included the verification - mainly on a test basis - of the book-keeping entries and evidence confirming the values and information contained in the audited financial statements. The audit comprised also the assessment of the accounting policies applied by the related parties, significant estimates made by the Management Board of the Parent company as well as the general presentation of the consolidated financial statements. We believe that the audit provided us with a sufficient base to express our opinion on the consolidated financial statements.

- 4 In our opinion, the audited consolidated financial statements in all material aspects:
  - present fairly and reliably the information material for the assessment of the assets and the financial position of the Group as at 31 December 2014 as well as its financial result for the financial year from 01 January 2014 to 31 December 2014,
  - have been made in accordance with the International Accounting Standards, the International Financial Reporting Standards as well as related interpretations as published by the European Commission in the form of regulations, and in the scope not governed by these Standards - pursuant to the provisions of the Accounting Act and the executive regulations issued on its basis
  - is compliant with the legal regulations binding the Group and relevant to the text of the consolidated financial statements.
  
- 5 Without any qualifications as to the reliability and fairness of the audited consolidated financial statements, we would like to draw the attention to the following issue: The Group Companies receive subsidies for telecommunication equipment sold at promotional prices from telecommunication operators. Methods of settling such subsidies differ depending on the operator, however they do not have any impact on the presented financial result. The impact of the settlement of subsidies on the consolidated financial statements was presented in Supplementary Notes to the consolidated financial statements, in the part describing the principles of accounting revenue on sales.



- 6 We have read the report on the activities of the Group in the period from 01 January 2014 to 31 December 2014 prepared by the Management Board of the Parent Company.
- In our opinion, this report allows for the provisions of art. 49 clause 2 of the Accounting Act and the Regulation of the Minister of Finance of 19 February 2009 on current and periodical information to be disclosed by security issuers and on conditions of recognition of information required by the laws of a state that is not a member-state (consolidated text in Dz. of Laws of 2014, item 133) The values and information contained in the report and derived from the audited consolidated financial statements are compliant therewith.

Elżbieta Grześkowiak



Chartered Auditor No. 5014  
Key Chartered Auditor conducting the audit on behalf of  
Grant Thornton Frąckowiak Spółka z ograniczoną odpowiedzialnością sp. k.  
Poznań, ul. Abpa Antoniego Baraniaka 88 E, Entity authorised to audit financial statements No.  
3654

Poznań, 16 March 2015.



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## Report on the audit of the financial statements for 2014

### Tell S.A. Group

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Grant Thornton Frąckowiak Spółka z ograniczoną odpowiedzialnością sp. k. Entity authorised to audit financial statements No. 3654. General Partner: Grant Thornton Frąckowiak Sp. z o.o. Management Board of the General Partner: Cecylia Pol - President of the Management Board, Tomasz Wróblewski - Vice-President of the Management Board.  
Address of the registered office: 61-131 Poznań, ul. Abpa Antoniego Baraniaka 88 E. NIP: 778-14-76-013, Statistical No. (REGON): 301591100. Bank account: 18 1750 1019 0000 0000 0098 2229. District Court Poznań – Nowe Miasto i Wilda in Poznań, VIII Commercial Division, National Court Register No. KRS 0000369868.

## 1 Information about the Parent Company

The Parent Company in the Group is Tell Spółka Akcyjna. The Parent Company was established on 15 November 2004. The duration of the Parent Company is unlimited. The registered office of the Parent Company is in Poznań, ul. Forteczna 19a.

The basic objects of the business of the Parent Company are as follows:

- retail sale of telecommunications equipment,
- wholesale of electronic and telecommunications equipment and parts.

The objects of business of subsidiaries are related to the business of the Parent Company. On

30 November 2004, the Parent Company was 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 of the National Court Register under number KRS 0000222514.

The Parent Company was assigned the following VAT No. (NIP): 7791580574 and statistical No. (REGON): 630822208. The share capital of the Parent Company as at the financial year

end, i.e. 31 December

2014 amounted to kPLN 1,022. The equity of the Group as at the same date amounted to kPLN 56,645.

In accordance with Note 28.2 to the financial statements made as at 31 December 2014, the ownership structure of the Company's share capital was as follows:

Shareholder	Number of shares	Number of votes	Par value of share	Percentage of share capital
Neo Fund 1 Sp. z o.o.	1,418,840	2,640,544	283,768	27.76%
Waldemar Ziomek	453,648	613,256	90,730	8.88%
AVIVA Investors FIO AVIVA Investors SFIO	657,672	657,672	131,534	12.87%
MS Investments spółka z ograniczoną odpowiedzialnością spółka komandytowa	530,032	530,032	106,006	10.37%
Quercus Parasolowy SFIO Quercus Absolute Return FIZ	877,179	877,179	175,436	17.16%
Other	1,173,476	1,173,476	234,695	22.96%
<b>Total</b>	<b>5,110,847</b>	<b>6,492,159</b>	<b>1,022,169</b>	<b>100.00%</b>

In accordance with Note 28.2 to the financial statements made as at 31 December 2013, the ownership structure of the Company's share capital was as follows:

Shareholder	Number of shares	Number of votes	Par value of share	Percentage of share capital
Neo Fund 1 Sp. z o.o.	1,157,970	2,315,940	231,594	22.66%
V Group S.A.	529,093	529,093	105,819	10.35%
Waldemar Ziomek	453,648	613,256	90,730	8.88%
AVIVA Investors FIO AVIVA Investors SFIO	657,672	657,672	131,534	12.87%
Quercus Parasolowy SFIO Quercus Absolute Return FIZ	877,179	877,179	175,436	17.16%
Other	1,435,285	1,499,019	287,057	28.08%
<b>Total</b>	<b>5,110,847</b>	<b>6,492,159</b>	<b>1,022,169</b>	<b>100.00%</b>

In accordance with the share book entries as at 16 March 2015, in the period between 01 January 2014 and 31 December 2014 and after the balance sheet date until the date the financial statements were signed, there were changes in the shareholding structure of the Company. The changes were presented in Note 28.2 to the financial statements of the Company made as at 31 December 2014 as well as described herein below.

On 18 December 2014, the Extraordinary General Meeting of Shareholders adopted a resolution on the increase of the share capital and on amendments to the Articles of Association. The share capital was increased by PLN 355,538.40 by an issue of 1,777,692 new series C bearer shares. The issue price was established at PLN 13 per share.

The share issue was made by means of a private subscription addressed to OEX Spółka Akcyjna with registered office in Warsaw. On 5 March 2015, the shares were subscribed in exchange for non-cash contribution (Contribution in Kind) in the form of:

- 163,517,500 ordinary shares in Cursor S.A., constituting 100% of the total number of votes at the general meeting of shareholders,
- 592 equal shares in Divante, which constitute 51.03% of the total number of votes at the general meeting of shareholders of that company.

By the date the financial statements were signed, the above-mentioned share capital increase had not been registered. The Company is a parent company of the Tell Spółka Akcyjna Group.

The Management Board of the Parent Company as at 16 March 2015 (the day the consolidated financial statements were signed) was as follows:

- Rafal Stempniewicz – President of the Management Board,
- Robert Krasowski - Member of the Management Board,
- Stanisław Górski - Member of the Management Board.

In the period from 01 January 2014 to 16 March 2015, the Management Board of the Company did not change.

## 2 Composition of the Group

As at 31 December 2014, the Tell S.A. Group comprised the following subsidiaries:

Name of company	Consolidation method	Type of opinion on the financial statements	Name of entity that audited the financial statements	Balance sheet date at which the financial statements were made
Euro-Phone 2014 Sp. z o.o.	full consolidation	unqualified	Grant Thornton Frąckowiak Spółka z ograniczoną odpowiedzialnością sp. k.	31 December roku
PTI 2014 Sp. z o.o.	full consolidation	unqualified	Grant Thornton Frąckowiak Spółka z ograniczoną odpowiedzialnością sp. k.	31 December roku

When compared to the previous year, there were no changes as regards the scope of companies subject to consolidation.

In 2013, the Parent Company held 30% of shares in Toys4Boys.pl Sp. z o.o. The associated company was not consolidated using the equity method due to its insignificance when compared to the data of the consolidated financial statements of the Group.

### **3 Consolidated financial statements for the previous year**

The financial statements of the Company for the financial year ended on 31 December 2013 (previous financial year) were audited by Grant Thornton Frąckowiak Spółka z ograniczoną odpowiedzialnością sp. k., on behalf of which acted Elżbieta Grzeškowiak, chartered auditor No. 5014. The auditor made an unqualified opinion on the audited financial statements with explanation.

The consolidated financial statements of the Group for the financial year ended on 31 December 2013 was approved by the General Meeting of Shareholders of the Parent Company on 03 June 2014.

The consolidated financial statements of the Group for the financial year ended on 31 December 2013 (previous financial year), along with the opinion of the chartered auditor, resolution of the General Meeting of Shareholders on the approval of the consolidated financial statements and the report on the activities of the Group were filed with the National Court Register on 04 November 2014.

### **4 Information on the entity authorised to audit and the chartered auditor**

Grant Thornton Frąckowiak Spółka z ograniczoną odpowiedzialnością sp. k. with registered office in Poznań, ul. Abpa Antoniego Baraniaka 88 E, is an entity authorised to audit financial statements entered into the list of the Polish Board of Chartered Auditors under number 3654.

On behalf of Grant Thornton Frąckowiak Spółka z ograniczoną odpowiedzialnością sp. k. the audit of the consolidated financial statements of the Group was managed by Elżbieta Grzeškowiak, chartered auditor No. 5014.

Grant Thornton Frąckowiak Spółka z ograniczoną odpowiedzialnością sp. k. was appointed on 28 April 2014 to audit the consolidated financial statements of the Group for the financial year ended on 31 December 2014 by the Supervisory Board.

The audit of the consolidated financial statements was conducted in accordance with the contract made on 17 June 2014 with the Management Board of the Parent Company.

### **5 Audit scope and date**

The purpose of our audit was to express a written opinion and draw up a report on whether the consolidated financial statements for the financial year ended on 31 December 2014 presents fairly and reliably in all material aspects the assets and financial situation as well as the financial result of the Group in accordance with the accounting policies resulting from the International Accounting Standards, International Financial Reporting Standards and related interpretations as published in the form of regulations by the European Commission, and in the scope not regulated therein - in accordance with the requirements of the Accounting Act of 29 September 1994 (consolidated text: *Journal Laws* of 2013 item 330 as amended) and executive regulations thereto.

During the audit of particular items of the consolidated financial statements and the consolidation documentation, we used tests and samples as appropriate for a financial audit. On the basis of the results of such tests and samples, we drew conclusions as to the correctness of the audited items.

Our audit did not deal with issues that do not have any influence on the consolidated financial statements audited by us.

The audit of the Group's consolidated financial statements for the financial year ended on 31 December 2014 was conducted by us in the period from 09 February 2015 to 16 March 2015, including audits on site at the registered office of the Parent Company from 10 February 2015 to 13 February 2015.

## **6 Declaration of independence**

Grant Thornton Frąckowiak Spółka z ograniczoną odpowiedzialnością sp. k., members of the Management Board of the General Partner, the network of which the entity authorised to audit is a member, the chartered auditor in charge of the audit and all other persons participating in the audit meet the conditions to express an impartial and independent opinion on the audited consolidated financial statements of the Group as defined in art. 56 of the Chartered Auditors and Their Self-Government Bodies, Entities Authorised to Audit Financial Statements and Public Supervision Act of 7 May 2009 (*Journal of Laws* No. 77, item 649, as amended).

## **7 Availability of data and statements received**

The Management Board of the Parent Company provided us with a written statement dated 16 March 2015 on the completeness, reliability and fairness of the audited consolidated financial statements and on the fact that between the balance sheet date and the date of completion of the audit there were no events that could have a material influence on the assets and financial position of the Group

and would require the disclosure in the consolidated financial statements. The Management Board of the Parent Company confirmed its responsibility for the signed consolidated financial statements and stated that it provided us, during the audit, with all financial statements of the consolidated companies, the consolidation documentation, information and other required documents as well as gave us explanations necessary for us to express our opinion on the audited consolidated financial statements.

We believe that the evidence we received provided us with a sufficient base to express our opinion on the consolidated financial statements, consequently there was no limitation as to the scope of our audit.



## 8. Consolidated statement of financial position

ASSETS (in kPLN)	31/12/2014	31/12/2013	31/12/2012
<b>FIXED ASSETS</b>	<b>64,931</b>	<b>66,288</b>	<b>66,193</b>
Intangible fixed assets	593	779	957
Goodwill	57,581	57,581	57,581
Tangible fixed assets	4,917	4,400	4,133
Interests in related parties	-	1,287	1,287
Long-term receivables	1,005	979	1,001
Deferred income tax assets	836	1,133	999
Long-term prepayments	-	129	235
<b>CURRENT ASSETS</b>	<b>54,258</b>	<b>56,536</b>	<b>68,757</b>
Inventories	12,745	11,477	10,744
Trade receivables and other receivables	40,657	44,175	48,015
Accruals and prepayments	294	285	377
Financial assets	27	6	268
Cash and cash equivalents	535	593	9,352
<b>TOTAL ASSETS:</b>	<b>119,189</b>	<b>122,823</b>	<b>134,950</b>
<b>SHAREHOLDERS' EQUITY</b>	<b>56,645</b>	<b>55,725</b>	<b>60,206</b>
Equity - share of the parent company shareholders	56,645	55,725	60,206
Non-controlling shares	-	-	-
<b>LONG-TERM LIABILITIES</b>	<b>7,382</b>	<b>7,545</b>	<b>9,133</b>
Loan liabilities	-	460	2,339
Employee benefits liabilities	72	68	74
Deferred tax liabilities	7,309	7,017	6,720
<b>SHORT-TERM LIABILITIES</b>	<b>55,162</b>	<b>59,553</b>	<b>65,611</b>
Loan liabilities	5,095	6,670	3,373
Trade liabilities and other	45,980	47,081	56,500
Income tax liabilities	596	1,570	1,232
Employee benefit liabilities	3,492	4,231	4,410
Other short-term provisions	-	-	96
<b>TOTAL EQUITY AND LIABILITIES:</b>	<b>119,189</b>	<b>122,823</b>	<b>134,950</b>

**9. Consolidated statement of profit or loss**

(in kPLN)	2014	2013	2012
<b>CONTINUED ACTIVITIES</b>			
Sale revenues	248,632	263,865	293,165
Basic operating expenses	238,337	250,445	279,104
Other operating income	1,428	641	510
Other operating expense	931	2,546	2,029
<b>Operating profit (loss)</b>	<b>10,792</b>	<b>11,515</b>	<b>12,541</b>
Financial income	76	147	490
Financial costs	2,871	761	909
<b>Profit (loss) before taxation</b>	<b>7,997</b>	<b>10,901</b>	<b>12,122</b>
Income Tax	1,966	2,330	2,806
<b>Net profit (loss) on continued activities</b>	<b>6,031</b>	<b>8,571</b>	<b>9,316</b>
<hr/>			
Net profit (loss) on discontinued operations		-	-
<b>Net profit (loss)</b>	<b>6,031</b>	<b>8,571</b>	<b>9,316</b>
<b>Net profit (loss) - share of:</b>	<b>6,031</b>	<b>8,571</b>	<b>9,316</b>
- shareholders of the Parent Company			
- non-controlling interests			

**10 Consolidated statement of financial position and other comprehensive income**

(in kPLN)	2014	2013	2012
<b>Net profit (loss)</b>	<b>6,031</b>	<b>8,571</b>	<b>9,316</b>
<hr/>			
<b>Items not carried as profit or loss</b>			
Revaluation of fixed assets			
Income tax referred to items not carried as profit or loss			
<hr/>			
<b>Items carried as profit or loss</b>			
Available-for-sale financial assets			
Cash flow hedging instruments			
Exchange differences on the measurement of foreign operations			
Exchange differences transferred to the financial result - sale of foreign operations			
Income tax referred to items carried as profit or loss			
<hr/>			
<b>Other comprehensive income after taxation</b>			
<b>Comprehensive income</b>	<b>6,031</b>	<b>8,571</b>	<b>9,316</b>
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- shareholders of the Parent Company	<b>6,031</b>	<b>8,571</b>	<b>9,316</b>

## 11 Basic data and financial ratios

Below are presented selected data and financial ratios for the years 2012, 2013 and 2014, which describe the financial position of the Group in these periods. All ratios were calculated on the basis of data taken from the consolidated financial statements of the Group for the years ended on 31 December 2013 and 31 December 2014.

Ratio	Calculation formula	Ratio value		
		2014	2013***	2012***
revenue from sale (kPLN)		248,632	263,865	293,165
net financial result ** (kPLN)		6,031	8,571	9,316
equity ** (kPLN)		56,645	55,725	60,206
total assets (kPLN)		119,189	122,823	134,950
ROA (%)	net financial result / total assets at period end	5.1	6.9	6.9
ROE (%)	net financial result / equity at period beginning	10.8	14.2	15.6
ROS (%)	net profit from sale / sale revenue	4.1	5.1	4.8
Liquidity I	total current assets / short-term liabilities	1.0	1.0	1.0
Liquidity III	cash / short-term liabilities	0.01	0.01	0.14
stability of the financing structure	(equity + long-term liabilities) / total equity&liabilities	53.7	51.5	51.4
assets to debt ratio (%)	(total equity&liabilities - equity) / total equity&liabilities	52.5	54.6	55.4
Inflation ratios:				
average annual (%)		0.0	0.9	4.3
from December to December (%)		-1.0	0.7	4.6

## 12 Going Concern

On page 12 of the supplementary notes to the audited consolidated financial statements of the Group for the year ended on 31 December 2014, the Management Board of the Parent Company informed that the financial statements of the Parent Company and the financial statements of the subsidiaries which were the basis for the preparation of the consolidated financial statements, were drawn up in accordance with the going concern principle, i.e. an assumption that the Company would continue its business for the period of time not shorter than 12 months after 31 December 2014 and that there were no circumstances which would indicate any threat to the going concern of the Parent Company or its subsidiaries.

During the audit we did not note any material circumstances which would allow us to conclude that the Parent Company might not continue its business for at least 12 months after the balance sheet date, i.e. 31 December 2014, in effect of intentional or forced discontinuation or material curtailment of its business.

### **13 Financial year**

The financial statements of all Group companies, which were the basis for the preparation of the consolidated financial statements, were made as at 31 December 2014 and comprise financial data for the reporting period from 01 January 2014 to 31 December 2014.

### **14 Accounting policies and financial data presentation method**

In supplementary notes to the consolidated financial statements for the year ended on 31 December 2014, the Management Board of the Parent Company presented the Group's accounting policies and the financial data presentation method. In the period covered by the consolidated financial statements, there were no changes in the Group's accounting policies and financial data presentation method.

### **15 Goodwill on consolidation and profit from an occasional purchase**

The consolidation goodwill determination principles, goodwill impairment principles and information allowing the assessment of changes in the carrying amount of the goodwill in the period from 1 January 2014 to 31 December 2014 were disclosed in the supplementary notes to the consolidated financial statements.

### **16 Shareholder's equity**

The equity disclosed in the consolidated balance sheet as at 31 December 2014 is compliant with the consolidation documentation. As at 31 December 2014, there were no non-controlling shares. The financial data concerning equity were presented in Note 28.2 of the supplementary notes to the consolidated financial statements.

### **17 Consolidation exclusions**

Exclusions from consolidation concerning consolidated companies:

- mutual settlements (receivables and liabilities),
- internal turnover (revenue and expenses),
- results not realised by the consolidated companies, included in the value of their assets,
- dividends

are compliant with the consolidation documentation.

## **18 Sale of shares in a related party**

In the financial year ended on 31 December 2014, the Group did not dispose any shares in related parties.

## **19 Completeness and correctness of the consolidation documentation**

In consequence of the audit, we concluded that the consolidation documentation is - in all material aspects - complete and correct and its meets the material conditions to be satisfied by consolidation documentation. In particular, this refers to consolidation exclusions.

## **20 Structure of assets and liabilities & equity of the consolidated balance sheet**

The structure of assets and equity & liabilities of the Group is presented in the consolidated financial statement for the year ended on 31 December 2014. The data disclosed in the consolidated financial statements are compliant with the consolidation documentation.

## **21 Items influencing the financial result of the Group**

The characteristics of items influencing the Group's financial result were presented in the audited consolidated financial statements for the year ended on 31 December 2014. The data disclosed in the consolidated financial statements are compliant with the consolidation documentation.

## **22 Additional information about the adopted accounting principles and other supplementary notes**

Supplementary notes about the adopted accounting policies and other supplementary notes to the consolidated financial statements for the financial year ended on 31 December 2014 were prepared in all material aspects in accordance with the accounting policies as resulting from the International Accounting Standards, the International Financial Reporting Standards as well as related interpretations published in the form of regulations of the European Commission, and in the scope not regulated therein - from the requirements of the Accounting Act and executive regulations thereto.

## 23 Report on the activities of the Group

We have read the report of the Management Board of the Parent Company on the activities of the Group in the financial year ended on 31 December 2014. The information therein contained derived from the audited consolidated financial statements for the financial year ended on 31 December 2014 are compliant therewith. The report on the activities of the Group allows for the provisions of art. 49 clause 2 of the Accounting Act and the Regulation of the Minister of Finance of 19 February 2009 on current and periodical information to be disclosed by security issuers and on conditions of recognition of information required by the laws of a state that is not a member-state (consolidated text: *Journal of Laws* of 2014, item 133)

This report contains 11 pages.

Elżbieta Grześkowiak



Chartered Auditor No. 5014

Key Chartered Auditor conducting the audit on behalf of

Grant Thornton Frąckowiak Spółka z ograniczoną odpowiedzialnością sp. k.

Poznań, ul. Abpa Antoniego Baraniaka 88 E, Entity authorised to audit financial statements No. 3654

Poznań, 16 March 2015.