

Opinion and Report of a certified auditor  
on the audit of the financial statements  
made for 2012

# Tell Spółka Akcyjna

# 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 financial statements of Tell Spółka Akcyjna (Company) with registered office in Poznań, ul. Forteczna 19a, comprising: the balance sheet made as at 31 December 2012, income statement, the statement of comprehensive income, statement of changes in equity, cash flow statement for the period from 01 January 2012 to 31 December 2012, supplementary notes on the accounting policies adopted as well as other explanatory notes.
- 2 The preparation of the financial statements and the report on the activities of the Company in accordance with the legal regulations in force is the responsibility of the Management Board of the Company. The Management Board and members of the Supervisory Board are obliged to ensure that the financial statements as well as the report on the activities of Company meet the requirements laid down in the Accounting Act of 29 September 1994 (consolidated text in *Journal of Laws of 2009 No. 152, item 1223 as amended*) (the "Accounting Act").
- 3 Out task was to audit the attached 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, the financial result of the Company as well as the correctness of the books of account that were the basis for their preparation.

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 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 Management Board of the Company, significant estimates made by the Management Board of the Company as well as the general presentation of the financial statements. We believe that the audit provided us with a sufficient base to express our opinion on the financial statements.

- 4 In our opinion, the audited 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 Company as at 31 December 2012 as well as its financial result for the financial year from 01 January 2012 to 31 December 2012,
  - 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, as well as the correctly maintained books of account,
  - is compliant with the legal regulations binding the Company and the provisions of the Company's Articles of Association.
- 5 We have read the report on the activities of the Company in the period from 01 January 2012 to 31 December 2012 prepared by the Management Board. 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 (*Journal of Laws* of 2009 No. 33, item 259 as amended). The values and information contained in the report and derived from the audited 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, 15 March 2013.

# Report on the audit of the financial statements for 2012

## Tell Spółka Akcyjna

## 1. Information about the Company

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

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

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

On 30 November 2004, the 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 Company was assigned the following VAT No. (NIP): 7791580574 and statistical No. (REGON): 680822208.

The share capital of the Company as at the financial year end, i.e. 31 December 2012, amounted to kPLN 1,136. The equity of the Company as at the same date amounted to kPLN 58,619.

In accordance with Note 28.2 of the Supplementary Notes to the financial statements made as at 31 December 2012, the ownership structure of the Company's share capital was as follows:

Shareholder	Number of shares	Number of votes	Par Value of Shares	Share capital held
BBI Capital NFI S.A.	1,286,632	2,573,264	257,326	22.66%
Quercus Parasolowy SFIO and Ouercus Absolute Return FIZ	893,461	893,461	178,692	15.74%
AVIVA Investors FIO oraz AVIVA Investors SFIO	657,672	657,672	131,534	11.58%
Rafał Stempniewicz	257,854	415,336	51,571	4.54%
Havo Sp. z o.o.	675,000	675,000	135,000	11.89%
Other	1,912,637	2,002,627	382,528	33.59%
<b>Total</b>	<b>5,678,030</b>	<b>7,212,134</b>	<b>1,135,606</b>	<b>100%</b>

As at the balance sheet, the share capital was composed of 1,534,104 registered shares with voting preferences (two votes from one share) and 4,143,926 ordinary shares.

The Company is a parent company of the Tell Spółka Akcyjna Group. Parties related to the Company are:

- PTI Sp. z o.o. with registered office in Poznań (subsidiary),
- Euro-Phone Sp. z o.o. with registered office in Piaseczno (subsidiary),
- Toys4Boys.pl Sp. z o.o. with registered office in Gdańsk (subsidiary),
- Connex Sp. z o.o. with registered office in Poznań (subsidiary) and
- BBI Capital NFI S.A. with registered office in Warsaw (significant investor).

The Management Board of the Company as at 15 March 2013 was as follows:

- Rafał 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 2012 to 15 March 2013, the Management Board of the Company did not change.

## 2. Financial statements for the previous year

The financial statements of the Company for the financial year ended on 31 December 2011 (previous financial

year) were audited by Grant Thornton Frąckowiak Spółka z ograniczoną odpowiedzialnością sp. k., on behalf of which acted Elżbieta Grześkowiak, chartered auditor No. 5014. The auditor made an unqualified opinion on the audited financial statements.

The financial statements of the Company for the financial year ended on 31 December 2011 was approved by the General Meeting of Shareholders of the Company on 16 May 2012. The shareholders resolved to allocate the 2011 net profit of kPLN 9,494 to the supplementary capital.

The financial statements of the Company for the financial year ended on 31 December 2011 (previous financial year) along with the opinion of a chartered auditor, resolutions of the General Meeting of Shareholders on the approval of the financial statements, distribution of profits and a report on the activities of the Company were filed with the National Court Register on 24 May 2012.

The required elements of the financial statements for the financial year ended on 31 December 2011 (previous financial year) along with the opinion of the chartered auditor and resolutions of the General Meeting of Shareholders on the approval of the financial statements and the distribution of profits were published on 13 September 2012 in *Monitor Polski B* number 2063.

### **3. 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 financial statements of the Company was managed by Elżbieta Grześkowiak, chartered auditor No. 5014.

Grant Thornton Frąckowiak Spółka z ograniczoną odpowiedzialnością sp. k. was appointed on 04 June 2012 to audit the financial statements of the Company for the financial year ended on 31 December 2012 by the Supervisory Board. The audit of the financial statements was conducted in accordance with the contract made on 19 July 2012 with the Management Board of the Company.

### **4. Audit scope and date**

The purpose of our audit was to express a written opinion and draw up a report on whether the financial statements for the financial year ended on 31 December 2012 presents fairly and reliably in all material aspects the assets and financial situation as well as the financial result of the Company 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 and executive regulations thereto.

During the audit of particular items of the financial statements and the books of account, 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. The audit restricted to random tests was also carried out with regard to the tax settlements and charges, therefore, there may be differences between our findings and the results of controls made by tax authorities.

It was not the subject matter of our audit to determine and explain any events which might - if occurring - be a basis for the instigation of penal proceedings by competent authorities. This audit was also not carried out with a view to investigate any other issues that might occur outside the Company's accounting system and not influencing the audited financial statements.

The audit of the Company's financial statements for the financial year ended on 31 December 2012 was conducted by us in the period from 25 February 2012 to 15 March 2013, including audits on site at the registered office of the Company from 25 February 2013 to 01 March 2013.

## 5. Declaration of independence

Grant Thornton Frackowiak 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 financial statements of the Company 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).

## 6. Availability of data and statements received

The Management Board of the Company provided us with a written statement dated 15 March 2013 on the completeness, reliability and fairness of the audited 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 Company and would required the disclosure in the financial statements. The Management Board of the Company confirmed its responsibility for the approved financial statements and stated that it provided us, during the audit, with all books of account, the financial data, information and other required documents as well as gave us explanations necessary for us to express our opinion on the audited financial statements.

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

## 7. Accounting system

The Company's books of account are maintained using a computer system MaxEbiznes at the registered office of the Company. The Company has updated documentation mentioned in art. 10 of the Accounting Act, including the accounting policies. In our opinion the accounting policies disclosed in the supplementary notes to the financial statements of the Company is well adjusted to the specific character of the Company's business.

The approved closing balances as at 31 December 2011 were correctly entered into the books of account as opening balances as at 01 January 2012.

Our audit did not disclose any material weaknesses that would influence the financial data and information contained in the audited financial statements, and concerning:

- documentation of economic operations,
- reliability, correctness and verifiability of the books of account,
- relation between the booking entries and accounting evidence and the audited financial statements,
- methods of protecting access to the data and the computer data processing system,
- protection of accounting documentation, books of account and financial statements.

## 8. Balance sheet

ASSETS (in kPLN)	31/12/2012	31/12/2011	31/12/2010
<b>FIXED ASSETS</b>	<b>50,873</b>	<b>51,474</b>	<b>51,520</b>
Intangible Fixed Assets	21,821	21,609	21,797
Tangible Fixed Assets	2,368	2,797	3,731
Interests in related parties	25,636	25,636	24,349
Long-term receivables	351	660	753
Deferred income tax assets	462	468	502
Long-term prepayments	235	304	387
<b>CURRENT ASSETS</b>	<b>48,094</b>	<b>61,703</b>	<b>63,124</b>
Inventories	7,516	9,823	12,833
Trade receivables and other receivables	26,720	35,121	40,479
Financial assets	7,482	9,782	5,879
Short-term prepayments	306	221	236
Cash and cash equivalents	6,068	6,756	3,697
<b>TOTAL ASSETS:</b>	<b>98,967</b>	<b>113177</b>	<b>114,644</b>
<b>EQUITY &amp; LIABILITIES (in kPLN)</b>	<b>31/12/2012</b>	<b>31/12/2011</b>	<b>31/12/2010</b>
<b>EQUITY</b>	<b>58,619</b>	<b>57,498</b>	<b>53,052</b>
Share capital	1,136	1,262	1,262
Share capital	46,334	36,840	36,237
Reserve capital	1,186	9,902	9,902
Net profit	9,963	9,494	5,651
<b>LONG-TERM LIABILITIES</b>	<b>4,800</b>	<b>6,350</b>	<b>7,437</b>
Loan liabilities	713	2,423	4,134
Employee benefits liabilities	40	10	10
Deferred tax liabilities	4,047	3917	3,293
<b>SHORT-TERM LIABILITIES</b>	<b>35,548</b>	<b>49,329</b>	<b>54,155</b>
Loan liabilities	1,711	1,856	1,711
Trade liabilities and other liabilities	31,370	46,496	51,431
Income tax liabilities	1,232	173	255
Employee benefits liabilities	1,219	777	417
Provisions	16	28	340
<b>TOTAL EQUITY AND LIABILITIES:</b>	<b>98,967</b>	<b>113177</b>	<b>114,644</b>



## 9. Income statement

(in kPLN)	2012	2011	2010
<b>CONTINUED ACTIVITIES</b>			
Sale revenues	85,558	108,867	120,078
Basic operating expenses	78,401	103,515	113,340
Other operating income	222	315	447
Other operating expense	1,534	830	2,285
<b>Operating profit (loss)</b>	<b>5,845</b>	<b>4,836</b>	<b>4,899</b>
Financial income	6,250	6,452	3,372
Financial costs	501	658	1,408
<b>Profit (loss) before taxation</b>	<b>11,594</b>	<b>10,630</b>	<b>6,864</b>
Income Tax	1,631	1,135	1,213
<b>Net profit (loss) on continued activities</b>	<b>9,963</b>	<b>9,494</b>	<b>5,651</b>
<b>DISCONTINUED OPERATIONS</b>			
Net profit (loss) on discontinued operations			
<b>Net profit (loss)</b>	<b>9,963</b>	<b>9,494</b>	<b>5,651</b>

## 10. TOTAL INCOME STATEMENT

(in kPLN)	2012	2011	2010
<b>Net profit (loss)</b>	<b>9,963</b>	<b>9,494</b>	<b>5,651</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
Revaluation of fixed assets			
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 the other comprehensive income			
<b>Other comprehensive income after taxation</b>			
<b>Comprehensive income</b>	<b>9,963</b>	<b>9,494</b>	<b>5,651</b>

## 11. Information about certain financial statement items

The structure of assets and equity & liabilities of the Company is presented in the audited financial statement for the year ended on 31 December 2012.

Using a selected sample we verified the existence and measurement of assets, and in particular the inventories, receivables, shares in other parties, loans and cash. Furthermore, we verified the completeness of the Company's liabilities.

Revenues and related expenses were recognised in the books of account in accordance with the accrual basis and the matching principle.

The Company receives subsidies for telecommunication equipment sold at promotional prices from a telecommunication operator. Subsidies are settled in the form of invoices correcting the phone purchase prices and are recognized in the statement of comprehensive income as decrease of the own costs of sale.

## 12. Basic data and financial ratios

Below are presented selected data and financial ratios for the years 2010, 2011 and 2012, which describe the financial position of the Company in these periods. All ratios were calculated on the basis of data taken from the financial statements of the Company for the years ended on 31 December 2011 and 31 December 2012.

Ratio	Calculation formula	Ratio value		
		2012	2011**	2010**
sale revenue (kPLN)		85,558	108,867	120,078
net financial result (kPLN)		9,963	9,494	5,651
equity (kPLN)		58,619	57,498	53,052
total assets (kPLN)		98,967	113,177	114,644
ROA (%) (%)	net financial result / total assets at period end	10.1%	8.4%	4.9%
ROE (%)	net financial result / equity at period beginning	17.3%	17.9%	10.5%
ROS (%)	net profit from sale / sale revenue	11.6%	4.9%	5.6%
Liquidity I	total current assets / short-term liabilities	1.3	1.3	1.2
Liquidity III	cash / short-term liabilities	0.2	0.1	0.1
stability of the financing structure	(equity + long-term liabilities) / total equity&liabilities	64.1%	56.4%	52.8%
assets to debt ratio (%)	(total equity&liabilities - equity) / total equity&liabilities	40.8%	49.2%	53.7%
Inflation ratios:				
average annual (%)		3.7	4.3	2.6
from December to December (%)		2.4	4.6	3.1

\* ratios concerning 2010 were calculated on the basis of financial data taken from the financial statements audited by another auditor.

## 13. Going Concern

On page 14 of the supplementary notes to the audited financial statements of the Company for the year ended on 31 December 2012, the Management Board informed that the 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 2012 and that there were no circumstances which would indicate any threat to the going concern of the Company.

During the audit we did not note any material circumstances which would allow us to conclude that the Company might not continue its business for at least 12 months after the balance sheet date, i.e. 31 December 2012, in effect of intentional or forced discontinuation or material curtailment of its business.

## 14. Additional information about the adopted accounting principles and other supplementary notes

Supplementary notes about the adopted accounting policies and other supplementary notes to the financial statements for the financial year ended on 31 December 2012 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.

#### **15. Report on the activities of the Company**

We have read the report of the Management Board on the activities of the Company in the financial year ended on 31 December 2012. The information therein contained derived from the audited financial statements for the financial year ended on 31 December 2012 are compliant therewith. The report on the activities of the Company 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 (*Journal of Laws* of 2009 No. 33, item 259 as amended).

#### **16. Law Observance**

In the written statement received by us, the Management Board stated that in accordance with its best knowledge the Company observed all legal regulations the breach of which would materially impact the audited financial statements.

This report contains 9 pages.

Elżbieta Grześkowiak

Chartered Auditor No. 5014

Key Chartered Auditor conducting the audit on behalf of

Grant Thornton Frackowiak Spółka z ograniczoną odpowiedzialnością sp. k.

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

Poznań, 15 March 2013.