

**HALF-YEARLY REPORT OF THE MANAGEMENT  
BOARD ON THE ACTIVITIES OF  
TELL S.A. AND THE TELL S.A. GROUP**

Poznań, 20 August 2012

**The Tell S.A. Group**  
Half-yearly report of the Management Board on the activities

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**1. Basic information about the Parent Company;**

Name:	<b>Tell</b>
Legal form:	<b>Spółka Akcyjna (<i>Polish joint-stock company</i>)</b>
Seat:	<b>61-362 Poznań, ul. Forteczna 19a</b>
Country of incorporation:	<b>Poland</b>
Basic objects of business:	<ul style="list-style-type: none"><li>- Telecommunications</li><li>- Wholesale of telecommunications equipment on a fee or contract basis</li><li>- Wholesale of office machinery and equipment</li><li>- Retail sale of telecommunications equipment</li><li>- Information technology</li><li>- Advertising</li></ul>
Registration authority:	
	District Court Poznań- Nowe Miasto i Wilda, 8th Commercial Division of the National Court Register
Statistical number (REGON):	630822208

**2. Composition of the Management Board of Tell S.A. as at 30 June 2012;**

Rafał Stempniewicz	- President of the Management Board
Stanisław Górski	- Member of the Management Board
Robert Krasowski	- Member of the Management Board

**3. Composition of the Supervisory Board of Tell S.A. as at 30 June 2012;**

Paweł Turno	- Chairman of the Supervisory Board
Piotr Karmelita	- Secretary of the Supervisory Board
Mariola Więckowska	- Member of the Supervisory Board
Adam Wojacki	- Member of the Supervisory Board
Łukasz Kręski	- Member of the Supervisory Board

**4. Discussion of the accounting policies, including the methods of measurement of assets, equity and liabilities (depreciation & amortisation), measurement of the financial result;**

The mid-year separate financial statements of Tell S.A and the consolidated quarterly financial statements of the Tell S.A. Group were prepared in accordance with the International Financial Reporting Standards ("IFRS") and IFRS approved by the European Union ("EU"). As at the date of the approval of this statement, considering the existing process of implementation of IFRS standards in the EU and the Group's operations, there are no differences

**The Tell S.A. Group**  
Half-yearly report of the Management Board on the activities

---

between the IFRS standards that have come into effect and the standards approved by the EU as regards the accounting principles applied by the Group.

IFRS comprise standards and interpretations accepted by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC").

These financial statements were prepared in accordance with the historical cost method.

The financial statements should be read together with the financial statements for the financial year ended on 31 December 2011.

These financial statements are prepared in Polish zlotys ("PLN"), and all values are given in thousands PLN, unless otherwise indicated.

The financial statements were prepared with the application of the same accounting policies for the current period and the comparable period.

**5. Description of the organisation of the Group and indication of consolidated entities;**

The Tell S.A. Group comprises Tell S.A. and its subsidiaries. The consolidation covers Euro-Phone Sp. z o.o. and PTI Sp. z o.o.

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.

PTI Sp. z o.o.

Seat of the Company: ul. Glogera 5, 31-222 Kraków,

- 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 Kraków Śródmieście in Krakow, XI 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 Toys4BoysPl. Sp. z o.o. is immaterial from the perspective of the consolidated financial statements of the Tell S.A. Group. By decision of the Management of the Company, Toys4BoysPl Sp. z o.o. is not subject to consolidation as at 30 June 2012.

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 Tell S.A. Group**  
Half-yearly report of the Management Board on the activities

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**6. 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.

**7. Key achievements of the Group in the first half of 2012;**

**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 191 in the first half of 2012 (as at 30/06/2012 - 185 outlets), when compared to the average number of the first half of 2011 being 229 outlets (as at 30/06/2011 - 223 outlets).

The number of outlets run by subsidiaries where the services of other operators are sold amounted to, as at the end of 30/06/2012 – 190 outlets, when compared to 202 outlets as at the end of 30/06/2011. Among the above-mentioned outlets, there were 90 outlets (96 respectively as at the end of the first half of 2011) offering the services of Polkomtel S.A. (PLUS operator) and 100 outlets (respectively, 106 as at the end of the first half of 2011) offering the services of Polska Telefonía Cyfrowa Sp. z o.o. (T-Mobile operator).

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

In the first half of 2012, the revenue from the sale in TELL S.A. amounted to kPLN 43,543 and was lower by 20.0% than in the corresponding period of previous year.

The operating profit for the first half of 2012 amounted to kPLN 2,191 and was lower by 16.4% than in the corresponding period of previous year.

EBITDA of the first half of 2012 amounted to kPLN 2,679 and was lower by 23.0% than in the corresponding period of the previous year.

The net profit of the first half of 2012 was kPLN 5,097 and was lower than in the corresponding period of the previous year by 4.3%.

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

In the first half of 2012, the revenue from the sale in the Group amounted to kPLN 139,159 and was lower by 3.6% than in the corresponding period of previous year.

The operating profit for the first half of 2012 amounted to kPLN 5,148 and was lower by 17.0% than in the corresponding period of previous year.

EBITDA of the first half of 2012 amounted to kPLN 5,994 and was lower by 19.0% than in the corresponding period of the previous year.

The net profit of the first half of 2012 was kPLN 3,846 and was lower than in the corresponding period of the previous year by 17.9%.

**The Tell S.A. Group**  
Half-yearly report of the Management Board on the activities

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

Revenue from the sale of products and goods (in kPLN)	2012 First half	2011 First half	Change First half 2012/ First half 2011
Revenue from the sale of telecommunication services	55,172	65,039	84.83%
Sets and pre-paid refillments	11,639	14,385	80.91%
Postpaid contract phones	65,704	59,242	110.91%
Other revenue	6,644	5,644	117.71%
Total	139,159	144,310	96.43%

Service sale volume	2012 First half	2011 First half	Change First half 2012/ First half 2011
Postpaid activations	302,563	330,694	91.49%
Prepaid activations	65,554	82,505	79.45%
Total	368,117	413,199	89.09%

**8. Information on the dividends paid, in total and as divided per share, with a breakdown into ordinary and preferential shares;**

The net profit for 2011 in the amount of PLN 9,494,220.82 was allocated, by virtue of Resolution No. 19/2012 of the Ordinary General Meeting of Shareholders of 16 May 2012 to the supplementary capital.

**9. 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 mid-year statements (as compared to the forecasts);**

The Management Board of Tell S.A. did not publish any forecasts of results for 2012.

**10. 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 mid-year 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;**

The last published report is the report for the first quarter of 2012. In the period from the publication of the last quarterly statements until the publication of these mid-year statements for the first quarter of 2012 there were changes related to the share purchase conducted by Tell S.A. in July 2012.

All the changes were described in the consolidated financial statements in item 23. The total of 631,593 shares was purchased for the amount of PLN 8,842,302.

The total number of votes at the general meeting of shareholders did not change and amounts to 8,014,373 votes. The share capital did not change and amounts to PLN 1,261,924.60. It must be noted that in accordance with art.364 par.2 of the Polish Code of Commercial Companies, the Company cannot exercise rights resulting from its treasury shares.

The changes are presented in the tables below.

**The Tell S.A. Group**  
Half-yearly report of the Management Board on the activities

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 2012.

Shareholder	Number of registered shares	Number of bearer shares	Total shares	Number of votes per registered shares	Number of votes per bearer shares	Total votes	% of share capital	% of votes
BBI Capital NFI S.A.	1,429,750		1,429,750	2,859,500	0	2,859,500	22.66%	35.68%
Havo Sp. z o.o.		675,000	675,000		675,000	675,000	10.70%	8.42%
Rafał Stempniewicz	175,000	112,280	287,280	350,000	112,280	462,280	4.55%	5.77%
AVIVA Investors FIO* AVIVA Investors SFIO		657,672	657,672		657,672	657,672	10.42%	8.21%
Quercus Parasolowy SFIO, Quercus Absolute Return FIZ		888,235	888,235		888,235	888,235	14.08%	11.08%
total	1,604,750	2,333,187	3,937,937	3,209,500	2,333,187	5,542,687	62.41%	69.16%

\* Number of shares held by Funds represented at the Ordinary General Meeting of Shareholders on 28 April 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 half of 2012.

Shareholder	Number of registered shares	Number of bearer shares	Total shares	Number of votes per registered shares	Number of votes per bearer shares	Total votes	% of share capital	% of votes
BBI Capital NFI S.A.	1,286,632		1,286,632	2,573,264	0	2,573,264	20.39%	32.11%
Havo Sp. z o.o.		675,000	675,000	0	675,000	675,000	10.70%	8.42%
Rafał Stempniewicz	157,482	100,372	257,854	314,964	100,372	415,336	4.09%	5.18%
AVIVA Investors FIO* AVIVA Investors SFIO		657,672	657,672	0	657,672	657,672	10.42%	8.21%
Quercus Parasolowy SFIO, Quercus Absolute Return FIZ		888,235	888,235	0	888,235	888,235	14.08%	11.08%
Tell S.A.	170,646	460,947	631,593	341,292	460,947	802,239	10.01%	10.01%
total	1,614,760	2,782,226	4,396,986	3,229,520	2,782,226	6,011,746	69.69%	75.01%

\* Number of shares held by Funds represented at the Ordinary General Meeting of Shareholders on 28 April 2011.

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.

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

The last published report is the report for the first quarter of 2012. In the period from the publication of the last quarterly statements until the publication of these mid-year statements for the first quarter of 2012 there were changes related to the share purchase conducted by Tell S.A. in July 2012.

All the changes were described in the consolidated mid-year financial statements in item 23.

The total of 631,593 shares was purchased for the amount of PLN 8,842,302.

The total number of votes at the general meeting of shareholders did not change and amounts to 8,014,373 votes.

The share capital did not change and amounts to PLN 1,261,924.60.

The Company may not exercise rights resulting from its treasury shares.

The changes are presented in the tables below.

**The Tell S.A. Group**  
Half-yearly report of the Management Board on the activities

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 2012.

Shareholder	Total shares	Total votes	% of share capital	% of votes
Members of the Supervisory Board				
Paweł Turno	170,625	170,625	2.70%	2.13%
Management Board				
Rafał Stempniewicz	287,280	462,280	4.55%	5.77%
Stanisław Górski	2,748	2,748	0.04%	0.03%
Robert Krasowski	15,000	15,000	0.24%	0.19%
total	475,653	650,653	7.53%	8.12%

List of shares held by persons managing or supervising the issuer as at the date of publication of this report for the first half of 2012.

Shareholder	Total shares	Total votes	% of share capital	% of votes
Members of the Supervisory Board				
Paweł Turno	152,529	152,529	2.42%	1.90%
Management Board				
Rafał Stempniewicz	257,854	415,336	4.09%	5.18%
Stanisław Górski	2,456	2,456	0.04%	0.03%
Robert Krasowski	13,409	13,409	0.21%	0.17%
total	426,248	583,730	6.76%	7.28%

**12. Indication of court, arbitration or public administration proceedings, including information on the scope thereof;**

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.

**13. 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.

As at the balance sheet date, the total of loans granted by Tell S.A. to subsidiaries amounted to kPLN 8,482. Loan and interest transactions with related parties are deconsolidated in the mid-year consolidated financial statements.

The loans are granted at variable interest rates calculated as the sum of the following components: interest rate determined as above plus a margin of 3.5% to 7%. The interest rate changes with each first day of a calendar month

**The Tell S.A. Group**  
Half-yearly report of the Management Board on the activities

of the contract validity pro rata to the reference rate calculated and rounded up/down to the second digit on the basis of the arithmetical average of 1M WIBOR for deposits over the last 10 working days of the previous calendar month.

**14. 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;**

Entity/Bank	Type of liability	Value as at in kPLN	Security
		30/06/2012	
PTC Sp. z o.o.	merchant's loan	6.300	guarantee for Euro-Phone Sp. z o.o.
Bank DnD Nord Polska S.A.	guarantee line facility	4.200	guarantee for Euro-Phone Sp. z o.o.
Bank DnD Nord Polska S.A.	loan	5.125	guarantee for Euro-Phone Sp. z o.o.
Alior Bank S.A.	loan	6.000	guarantee for PTI Sp. z o.o.
Alior Bank S.A.	guarantee line facility	2.600	guarantee for PTI Sp. z o.o.
Alior Bank S.A.	loan	4.000	guarantee for Tell Sp. z o.o.

**15. 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

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.



**The Tell S.A. Group**  
Half-yearly report of the Management Board on the activities

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**T-Mobile network operator - Polska Telefonia Cyfrowa Sp. z o.o.**

Until the end of June 2011, the revenue and costs related to the sale of mobile phones were registered in promotional prices. Since 1 July 2011, in relation with the amended contract with the operator, the Company has maintained a system identical to the system of settlements between Tell S.A. and PTK Centertel Sp. z o.o.

**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 the first half of 2012 and the first half of 2011, respectively, kPLN 105,340 and kPLN 114,283. The costs of sale in the first half of 2012 and in the first half of 2011 would be, respectively, kPLN 74903 and kPLN 78,046. The consequences on this operation are neutral as regards the final result.

There is no possibility at present to simulate the values of the Group's revenues and costs with the application of the settlement model in force between PTI Sp. z o.o. and Polkomtel Sp. z o.o. because until June 2011 Euro-Phone registered the revenues and costs of mobile phone sales only in promotional prizes (no data about their market values). The change of the settlement system between Euro-Phone and PTC that took place in July 2011 will allow, with time, to prepare a presentation of simulated revenues of the Group both in accordance with the model applied by Tell SA and Euro-Phone Sp. z o.o. as well as the model applied by PTI Sp. z o.o.

**16. 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 as well as the related level of sale plan performance imposed on the Group Companies by mobile phone operators.

**17. Description of the basic threats and risks related to the remaining months of the financial year.**

Main risk factors are:

- Risk related to the macroeconomic situation of Poland
- Dependence on mobile phone operators of particular Group companies
- Change of sale strategy by mobile phone operators
- Growth in importance of other service sale channels among mobile phone operators (call centres, Internet)
- Possibilities to terminate agency contracts by operators
- Loss of competitive position for operators in the context of results of particular Group companies

Rafał Stempniewicz

Stanisław Górski

Robert Krasowski

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President of the Management Board

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Member of the Management Board

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Member of the Management Board