

**COMARCH S.A.**  
**KRAKOW, AL. JANA PAWŁA II 39A**

**FINANCIAL STATEMENT**  
**FOR 2012**  
**AS WELL AS**  
**OPINION OF AN INDEPENDANT AUDITOR**  
**AND**  
**REPORT OF AN AUDITOR**

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**FINANCIAL STATEMENT OF COMARCH S.A. FOR 2012**

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**STATEMENT REGARDING ACTIVITIES OF COMARCH S.A. IN 2012**

## **OPINION OF AN INDEPENDENT AUDITOR**

### **To the Shareholders and the Board of Supervisors of Comarch S.A.**

We carried out the audit of the attached financial statement of Comarch S.A. with its registered office in Krakow, at al. Jana Pawła II 39A, including introduction to the financial statement, balance sheet as at 31<sup>st</sup> of December, 2012, income statement, changes in equity, cash flow statement for the period from 1<sup>st</sup> of January, 2012 to 31<sup>st</sup> of December, 2012, and additional information and commentary.

The Management Board of the company is responsible for the preparation of the financial statement and report regarding the activities.

The Management Board of the company and members of the Supervisory Board are obliged to ensure that the financial statement and report regarding the activities are compliant with the regulations of the Act on Accounting dated the 29<sup>th</sup> of September, 1994 (Journal of Laws from 2013, pos. 330), hereinafter referred to as the "Act on Accounting".

Our task was to audit this financial statement and present our opinion regarding whether this financial statement has been prepared according to the accounting principles applied by the company, whether it presents, in all significant aspects, a true and fair view of the company's equity and financial situation as well as its financial results, and whether the accounting books, which form the basis for the preparation of the financial statement, are maintained on correctly.

The auditing was planned and conducted according to the following regulations:

- chapter 7 of Act on Accounting,
- national standards for financial review, issued by the National Board of Expert Auditors in Poland.

The audit was planned and executed so as to provide sufficient certainty in order to allow us to present our opinion regarding this financial statement. The audit included, in particular, verification of the correctness of the accounting principles applied by the company and significant assessments, as well as verification, largely on the basis of the sample, evidence and accounting records confirming the amounts and information presented in the financial statement. The audit included also the general assessment of the financial statement's presentation. We believe our audit constituted sufficient basis for expressing our opinion.

In our opinion, the audited financial statement, in all significant aspects:

- a) presents a true and fair view on the company's equity and financial situation as at 31<sup>st</sup> of December, 2012, and on the financial result for financial year from 1<sup>st</sup> of January to 31<sup>st</sup> of December, 2012,
- b) was prepared compliant with the binding accounting regulations resulting from Act on Accounting and secondary legislation to this act, and on the basis of accounting books carried on correctly,
- c) was prepared compliant with the binding law and the company's statute.

We would like to draw your attention to the fact that the present report is a financial statement and should primarily serve statute purposes. It cannot constitute the single grounds for assessment of the financial and material situation of the Capital Group, for which the company is a parent company. Apart from the financial statement, the company drafts the consolidated financial statements of the Capital Group, for which the company is a parent company.

The report regarding the activities of the company in 2012 is complete in the sense of art. 49 sec. 2 of Act on Accounting and the Regulation issued by the Minister of Finance on 19<sup>th</sup> of February, 2009 concerning current and periodical information pertaining to companies traded on the stock exchange, as well as conditions for recognizing the equivalence of information required by legal regulations binding in a country which is not a member state and included information come directly from the audited financial statement and are compliant with it.

.....  
Marek Turczyński  
Key Expert Auditor  
Registration no. 90114

On behalf of Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k. (formerly: Deloitte Audyt Sp. z o.o.) – the entity entitled to audit financial statements registered in the list of entities entitled under item no. 73:

.....  
Marek Turczyński-Vice-President of the Management Board of Deloitte Polska Sp. z o.o., a general partner of Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.

Warsaw, 30<sup>th</sup> of April, 2013

**THE REPORT FROM THE AUDIT OF THE FINANCIAL STATEMENT  
FOR THE FINANCIAL YEAR 2012**

**I. GENERAL INFORMATION**

**1. General Characteristics of the audited Company**

The company operates under the company name of Comarch S. A. The city of Krakow, Al. Jana Pawła II 39 A is the office of the company.

The company operates in the form of a joint stock company, formed with a notarial deed on 30<sup>th</sup> of November, 1994 by notary, Maria Kwiecinska-Stybel in Krakow (Repertory No. A 5209/94).

Pursuant to the notice dated 20<sup>th</sup> of December, 1994, the company was registered in division B, at number RHB 3218 of a commercial register of the District Court for Kraków-Śródmieście, Economic Division of the National Court Register in Krakow. Currently, the company is registered at no. KRS 0000057567 in the register of business entities of the District Court for Kraków-Śródmieście, Economic Division of the National Court Register in Krakow.

The company's Tax Identification Number is 677-00-65-406 and was given by the Tax Office, Kraków-Śródmieście in Krakow on 1<sup>st</sup> of August, 2000.

On 14<sup>th</sup> of July, 2000, the Statistical Office registered the company at REGON no. 350527377.

The company operates compliant with the provisions of the Commercial Companies Code.

It also operates compliant with the permit on business activities in the Special Economic Zone in Krakow.

According to the company's statute, the subject matter of the company's activities is:

- Activities within the scope of satellite telecommunication,
- Activities within other forms of telecommunication,
- Research and development work within the scope of other natural and technical sciences,
- Research and development work within the scope of biotechnology,
- Production of electronic elements,
- Production of electronic printed circuit boards,
- Production of computer and peripheral devices,
- Production of (tele)communication hardware,
- Production of electronic hardware for common use,
- Production of machines and office devices, excluding computer and peripheral devices,
- Service and maintenance of machines,
- Service and maintenance of electronic and optic devices,
- Service and maintenance of electric devices,
- Installation of industry machines, hardware and equipment,
- Wholesale of computers, peripheral devices and software,
- Software activities,
- Advisement within the scope of informatics,

- Activities within the scope of IT hardware management,
- Other activities within the scope of informatics and computer technologies,
- Data processing; hosting and similar activities,
- Web portals activities,
- Other services activities within the scope of information, which were not classified elsewhere,
- Editorial activities within the scope of other software,
- Editorial activities within the scope of computer games,
- Other editorial activities,
- Service and maintenance of computer and peripheral devices
- Service and maintenance of (tele)communication hardware,
- Reproduction of computer data carriers,
- Activities within the scope of wire telecommunication,
- Activities within the scope of wireless telecommunication, excluding satellite telecommunication,
- Wholesale of electronic and telecommunication hardware, as well as their elements,
- Retail of computers, peripheral devices and software undertaken in specialized retail outlets,
- Retail of telecommunication hardware undertaken in specialized retail outlets,
- Retail undertaken through mail-order houses or Internet,
- Road transport of items,
- Warehousing and storage of other items,
- Finance leasing,
- The purchase and sale of real estate properties on its own account,
- Rental and management of owned or leased real estate properties,
- Intermediation within the scope of real estate properties' dealing,
- Rental and lease of machines and office devices, including computers,
- Extramural forms of sports education as well as sport and recreational activities,
- Other extramural forms of education, which were not classified elsewhere,
- Activities supporting education,
- Other activities supporting business activities, which were not classified elsewhere,
- Sports facilities activities,
- Other sports related activities,
- Execution of building projects associated with raising buildings,
- Construction activities associated with raising residential and non-residential buildings,
- Activities associated with construction of telecommunications lines and electrical power engineering,
- Activities associated with the construction of remaining objects of civil and water engineering,

- Construction of electric and water-sewer installations, as well as remaining construction installations.

During the audited period, the company operated within IT business.

As at 31<sup>st</sup> of December, 2012, the company's share capital accounted for 8,051,637.00 PLN and was divided into 6,303,237 ordinary shares of nominal value of 1 PLN each and 1,748,400 registered shares of nominal value of 1.00 PLN each. Registered shares are preferential for voting so that 5 votes in the General Meeting correspond with each share.

As at 31<sup>st</sup> of December, 2012, shareholders holding, directly or indirectly by subsidiary entities, at least 5% of the total number of votes in the general meeting of Comarch S.A. are:

- Janusz Filipiak – 32.54% in the company's share capital (41.16% of votes at the AGM),
- Elzbieta Filipiak – 10.51% in the company's share capital (28.12% of votes at the AGM).

Within the financial year there were no changes in the company's share capital and changes in the ownership structure of the share capital resulted from purchase/sale transactions of the company's shares at the Warsaw Stock Exchange.

After the balance sheet date there were no changes in the company's share capital.

As at the 31<sup>st</sup> of December, 2012, the equity was 629,386 thousand PLN.

The financial year of Comarch S.A. is the calendar year.

The company holds a share in the following related parties:

- |  |   |   |
|--|---|---|
| - Comarch AG                                       | - | a subsidiary in 100%,   |
| - Comarch R&D S.à r.l.                             | - | a direct subsidiary in 30%,<br>an indirect subsidiary in 70%, |
| - Comarch Software und Beratung AG                 | - | a subsidiary in 100%*,  |
| - Comarch Panama, Inc.                             | - | a subsidiary in 100%,   |
| - Comarch Solutions GmbH                           | - | a subsidiary in 100%,   |
| - SoftM France S.à r.l.                            | - | a subsidiary in 100%,   |
| - Comarch S.A.S.                                   | - | a subsidiary in 100%,   |
| - Comarch Luxembourg S.à r.l.                      | - | a subsidiary in 100%,   |
| - Comarch Inc.                                     | - | a subsidiary in 100%,   |
| - Comarch Canada, Corp.                            | - | a subsidiary in 100%,   |
| - Comarch Middle East FZ-LLC                       | - | a subsidiary in 100%,   |
| - Comarch LLC                                      | - | a subsidiary in 100%,   |
| - Comarch Software (Shanghai) Co. Ltd.             | - | a subsidiary in 100%,   |
| - OOO Comarch                                      | - | a subsidiary in 100%,   |
| - Comarch Vietnam Company Ltd.                     | - | a subsidiary in 100%,   |
| - Comarch Oy                                       | - | a subsidiary in 100%,   |
| - Comarch UK Ltd.                                  | - | a subsidiary in 100%,   |
| - UAB Comarch                                      | - | a subsidiary in 100%,   |
| - Comarch s.r.o.                                   | - | a subsidiary in 100%,   |
| - SouthForge Sp. z o.o.                            | - | a subsidiary in 100%,   |
| - CA Consulting S.A.                               | - | a subsidiary in 100%,   |
| - Opso Sp. z o.o. (formerly CA Finance Sp. z o.o.) | - | a subsidiary in 100%,   |
| - Comarch Management Sp. z o.o.                    | - | a subsidiary in 100%,   |
| - Comarch Corporate Finance FIZ                    | - | a subsidiary in 100%,   |
| - Comarch Management Sp. z o.o. SKA                | - | an indirect subsidiary in 100%,                               |

- Bonus Development Sp. z o.o. SKA - an indirect subsidiary in 100%,
- Bonus Development Sp. z o.o. II Koncept SKA - an indirect subsidiary in 100%,
- Bonus Management Sp. z o.o. SKA - an indirect subsidiary in 100%,
- Bonus Management Sp. z o.o. II Activia SKA - an indirect subsidiary in 100%,
- iMed24 S.A. - an indirect subsidiary in 100%,
- Comarch Polska S.A. (formerly iFin24 S.A.) - an indirect subsidiary in 100%,
- iReward24 S.A. - an indirect subsidiary in 100%,
- Infrastruktura24 S.A. - an indirect subsidiary in 100%,
- iComarch24 S.A. - an indirect subsidiary 100%,
- CASA Management and Consulting Sp. z o.o. SKA - an indirect subsidiary in 100%,
- A-MEA Informatik AG - an indirect subsidiary in 100%,
- ESAProjekt Sp. z o.o. - an indirect subsidiary in 100%,
- Comarch Swiss AG - an indirect subsidiary in 100%,
- MKS Cracovia SSA - a subsidiary in 59.82%,
- SoInteractive S.A. - an indirect associate,
- Fidletronik-Comarch Sp. z o.o. - an associate in 50%.

(\*) including 2.68% CSuB AG shares borrowed from an entity outside the Comarch Group

At the date of this report, the members of the Management Board are:

- Janusz Filipiak - President of the Management Board,
- Piotr Reichert - Vice-President of the Management Board,
- Paweł Prokop - Vice-President of the Management Board,
- Marcin Warwas - Vice-President of the Management Board,
- Zbigniew Rymarczyk - Vice-President of the Management Board,
- Piotr Piątosza - Vice-President of the Management Board,
- Konrad Tarański - Vice-President of the Management Board.

During the audited period, there were no changes in the membership of the company's Management Board.

## **2. Information regarding the Financial Statement from the Previous Financial Year**

For the year 2011, the company achieved net profit in the amount of 55,191 thousand PLN. The company's financial statement for the financial year of 2011 was audited by an expert auditor. An audit was carried out by Deloitte Audyt Sp. z o.o. (currently: Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.), the entitled auditor. There were no reservations in the opinion of an expert auditor dated 30<sup>th</sup> of April, 2012.

The Annual General Meeting that approved the financial statement for the financial year of 2011 was held on 25<sup>th</sup> of June, 2012. The AGM decided to divide net profit for 2011 as follows:

-12,077,455.50 PLN was paid as dividend,

-43,113,807.22 PLN was passed to supplementary capital.

On 2<sup>nd</sup> of July, 2011, in compliance with the law, the financial statement for the financial year of 2011 was delivered to the National Court Register and on the 4<sup>th</sup> of July, 2012, it was delivered for publishing in Monitor Polski B. The financial statement was published in Monitor Polski B no. 2961 on 16<sup>th</sup> of November, 2012.

**3. Data that Identifies an Entitled Entity and an Expert Auditor Carrying Out an Audit on behalf of the Entity**

The audit of the financial statement was carried out according to a contract dated 1<sup>st</sup> of August, 2011, concluded between Comarch S.A. and Deloitte Audyt Sp. z o.o. (currently: Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.) with its registered office in Warsaw at al. Jana Pawła II 19. Deloitte Audyt Sp. z o.o. is registered under item no. 73 in the list of entities entitled to audit financial statements (the list of National Council of Auditors). On behalf of the entity entitled to audit financial statements, the audit was carried out under the supervision of the key expert auditor Marek Turczyński (register no. 90114) at the company's office from 11<sup>th</sup> to 22<sup>nd</sup> of March, 2013, and off-the-office until the date of the opinion.

On 19<sup>th</sup> of July, 2011, according to the authorisation that is included in art. 19 sec. 2 of the company's statute, the Board of Supervisors selected the entitled auditor.

Deloitte Audyt Sp. z o.o. (currently: Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.) and key expert auditor Marek Turczyński confirm that they are entitled to audit financial statements and perform the conditions specified in art. 56 Act on Expert Auditors, and their Management, Entities Entitled to Audit Financial Statements and Public Supervision (Journal of Laws from 2009, No. 77, pos. 649 and subsequent changes), to provide a fair and independent opinion regarding the financial statement of Comarch S.A.

**4. Data Availability and Statements of the Entity's Management**

There were no limitations within the audit.

During the audit, all demanded documents and data were made available to the entitled entity and key expert auditor, as well, comprehensive information and explanations were also granted. That was, among other things, confirmed by a written statement from the company's Management Board dated 30<sup>th</sup> of April, 2013.

## II. EQUITY AND FINANCIAL SITUATION OF THE COMPANY

Below is the basic data from the income statement and financial ratios describing the company's financial result, its equity and financial situation compared to parallel data for the previous years.

<u>Basic data from income statement</u> <u>(in thousands of PLN)</u>	<u>2012</u>	<u>2011</u>
Revenues from sales	666,859	567,673
Costs from operating activities	(601,324)	479,464
Other operating revenues	10,321	3,572
Other operating costs	(13,464)	38,033
Financial revenues	6,384	20,632
Finance costs	(25,160)	11,689
Extraordinary profit (loss)	0	0
Income tax	(2,012)	7,500
Net profit (loss)	41,604	55,191

<u>Profitability ratios</u>	<u>2012</u>	<u>2011</u>
– gross margin	7%	11%
– net margin	6%	10%
– return on equity	7%	10%

<u>Efficiency ratios</u>	<u>2012</u>	<u>2011</u>
– assets turnover ratio	0.63	0.60
– receivables turnover ratio (days)	196	192
– liabilities turnover ratio (days)	82	81
– inventories turnover ratio (days)	21	28

<u>Liquidity/net working capital</u>	<u>2012</u>	<u>2011</u>
– debt rate	41%	36%
– degree of covering assets with equity	59%	64%
– net working capital (in thousands of PLN)	164,262	188,346
– liquidity ratio	1.52	1.80
– cash to current liabilities ratio	1.41	1.66

An analysis of the above amounts and ratios indicates the following tendencies in 2012:

- decreases in sales profitability and return on equity,
- increases in turnover time of assets, receivables and liabilities,
- decrease in inventories turnover ratio,
- decrease in covering assets with equity,
- increase in debt rate,
- decrease in working capital in the company,
- decreases in liquidity ratios.

### III. DETAILED INFORMATION

#### 1. Accounting System Appraisal

The company has financial records compliant with the regulations specified in art. 10 of the Act on Accounting dated the 29<sup>th</sup> of September, 1994 (Journal of Laws from 2009, No. 152, pos. 1223, and subsequent changes), hereinafter referred to as the “Act on Accounting”, in particular concerning: determination of the financial year, and reporting periods that are included in it, methods of valuation of assets, equity and liabilities, establishing the financial result, methods of preparation of accounting books, data protection systems and data files. The documentation of accounting policy was prepared compliant with Act on Accounting and basic principles of valuation of assets, equity and liabilities and of establishing the financial result were presented in the introduction to the financial statement.

The principles applied by the company are compliant with Act on Accounting and basic principles of valuation of assets, equity and liabilities and of establishing the financial result were presented in the introduction to the financial statement.

The accounting principles selected at the company’s discretion pursuant to section 4 of Act on Accounting have been selected in a manner that correctly reflects specifics of the company’s operations, its financial standing and achieved financial results. These principles have been applied continuously and unchanged compared to those applied to the accounting records and financial statements in the previous year.

The company uses a computer system of accounting records, named Egeria. All economical events are entered in this system. The Egeria system is secured with a password against unauthorized persons and allows for functional limitation of access. Description of this system is compliant with the requirements of art. 10 sec. 1 pt. 3 lit. c) of Act on Accounting.

The opening balance results from the approved financial statement for the previous financial year and was input correctly into the accounting books for the audited period.

In the part we audited, documentary economical operations, the accounting books and the affiliation of accounting writing with the documents and financial statements are compliant with chapter 2 of Act on Accounting.

Accounting books, accounting evidence, documentation of the methods applied to conducting accounting and the approved financial statement of the company are stored in compliance with chapter 8 of Accounting Act.

The company carried out a control of assets, liabilities and equity within the terms and frequency compliant with Act on Accounting. Control differences were presented and settled in the books of the audited period.

## 2. Information on Audited Financial Statement

The audited financial statement was prepared as at 31<sup>st</sup> of December, 2012 and includes:

- introduction to the financial statement,
- balance sheet as at 31<sup>st</sup> of December, 2012, with total assets and total equity and liabilities amounting to 1,060,650 thousand PLN,
- income statement for the period from 1<sup>st</sup> of January, 2012 to 31<sup>st</sup> of December, 2012, with net profit for the year amounting to 41,604 thousand PLN,
- changes in equity for the period from 1<sup>st</sup> of January, 2012 to 31<sup>st</sup> of December, 2012, presenting an increase in equity in the amount of 19,689 thousand PLN,
- cash flow statement for the period from 1<sup>st</sup> of January, 2012 to 31<sup>st</sup> of December, 2012, presenting a decrease in cash in the amount of 37,862 thousand PLN,
- additional information and commentary.

The structure of assets, equity and liabilities, and items that create the financial result is presented in the financial statement.

## 3. Information on Selected and Significant Items in the Financial Statement

### Property, plant and equipment

Property, plant and equipment of the company include:

- property, plant and equipment in use in the amount of 206,852 thousand PLN,
- property, plant and equipment under construction in the amount of 4,459 thousand PLN,
- advances for property, plant and equipment under construction in the amount of 37 thousand PLN.

Commentary notes and information to the financial statement correctly describe changes in property, plant and equipment in use and property, plant and equipment under construction, including the recognition of possible write-offs that revalue the above property items.

### Non-current investment

Non-current investment of the company includes:

- interest and shares in subsidiaries in the amount of 163,587 thousand PLN,
- loans granted to subsidiaries in the amount of 8,005 thousand PLN,
- other securities issued by related companies in the amount of 150,027 thousand PLN,
- other non-current financial assets in the amount of 464 thousand PLN.

Commentary notes and information to the financial statement correctly describe changes in investment during the financial year.

### Inventories

The inventories structure and revaluating write-offs were correctly prepared in note that describes these balance sheet items.

### Receivables

The trade receivables age structure was correctly prepared in note that describes these balance sheet items, including revaluating write-offs. There were no outdated or extinguished receivables in the

audited part of the financial statement. There were no items which were past due or charged with a loss in value, for which no write-downs would be created in compliance with the accounting principles applied by the company.

#### Liabilities

Liabilities with the highest values are:

- non-current credits and loans in the amount of: 83,543 thousand PLN,
- current credits and loans in the amount of: 21,083 thousand PLN,
- liabilities due to deliveries and services in the amount 169,125 thousand PLN.

Details about credits and the description of their hedging and maturity were presented in additional notes and information to the financial statement.

There were no outdated or extinguished liabilities in the audited part of the financial statement. There were no significantly past due items, for which financial results of their overdue status would be created, as compliant with the contracts and trade conventions binding the company.

#### Prepayments, accruals and provisions for liabilities

Commentary notes that describe prepayments, accruals and provisions for liabilities, correctly describe their structure.

Cost and revenues settled in time are correctly classified within the audited accounting period.

Provisions for liabilities are established in reliably estimated amounts.

These items are presented completely and correctly in essential facets in relation to the total financial statement.

#### **4. Completeness and Correctness in the Preparation of the Introduction to the Financial Statement, Additional Information and Commentary and the Report regarding the Entity's Activities**

The introduction to the financial statement includes all required information of appendix no. 1 of Act on Accounting. The company confirmed that it had been appropriate to use a principle of business continuation when preparing the financial statement. Methods of assets, liabilities and equity valuation, the establishment of financial result and the method of financial statement preparation were completely and correctly described in this introduction.

The company prepared additional information and commentary in tabular notes related to the particular items of the balance sheet, income statement and descriptions.

Commentary notes to the items: property, plant and equipment, intangible assets, investment, liabilities and provisions for liabilities correctly present increases and decreases as well as the reasons for these changes during the financial year. The possibility of administration of the particular assets that are presented in the balance sheet was presented due to hedges made in the interest of creditors.

Additional information and commentary to the financial statement describe the reported items correctly and completely. They clearly present all additional information that is compliant with requirements specified in the regulation issued by the Regulation issued by the Minister of Finance on 18<sup>th</sup> of October, 2005 concerning information presented in financial statements and consolidated financial statements, required in a prospectus for issuers with its registered office in Poland, to whom Polish accounting principles are proper ones (Journal of Laws of 2005, No. 209 pos. 1743, and subsequent changes) and the Regulation issued by the Minister of Finance on 19<sup>th</sup> of February, 2009 concerning current and periodical information pertaining to companies traded on the stock exchange, as well as conditions for recognizing the equivalence of information required by legal regulations

binding in a country which is not a member state (Journal of Laws of 2009, No. 33 pos. 259, and subsequent changes).

The Management Board prepared and attached the report regarding the activities of the company in 2012 to the financial statement. This report contains information that is required by art. 49 sec. 2 of Act on Accounting and the Regulation issued by the Minister of Finance on 19<sup>th</sup> of February, 2009 concerning current and periodical information pertaining to companies traded on the stock exchange, as well as conditions for recognizing the equivalence of information required by legal regulations binding in a country which is not a member state. We've audited this report concerning the presented information that has a direct source in the audited financial statement.

#### **IV. FINAL INFORMATION AND ARRANGEMENTS**

##### The Management Board declarations

Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k. (formerly: Deloitte Audyt Sp. z o.o.) and a key expert auditor received a written statement from the company's Management Board, which states that the company complied with the law.

.....  
Marek Turczyński  
Key Expert Auditor  
Registration no. 90114

On behalf of Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k. (formerly: Deloitte Audyt Sp. z o.o.) – the entity entitled to audit financial statements registered in the list of entities entitled under item no. 73:

.....  
Marek Turczyński-Vice-President of the Management Board of Deloitte Polska Sp. z o.o., a general partner of Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.

Warsaw, 30<sup>th</sup> of April, 2013

Krakow, 30<sup>th</sup> of April, 2013

Dear Shareholders,

2012 was the year of a dynamic growth of business in Comarch S.A. Revenue grew by 17.5% and reached 666.9 million PLN. Company achieved very favourable financial results in sales of core proprietary products and services. In 2012, the operating profit of the company amounted to 62.4 million PLN, and net profit reached 41.6 million PLN. Net margin amounted to 6.2%.

In 2012, export sales grew continuously and were one of the main reasons for Comarch S.A.'s growth. The company successfully continued its long-term growth strategy based on proprietary products and development of foreign activity, which could be seen, among others, in acquired valuable contracts with ING group, UniCredit bank, Heathrow Airport or extension of cooperation with E-Plus. The Comarch brand is renowned both domestically and internationally and is associated with technologically advanced IT systems and high quality services. In order to strengthen the Comarch's market position as a global provider of IT products and services, the company continues the stable development and improvement of existing IT products. In 2012, research and development works related to innovative IT solutions within cloud computing were particularly important. Their continuation and development of an infrastructure enabling cloud-based services remain strategic company's goal in 2013. Comarch S.A. aims to become one of the main cloud providers of their own IT products on the global market.

In 2012, Comarch S.A. acquired two companies via CCF FIZ investment fund: A-MEA Informatik AG, an integrator of finance and ERP systems on Swiss market and ESAProjekt Sp. z o.o. offering IT solutions for customers in medicine sector in Poland. Comarch S.A. is one of the largest IT enterprises on the domestic market and pursues a large number of projects in all sectors of the economy. The main success achieved by Comarch S.A. over the course of the year 2012 resulted in selling proprietary software to enterprises in finance sector (with an increase of 97.8 million PLN in revenue).

Comarch S.A. has placed great emphasis on its investment in human resources, in the most advanced technologies and in novel and innovative products to secure and maintain a long-term competitive advantage. Expenditure on research and development has now exceeded 9% of sales revenue, which has been financed both from the company's own resources and by proactively seeking out European funds. In 2012, Comarch S.A. hired over 255 new employees, mostly IT specialists, as this is a key factor in executing an increased number of contracts, and in the further development of the company.

In 2012, Comarch S.A. continued to expand its production resources. The most significant investments were purchase of an office building in Łódź, supplementing Comarch branch in this city, and preparation works in order to begin construction of a new production and office building, including data centre, in the Krakow Special Economic Zone. The company plans to commence this investment in 2013 to be equipped with high quality workspace enabling seamless execution of IT projects.

The Comarch S.A. Management Board shall make every effort to ensure that consistent growth of the company's operations is aligned with its profitability. High level of innovativeness, acquiring new types of customers and stable gains in the efficiency of operations allow to take an optimistic view of Comarch S.A.'s future within the following years.

*Professor Janusz Filipiak*

*President of the Management Board  
Comarch S.A.*

## **INTRODUCTION TO THE COMARCH S.A.'S FINANCIAL STATEMENT SA-R 2012**

### **I. General Information about Comarch S.A. (the "Company")**

The basic activities of Comarch S.A. with its registered seat in Krakow at Al. Jana Pawła II 39 A include activity related to software, PKD 62.01.Z. The registration court for Comarch S.A. is the District Court for Krakow Śródmieście in Krakow, XI Economic Division of the National Court Register. The company's KRS number is 0000057567. The duration of the parent company is not limited.

In the tables of this statement:

- the previous period means period 01.01.2011 - 31.12.2011 and refers to 12 months,
- the current period means period 01.01.2012 - 31.12.2012 and refers to 12 months.

As at 31<sup>st</sup> of December, 2012, members of Comarch S.A.'s Board of Supervisors were:

- Elżbieta Filipiak - Chairman of the Board of Supervisors,
- Maciej Brzeziński - Vice-Chairman of the Board of Supervisors,
- Danuta Drobnik - Member of the Board of Supervisors,
- Wojciech Kucharzyk - Member of the Board of Supervisors,
- Anna Ławrynowicz - Member of the Board of Supervisors,
- Tadeusz Syryjczyk - Member of the Board of Supervisors.

As at 31<sup>st</sup> of December, 2012, members of Comarch S.A.'s Management Board were:

- Janusz Filipiak - President of the Management Board,
- Piotr Piątosa - Vice-President of the Management Board,
- Paweł Prokop - Vice-President of the Management Board,
- Piotr Reichert - Vice-President of the Management Board,
- Zbigniew Rymarczyk - Vice-President of the Management Board,
- Konrad Tarański - Vice-President of the Management Board,
- Marcin Warwas - Vice-President of the Management Board.

The financial statement was prepared with the assumption of the continuation of commercial activities by Comarch S.A. in the foreseeable future. According to the company's management, there are no circumstances suggesting any threat to the continuation of activities. The financial statement includes financial data from Comarch S.A.'s branch in Albany.

Comarch S.A. is parent company in the Capital Group. In addition to financial statement that is prepared pursuant to Act on Accounting, the company prepares also consolidated financial statement according to International Financial Reports Standards that are approved by the European Union.

### **II. There Were no Reservations in the Opinion of an Auditor Entitled to Audit Financial Statements of Comarch S.A. for 2011**

### **III. Principles of Valuation of Assets and Equity and Liabilities and Measure of Financial Result**

This financial statement was prepared according to the Act passed on 29<sup>th</sup> of September, 1994 on Accounting ("Act on Accounting") and the Regulation issued by the Minister of Finance on 18<sup>th</sup> of October, 2005 concerning information presented in financial statements and consolidated financial statements, required in a prospectus for issuers with its registered seat in Poland, to whom Polish accounting principles are proper ones, and according to the Regulation issued by the Minister of Finance on 19<sup>th</sup> of February, 2009 concerning current and periodical information pertaining to companies traded on the stock exchange, as well as conditions for recognizing the equivalence of information required by legal regulations binding in a country which is not a member state.

#### **1. Non-Current Assets**

##### **1.1 Intangible Assets**

Intangible assets are recorded at their acquisition prices with reference to the current redemption. The

company carries out depreciation write-offs using the straight-line method. The following depreciation rates have been adopted:

- computer software 30%
- licences 30%
- copyrights 30%
- other rights 10-20%

Adopted depreciation rates are related to the estimated useful life of intangible assets. If the useful life of intangible assets resulting from the contract is shorter than it results from the periods determined above, depreciation write-offs are carried out in the period resulting from the contract. In the case of intangible assets that were acquired for a particular project, the depreciation period is established as the duration of the project.

## **1.2 Property, Plant and Equipment**

### **A) Proprietary property, plant and equipment in use**

Proprietary property, plant and equipment in use were valued according to acquisition prices or production costs less depreciation write-offs in proportion to their useful life and write-offs due to permanent losses in value. The following detailed principles of depreciation of proprietary property, plant and equipment in use have been adopted by the company: assets are depreciated with the straight-line method with application of depreciation rates corresponding with periods of their economic utility. In most cases, depreciation rates are: 2.5% (for group number I), 30% (for group number IV), 15% (for group number VII) and 20% (for group number VIII). In case of proprietary property, plant and equipment in use that were acquired in order to be used in a specific project, the depreciation period is set as equal to the project duration.

Lands and the right of perpetual usufruct of land are not depreciated.

**B) Proprietary property, plant and equipment under construction** are valued according to acquisition prices less write-offs due to permanent losses in value.

**C) Improvements in third party's proprietary property, plant and equipment** are valued according to the acquisition price less depreciation. They are related to buildings and structures and depreciated with the straight-line method corresponding with periods of their economic utility.

**D) Proprietary property, plant and equipment, which are used according to the lease agreements** concluded after 1<sup>st</sup> of January, 2002, are classified as company's non-current assets if conditions resulting from article 3, section 4 of Act on Accounting are met and they are valued at fair value established as at the date of the beginning of the agreement or as at reception of the lease object into use, or at the current value of minimum lease fees, if it is lower than the fair value.

## **1.3 Non-Current Investments**

### **A) Real estates**

Real estates are valued according to acquisition price or production costs less depreciation write-offs in proportion to their useful life and write-offs due to permanent losses in value and principles specified in art. 31, art. 32 section 1-5 and art. 33 section 1 of the Act.

Costs and revenues related to real estates maintenance costs, their updating or reclassification are recognised as other operating revenue/costs (pursuant to art. 3 section 1, point 32 of the Act).

### **B) Non-current financial assets**

As at the balance sheet date, financial assets are classified as non-current in the financial statement if the estimated period of their further owning exceeds 12 months from the balance sheet date.

Shares are recognised at the acquisition or originate date according to acquisition price, and at the balance sheet date according to acquisition price less write-offs due to permanent loss in value. When permanent loss in value appears, the revaluation of write-offs is carried out no later than at the balance

sheet date.

Participation units in Comarch Corporate Investment Closed Investment Fund (“CCF FIZ”) are valued at fair value and effects of valuation are settled with revaluation reserve.

Loans are valued according to value of depreciated cost using effective interest rate. In case of lack of differences that are significant for valuation, loans are classified at nominal value plus accrued interest based on interest rate resulting from contracts.

## **2. Current Assets**

### **2.1 Inventories, Products in Progress and Finished Goods**

Materials are valued according real purchase prices. When loss in value in use is observed, revaluating write-offs are carried not later than as at the balance sheet date. Production in progress given in the statement refers to software produced by Comarch S.A. and allocated for multiple sales. Production in progress is valued according to direct technical production costs.

Application software produced by Comarch S.A. and allocated for multiple sales is valued in the period when it benefits, no longer than 36 months from an initial sale, in the amount of surplus of software production costs over net revenues obtained from sales of these products within the following 36 months. Software production costs, not written off after this period of time, increase other operational costs.

Depending on the nature of the produced software and the assessment of its possible sales, expenditures incurred for software production, in the amount of 50% to 100% of the invoiced sale in the above time period of sales, are written off into its own costs. If the company is aware of limits to sales capacity at an earlier point, it immediately performs a write-off revaluating production in progress in the amount of expenses in reference to which there is a probability that they will not be recovered, or does a one-time write-off of the entirety of unsettled expenses (depending on the degree of risk valuation) into its own cost of sales.

Finished goods are appraised according to actual purchase prices, no higher than net selling prices.

### **2.2 Receivables**

Receivables are recognised initially at nominal value and as at the balance sheet date in the amount of required payment. Receivables due to deliveries and services are classified as current receivables. Other receivables are recognised as current or non-current receivables depending on maturity (depending on whether this is less than or over 12 months from the balance sheet date).

In order to make their value real, receivables are decreased by write-offs revaluating bad debts.

Receivables in foreign currencies were valued as at the balance sheet date at NBP average exchange rates. The realised and resulting from balance valuation exchange differences are classified as financial revenues and financial costs respectively, after they were compensated.

### **2.3 Current Financial Assets**

Assets recognised in the financial statement consist mostly of monetary assets and loans to other entities. Monetary assets consist of cash in hand, cash at banks and accrued interest on financial assets. Cash in domestic currency was valued at nominal value, while cash in foreign currencies was valued at NBP average exchange rates.

Loans are valued according to value of depreciated cost using effective interest rate. In case of lack of differences that are significant for valuation, loans are classified at nominal value plus accrued interest based on interest rate resulting from contracts.

Securities are valued according to acquisition cost or market value, depending on which of the values is lower.

### **2.4 Current and Non-current Prepayments of Costs**

Expenses incurred in advance, but related to future reporting periods are settled by prepayments of costs. Prepayments of costs that last longer than 12 months starting with the balance sheet date are regarded as a non-current item.

Prepayments include also surplus of sales in long-term contracts made according to article 34a, section 1

and section 2, point 2 of Act on Accounting over value of sales invoiced to contractors.

### **3. Equity**

Equity includes:

- share capital of the company presented at nominal value,
- supplementary capital from profit-sharing in compliance with principles and limitations specified in the Commercial Companies Code and from surpluses of shares sold above their nominal value,
- other reserve capitals from profit-sharing intended for investment targets and other specified in statute – valuated at nominal value,
- retained profit from adjustments due to changes in accounting principles in 2002 resulting from amendments to Act on Accounting and adjustments due to changes to the rules of recognising of built-in derivatives,
- revaluation reserve due to valuation of investment certificates in CCF FIZ and settlement of deferred tax on valuation.

### **4. Liabilities and Provisions for Liabilities**

#### **4.1 Provisions for Liabilities**

They are created for reliable and possible losses due to business activities. In particular, they are related to:

- expected expenses that will incur during the next reporting period due to costs that are related to the current period,
- provisions for additional costs of contracts completion that are expected to incur and that exceed the amount of possible to achieve revenues; and provisions for guarantees,
- provisions due to rewards (premium) expected to be paid in the next reporting period, but related to the previous period,
- provisions for leaves.

They include also provisions due to deferred income tax.

#### **4.2 Liabilities**

At the time of initial recognition, financial liabilities are valuated at nominal value and as at the balance sheet date, in the amount of required payment. Liabilities due to deliveries and services are classified as current liabilities. Other liabilities are recognised as current or non-current receivables depending on maturity (depending on whether this is less than or over 12 months from the balance sheet date). Liabilities in foreign currencies were valuated as at the balance sheet date at NBP average exchange rates.

**4.3 Special Funds** consist of Social Services and Residential Fund that was created from profit-sharing for 1998 and 1999.

#### **4.4 Accruals**

Accruals of revenues include subsidies for financing of research and development works that are received from union funds and domestic funds for science.

Accruals of revenues include also surplus of sales invoiced to contractors over the value of proceeds from sales in long-term contracts determined according to article 34a, section 1 and section 2, point 2 of Act on Accounting.

### **5. Valuation of Assets and Equity and Liabilities Presented in Foreign Currencies and Principles of Determining Exchange Differences**

#### **5.1 Within Reporting Year**

Economic operations which are expressed in foreign currencies are presented in accounting books as of the date of their conducting with the exchange rate respectively:

- A) Operations related to sale and purchase of goods and services at the average NBP exchange rate as of the date preceding conducting the operation; however, import purchases that require customs clearance and export sales of goods are valued according to exchange rates set within evidence for customs clearance,

- B) Operations regarding an influx of foreign currency to a bank account, resulting from payment of receivables for goods and services, securities and additional interest by the bank - at the average NBP exchange rate as of the date preceding conducting the operation.
- C) Incurring credit or loans in foreign currencies at the moment of their inflow to a bank account in addition to inflow of added interest on these credits - at the average NBP exchange rate as of the date preceding conducting the operation.
- D) Purchase and sale of interest, shares and securities stated in foreign currency - at the average NBP exchange rate as of the date preceding conducting the operation.
- E) Operations related to sales or purchases of currencies – at the exchange rate actually applied by the bank on a given day (purchase or sales exchange rate, respectively, applied by the bank).
- F) Payment of receivables in foreign currency (including loans), if the currency does not directly influence the currency account – at the purchase exchange rate, with the bank that converted (acquired) these currencies.
- G) Payment of liabilities, credit and loans with the foreign currency purchased at the bank (i.e. not directly from a currency banking account) – at the sales exchange rate applied by the bank.
- H) Other operations at the average NBP exchange rate – as of the date preceding conducting the operation or exchange rate actually applied (depending on the type of operation).

## **5.2 As at Balance Sheet Date**

- A) Items of assets and equity and liabilities are valued at binding NBP average exchange rates.

## **5.3 Principles of Determining Exchange Differences**

- A) Exchange differences related to non-current investment are accounted for adequately with revaluation reserve or revenues and financial costs (according to article 35, section 2 and 4 of Act on Accounting).
- B) Exchange differences related to the other assets and equity and liabilities and those arising on payment of receivables and liabilities are classified to revenues and financial costs, respectively.
- C) Realised exchange differences, related to receivables and liabilities, are determined up to date, while unrealised exchange differences, related to receivables and liabilities and cash at banks are valued at the end of the quarter (in compliance with materiality principle).

## **6. Financial Instruments**

Derivative financial instruments designated as 'hedging instruments' according to §27-30 of the Regulation issued by Ministry of Finance on 12<sup>th</sup> of December, 2001 concerning detailed classification rules, valuation methods, scope of disclosure and presentation method of financial instruments, qualified as fair value hedging, are valued at fair value and change in their valuation refers to the result from financial operations.

Derivative financial instruments designated as 'hedging instruments' according to §27-30 of the Regulation issued by Ministry of Finance on 12<sup>th</sup> of December, 2001 concerning detailed classification rules, valuation methods, scope of disclosure and presentation method of financial instruments, qualified as cash flow hedging, are valued at fair value change in their valuation refers to:

- the revaluation reserve (in the part that constitutes the effective hedging),
- the result from financial operations (in part that doesn't constitute the effective hedging).

Derivative financial instruments designated as 'non-hedging instruments' according to §27-30 of the Regulation issued by Ministry of Finance on 12<sup>th</sup> of December, 2001 concerning detailed classification rules, valuation methods, scope of disclosure and presentation method of financial instruments, are valued at fair value and change in their valuation refers to the result from financial operations.

## 7. Financial Result

Comarch S.A. prepares its income statement in calculation version in compliance with matching principle revenues and costs.

Comarch S.A.'s operations mostly consist of producing software for multiple sales and implementing IT integration contracts. As part of its integration contracts, Comarch offers the implementation of IT turnkey systems consisting of (own and third party) software and/or computer hardware and/or services such as:

- implementation services,
- installation services,
- guarantee and post-guarantee services,
- technical assistance services,
- software customisation services,
- other IT and non-IT services necessary for system implementation.

Integration contracts realised by Comarch S.A. are classified according to article 34 a-d of Act on Accounting, whereas degree of progress for contract is determined by share of incurred costs compared to total costs of service execution.

In determining the total revenues from contracts, the following items are taken into account:

- revenues from proprietary software (irrespective of form, i.e. licences, property rights, etc.),
- revenues from services.

Unit managers may decide to include estimated revenues that are highly probable to be realised into the total revenues from a contract (e.g. during the implementation of the contract, project modifications are carried out for technical reasons and it is justified to assume with some probability that the ordering party will accept the modifications and that there will be revenues flowing from them).

When integration contracts under which software is allocated for multiple sales are Comarch property, the revenues and costs related to this software and the revenues and costs related to the other part of the integration contract are recognised separately.

Several integration contracts are combined and recognised as one contract, if:

- the agreements are executed at the same time or sequentially one after another and the precise separation of the costs of their execution is impossible, or
- the agreements are so closely inter-related that they are actually parts of a single project and share a single profit margin for the entire project.

### 7.1 Revenues are Classified according to Accrual Basis

Revenues from uncompleted non-current services (contracts) are classified in proportion to the level of service according to article 34 a, section 2, point 1 of Act on Accounting.

Revenues from sales of other services, products, finished goods and other item of assets are recognised at the moment of delivery of products, finished goods and other items of assets, if the entity transferred significant risk and benefits resulting from their ownership or at the moment of executing the service. Sales are presented in net value, i.e. without commodity and services taxes and taking into account all discounts.

### 7.2 Costs Consist of:

- A) In relation to long-term contracts, total expenditures incurred in the period, on execution of contracts that were valued at production costs.
- B) In relation to other services, finished goods and other assets – value of sold (invoiced) products, finished goods and other items valued at production cost or acquisition price.
- C) Total administrative costs and cost of sales incurred in the period.

In the item "Costs of sold products, finished goods and materials from related parties" in the income statement the company presents the value of products, finished goods and materials purchased from

related parties excluding these included in administrative costs, cost of sales and other operating costs.

Costs of sales consist of marketing costs and the costs of order acquisition by sales centres (departments) in the Comarch S.A.

General costs consist of the costs of the Comarch S.A. functioning as a whole and include administrative expenses and the costs of departments that operate for the general needs of the company.

### **7.3 Other Revenues and Operating Costs**

These consist of revenues and costs not related directly to the ordinary activities of entities and comprise mostly: result from sale of property, plant and equipment and intangible assets, subsidies, provisions created, effects of revaluation of assets and result from research and development financed by union.

According to the materiality principle, content-related items are compensated and they are presented resultantly, respectively in operating revenues or costs. In particular, it refers to:

- result on sales and decommissioning of property, plant and equipment; recovered communication damages and costs of repairs after damage,
- received and paid penalties,
- recognised and dissolved write-offs that revalue receivables,
- subsidies, costs of realisation of research and development works financed by them.

### **7.4 Revenues and Financial Costs**

Revenues and financial costs consist of revenues and costs due to interest, result from exchange differences, from disposal of financial assets and effects of investment revaluation.

### **7.5 Deferred Income Tax**

Due to temporary differences between the presented value of assets and liabilities as well as their tax value and tax loss it will possible to deduct in the future, a provision is established and deferred income tax assets are defined.

Deferred income tax assets are defined in the amount that it is anticipated will have to be deducted from income tax in the future in reference to negative temporary differences which shall result in the future in reducing the amount of the basis of taxation and the deductible tax loss defined using the precautionary principle.

Deferred income tax provisions are established in the amount of income tax payable in the future in reference to positive temporary differences, which would result in increasing the basis of taxation in the future.

Provisions and assets due to deferred income tax are established fiscal rates which are legally binding in the tax point year.

The difference between deferred income tax provisions and deferred income tax assets at the end and at the beginning of the reporting period affects the financial results. In addition, provisions and assets due to deferred income tax related to operations settled with equity are referred into equity.

Due to the fact that the company is taxed according to general principles and enjoys tax-exempt status, temporary differences in the tax yield may be realised within both of these activities. At the same time, the final determination within which of these activities (taxed or tax-exempt) the temporary differences will be realised on the basis of the annual settlement of income tax, after the end of the fiscal year. Therefore as at the balance sheet date, the company determines only an asset and provision for deferred income tax only in relation to the types of activities, which are always taxable according to principles that are applied by the company, i.e. financial activities and other operating activities.

On 1<sup>st</sup> of July, 2004, Comarch S.A. received a decision from the Minister of the Economy dated 24<sup>th</sup> of June, 2004 that changed the conditions for tax exemptions for entities operating in special economic zones to conditions included in the act that was passed on 2<sup>nd</sup> of October, 2003 on changing the act on special economic zones and certain other acts (Journal of Laws No. 188 Item 1840). Pursuant to article 5, section 2, point 1, lit. b), point 2, point 3 of the act, the maximum amount of public aid for entities, which operate in a special economic zone on the basis of a permit issued before 1<sup>st</sup> of January, 2000, cannot exceed 75% of the value of investments incurred in the period from the date of obtaining the permit until 31<sup>st</sup> of December, 2006, provided that in determining the maximum amount of public aid, the total amount

of public aid obtained since 1<sup>st</sup> of January, 2001 is taken into consideration. This means a change in the current method of granting tax relief (public aid) from unlimited relief to relief that is limited in value and depends on the value of investments made. In the case of Comarch S.A., the maximum value of public aid will not exceed 75% of the value of investment expenditures, which the company has incurred/shall incur since obtaining the permit, i.e. 22<sup>nd</sup> of March, 1999, until 31<sup>st</sup> of December, 2006. Tax exempt due to income tax is included in this limit. Additional information on methods of recognition of a deferred income asset and tax exempt due to operations in Special Economic Zone are included in Note 4a of additional information and commentary to this financial statement.

Comarch S.A. holds also another permit to operate in a special economic zone, i.e. permit no. 48/2007 dated the 18<sup>th</sup> of April, 2007 issued by Krakowski Park Technologiczny Sp. z o.o.

Financial result is determined according to article 42 of Act on Accounting dated 29<sup>th</sup> of September, 1994 r. Cash flow statement is prepared using the indirect method.

#### **IV. Principles of Conversion PLN to EURO**

NBP average exchange rates as at 31.12.2012:	4.0882
NBP average exchange rates as at 31.12.2011:	4.4168
NBP arithmetic average exchange rates as at the end of every month for the period 1.01 - 31.12.2012:	4.1736
NBP arithmetic average exchange rates as at the end of every month for the period 1.01 - 31.12.2011:	4.1401
NBP minimum rate in the period 1.01 - 31.12.2012:	4.0465
NBP minimum rate in the period 1.01 - 31.12.2011:	3.8403
NBP maximum rate in the period 1.01 - 31.12.2012:	4.5135
NBP maximum rate in the period 1.01 - 31.12.2011:	4.5642

In the table "Selected financial data" points I-VIII and XVI-XVII are valued at NBP arithmetic average exchange rates as at the end of every months in the period, while points IX-XIV and XVIII-XIX at NBP rate binding at the end of the period.

#### **V. Differences between Polish Accounting Principles and International Financial Reporting Standards**

Differences:

##### **1. The Right of Perpetual Usufruct of Land**

In IFRS, the method of presentation of the right of perpetual usufruct of land is not defined explicitly. There are different opinions in that case. Comarch S.A. as the parent company prepares consolidated financial statement according to IFRS and presents the right of perpetual usufruct of land as non-current prepayments settled in time. According to Act on Accounting the law of perpetual usufruct of land is presented as "lands" in property, plant and equipment and is not depreciated.

##### **2. Operating in the Special Economic Zone ("SEZ")**

As a result of Poland joining the European Union, there was a change within terms of income tax from legal persons from unlimited relief to relief that is limited in value and depends on the value of investments made. Pursuant to IAS 12, unused tax relief as at the balance sheet date constitutes a deferred income tax asset. As at 31<sup>st</sup> of December, 2011, the company determined the asset that is worth 9.904 million PLN and presented it in the consolidated financial statement according to IFRS. Within 2012 the assets were dissolved, however as at 31<sup>st</sup> of December, 2012 an asset worth 10.054 million PLN was created. Total effect on result would amount to +0.15 million PLN.

### 3. Managerial Option Programme

On 28<sup>th</sup> of June, 2010, the Annual General Meeting of Shareholders passed Resolution no. 23 on the managerial options programme for company's Key Employees for 2011-2013. The objective of the programme is to additionally motivate members of the Management Board and Key Employees by options on Comarch S.A. shares (hereinafter referred to as the "Option") dependent on increases in the value of the company and increase in its capitalisation. The program will be executed through offers of newly-issued shares in the company in 2012, 2013 and 2014 to Key Employees (details of this programme were presented in note 40 of this financial statement).

Pursuant to IFRS2, the company is obliged to calculate the value of the Option and classify it as a cost in the income statement in the Option period, i.e. from its issue date until its expiry date. The company will recognise the value of the particular options beginning from the options' acquiring, i.e. an establishment by the Supervisory Board a list of Key Employees and single option factors for each subsequent year.

The company notes that despite the fact that the value of the Option decreases the net profit of the company and of the Group, this operation does not affect the value of cash flows. Moreover, the economic cost of the Option shall be classified in the income statement through its inclusion in the "diluted net profit" of newly issued shares for the participants of the programme. Despite the fact that the IFRS2 standard was officially adopted by the European Union to companies listed on the stock exchange in the preparation of consolidated statements, many experts point out its controversial nature – in their opinion, placing the cost of the Option in the income statement results in the double inclusion of the effect of the Option programme (once by result and second by dilution).

Pursuant to Act on Accounting dated the 29<sup>th</sup> of September, 1994, managerial option programme is not presented in the income statement. The Option is recognised as cost in the consolidated income statement prepared according to IFRS. In 2012, determined option's value amounted to 0.325 million PLN.

### 4. Differences compared to IFRS

Item	Equity as at 31 December 2012	Net result for 2012
Corrections according to the Polish accounting principles:	629,386	41,604
a) presentation of managerial option (pt V 3)	-	-325*
b) an asset due to tax exemption in the SEZ (pt V 2)	10,054	150
c) depreciation due to the right of perpetual usufruct of lands (pt V 1)	-813	-92
Equity and net result after adjusting above-mentioned differences:	638,627	41,337
Change		

*\*) The item has an effect on the amount of result from the current year, however at the same time it is settled with equity.*

## FINANCIAL SUPERVISION AUTHORITY

## ANNUAL REPORT SA-R 2012

(pursuant to § 2 sec. 1, pt. 3 of the Regulation issued by the Minister of Finance on 19<sup>th</sup> of Feb., 2009: Journal of Laws No. 33 Item 259)  
(for issuers of securities managing production, construction, trade and services activities)

For financial year 2012 from 2012-01-01 to 2012-12-31  
And for the previous year 2011, from 2011-01-01 to 2011-12-31

Date of publication: 2013-04-30

<b>COMARCH SA</b>	
(full name of an issuer)	
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Deloitte Audyt Sp. z o.o.

(An auditor entitled to audit financial statements)

Annual report includes:

- Opinion and Report of an Auditor regarding the Annual Financial Statement
- The Management Board's Statement regarding the Reliability of Financial Statement
- The Management Board's Statement regarding the Auditor Independence
- Letter of the President of the Management Board
- Annual Financial Statement
  - Introduction
  - Balance Sheet
  - Income Statement
  - Changes in Equity
  - Cash Flow Statement
  - Additional Information and Commentaries
- Report of the Management Board (Report regarding the Activities of Issuer)
  - Report regarding the Corporate Governance

SELECTED FINANCIAL DATA	thousands of PLN		thousands of EURO	
	2012	2011	2012	2011
I. Net revenues from sales of products, goods and materials	666,859	567,673	159,780	137,115
II. Profit (loss) on operating activities	62,392	53,748	14,949	12,982
III. Gross profit (loss)	43,616	62,691	10,450	15,142
IV. Net profit (loss)	41,604	55,191	9,968	13,331
V. Cash flows from operating activities	62,711	62,349	15,026	15,060
VI. Cash flows from investing activities	-95,458	-61,678	-22,872	-14,898
VII. Cash flows from financing activities	-4,584	2,418	-1,098	584
VIII. Total net cash flows	-37,331	3,089	-8,945	746
IX. Total assets	1,060,650	953,265	259,442	215,827
X. Liabilities and provisions for liabilities	431,264	343,568	105,490	77,787
XI. Non-current liabilities	83,849	75,418	20,510	17,075
XII. Current liabilities	238,050	166,562	58,229	37,711
XIII. Equity	629,386	609,697	153,952	138,040
XIV. Share capital	8,051	8,051	1,969	1,823
XV. Number of shares	8,051,637	8,051,637	8,051,637	8,051,637
XVI. Earnings (losses) per single share (PLN/EURO)	5.17	6.85	1.24	1.65
XVII. Diluted earnings (losses) per single share (PLN/EURO)	5.17	6.85	1.24	1.65
XVIII. Book value per single share (PLN/EURO)	78.17	75.72	19.12	17.14
XIX. Diluted book value per single share (PLN/EURO)	78.17	75.72	19.12	17.14
XX. Dividend per one share (paid or declared)	1.50	0.00	0.36	0.00

**OPINION OF AN AUDITOR ENTITLED TO AUDIT FINANCIAL STATEMENTS ON ANNUAL FINANCIAL STATEMENT**

File	Description
SAR_Opinion.pdf	Opinion of an Auditor -Appendix No. 1

**REPORT OF AN AUDITOR ENTITLED TO AUDIT FINANCIAL STATEMENTS ON ANNUAL FINANCIAL STATEMENT**

File	Description
SAR_Report.pdf	Report of an Auditor -Appendix No. 2

**THE MANAGEMENT BOARD'S STATEMENT REGARDING THE RELIABILITY OF FINANCIAL STATEMENT**

File	Description
The Management Board's Statement regarding the Reliability of Financial Statement.pdf	The Management Board's Statement regarding the Reliability of Financial Statement -Appendix No. 3

**THE MANAGEMENT BOARD'S STATEMENT REGARDING AUDITOR INDEPENDENCY**

File	Description
The Management Board's Statement regarding Auditor Independence.pdf	The Management Board's Statement regarding Auditor Independence - Appendix No. 4

**LETTER OF THE PRESIDENT OF THE MANAGEMENT BOARD**

File	Description
Letter of the President of the Management Board.pdf	Letter of the President of the Management Board -Appendix No. 5

**ANNUAL FINANCIAL STATEMENT****INTRODUCTION TO THE FINANCIAL STATEMENT**

File	Description
Introduction to the Financial Statement.pdf	Introduction to the Financial Statement - Appendix No. 6

**BALANCE SHEET**

	Notes	thousands of PLN	
		2012	2011
<b>ASSETS</b>			
I. Non-current assets		578,820	529,740
1. Intangible assets	1	10,563	6,717
2. Property, plant and equipment	2	211,348	202,178
3. Non-current investment	3	349,593	316,762
3.1 Non-current financial assets		322,083	288,030

a) in related parties		322,083	288,030
3.2 Real estates		27,467	28,689
3.3 Other non-current investment		43	43
4. Non-current prepayments	4	7,316	4,083
4.1 Deferred income tax assets		6,413	4,022
4.2 Other prepayments		903	61
II. Current assets		481,830	423,525
1. Inventories	5	34,798	33,204
2. Current receivables	6 7	403,608	321,474
2.1 from related parties		149,328	146,025
2.2 from other entities		254,280	175,449
3. Current investment		20,118	55,706
3.1 Current financial assets	8	20,118	55,706
a) in related parties		1,437	215
b) in other entities		1,205	149
- granted loans		124	124
- interest and shares		22	0
- other current financial assets		1,059	25
c) cash and cash equivalents		17,476	55,342
4. Current prepayments	9	23,306	13,141
Total assets		1,060,650	953,265
EQUITY AND LIABILITIES			
I. Equity		629,386	609,697
1. Share capital	10	8,051	8,051
2. Capital from merger settlement		0	0
3. Supplementary capital	11	458,146	415,032
4. Revaluation reserve	12	120,664	130,502
5. Other reserve capitals	13	745	745
6. Previous years' profit (loss)		176	176
7. Net profit (loss)		41,604	55,191
II. Liabilities and provisions for liabilities		431,264	343,568
1. Provisions for liabilities	14	100,483	96,248
1.1 Provisions due to deferred income tax		29,847	32,971
1.2 Other provisions		70,636	63,277
a) current		70,636	63,277
2. Non-current liabilities	15	83,849	75,418
2.1 to related parties		306	142
2.2 to other entities		83,543	75,276
3. Current liabilities	16	238,050	166,562
3.1 to related parties		31,715	23,958
3.2 to other entities		205,108	141,490
3.3 special funds		1,227	1,114
4. Accruals	17	8,882	5,340
4.1 Other accruals		8,882	5,340
a) current		8,882	5,340
Total equity and liabilities		1,060,650	953,265

Book value		629,386	609,697
Number of shares		8,051,637	8,051,637
Book value per single share (PLN)	18	78.17	75.72
Diluted number of shares		8,051,637	8,051,637
Diluted book value per single share (PLN)	18	78.17	75.72

**OFF-BALANCE SHEET ITEMS**

	Notes	thousands of PLN	
		2012	2011
1. Contingent liabilities to related parties (due to)	19	151,085	57,333
-bank guarantees and suretyships		136,998	27,333
-payment for purchase of shares issued within the frame of conditional increase in the share capital of MKS Cracovia SSA		14,087	30,000
2. Contingent liabilities to other entities (due to)		67,860	35,123
-bank guarantees and suretyships		67,860	35,123
Total off-balance sheet items		218,945	92,456

**INCOME STATEMENT**

	Notes	thousands of PLN	
		2012	2011
I. Net revenues from sales of products, goods and materials, including:		666,859	567,673
-revenues from related parties		129,980	106,936
1. Net revenues from sales of products	20	485,945	472,617
2. Net revenues from sales of goods and materials	21	180,914	95,056
II. Costs of products, goods and materials sold, including:		496,325	377,500
-to related parties		35,560	32,509
1. Manufacturing cost of products sold	22	328,119	294,343
2. Value of products, goods and materials sold		168,206	83,157
III. Gross profit on sales		170,534	190,173
IV. Costs of sales	22	62,302	61,245
V. Administrative costs	22	42,697	40,719
VI. Profit (loss) on sales		65,535	88,209
VII. Other operating revenues		10,321	3,572
1. Profit on disposal of non-financial non-current assets		67	52
2. Other operating revenues	23	10,254	3,520
VIII. Other operating costs		13,464	38,033
1. Other operating costs	24	13,464	38,033
IX. Profit (loss) on operating activities		62,392	53,748
X. Financial revenues	25	6,384	20,632
1. Dividends and share in profits		762	509
-from related parties		762	509
2. Interest, including:		2,003	2,925
-from related parties		1,266	1,984
3. Other		3,619	17,198
XI. Finance costs	26	25,160	11,689
1. Interest		3,268	4,758
2. Revaluation of investment		11,816	4,317
3. Other		10,076	2,614
XII. Profit (loss) on business activities		43,616	62,691
XIII. Gross profit (loss)		43,616	62,691
XIV. Income tax	27	2,012	7,500
a) current		5,219	9,506
b) deferred		-3,207	-2,006
XV. Net profit (loss)		41,604	55,191

Net profit (loss) (annualised)		41,604	55,191
Weighted average number of shares		8,051,637	8,051,637

Earnings (losses) per single share (PLN)	29	5.17	6,85
Diluted weighted average number of shares		8,051,637	8,051,637
Diluted earnings (losses) per single share (PLN)	29	5.17	6,85

**CHANGES IN EQUITY**

	thousands of PLN	
	2012	2011
I. Opening balance of equity (BO)	609,697	559,208
I. a. Opening balance of equity after adjustments	609,697	559,208
1. Opening balance of share capital	8,051	8,051
1.2. Closing balance of share capital	8,051	8,051
2. Opening balance of supplementary capital	415,032	346,562
2.1. Changes in supplementary capital	43,114	68,470
a) increases (due to)	43,114	68,470
-profit-sharing for the previous years	43,114	68,470
2.2. Closing balance of supplementary capital	458,146	415,032
3. Opening balance of revaluation reserve	130,502	135,204
-changes in applied accounting principles	0	0
3.1. Changes in revaluation reserve	-9,838	-4,702
a) increases (due to)	2,308	1,103
-provision for deferred income tax due to certificates valuation	2,308	1,103
a) decreases (due to)	12,146	5,805
-provision for deferred income tax due to certificates valuation	12,146	5,805
3.2 Closing balance of revaluation reserve	120,664	130,502
4. Opening balance of capital from merger	0	0
4.1 Closing balance of capital from merger	0	0
5. Opening balance of other reserve capitals	745	745
5.1 Closing balance of other reserve capitals	745	745
6. Opening balance of the previous years' profit (loss)	55,367	68,646
6.1. Opening balance of the previous years' profit	55,367	68,646
a) changes in applied accounting principles	0	0
6.2. Opening balance of the previous years' profit after adjustments	55,367	68,646
b) decreases (due to)	55,191	68,470
-transferring the result for the previous years to supplementary capital	43,114	68,470
-payment of dividend	12,077	0
6.3. Closing balance of the previous years' profit	176	176
7. Net result	41,604	55,191
a) net profit	41,604	55,191
II. Closing balance of equity	629,386	609,697
III. Equity including proposed profit-sharing (loss coverage)	629,386	609,697

**CASH FLOW STATEMENT**

	thousands of PLN	
	2012	2011
<b>A. Cash flows from operating activities</b>		
I. Net profit (loss)	41,604	55,191
II. Total adjustments	21,107	7,158
1. Depreciation	22,387	18,788
2. Exchange gains (losses)	461	296
3. Interest and shares in profits (dividends)	-3,561	3,488
4. Profit (loss) on investing activities	11,749	4,526
5. Change in provisions	8,512	16,880
6. Change in inventories	-1,611	8,061
7. Change in receivables	-75,992	-40,649
8. Change in current liabilities, excluding credits and loans	70,989	-397
9. Change in prepayments and accruals	-11,827	-3,835
10. Other adjustments	0	0
III. Net cash used in operating activities (I+/-II)-indirect method	62,711	62,349
<b>B. Cash flows from investing activities</b>		
I. Inflows	58,607	13,041
1. Disposal of property, plant and equipment and intangible assets	385	643
2. From financial assets, including:	58,222	12,398
a) in related parties	56,590	12,397
-dividends and share in profits	762	509
-repaid loans	49,889	11,023
-interest	5,939	797
-received loans	0	68
b) in other entities	1,632	1
-interest	3	1
-other inflows from financial assets	1,629	0
II. Outflows	-154,065	-74,719
1. Purchase of property, plant and equipment and intangible assets	-37,146	-9,565
2. Expenses for investment in real estates	-23	-28,879
3. For financial assets, including:	-116,896	-35,315
a) in related parties	-116,154	-30,345
-purchase of financial assets	-110,354	-20,506
-granted non-current loans	-5,800	-9,839
b) in other entities	-742	-4,970
-purchase of financial assets	-410	-4,876
-granted non-current loans	-332	-94
4. Other investment expenditures	0	-960
III. Net cash used in investing activities (I-II)	-95,458	-61,678
I. Inflows	19,547	13,940
1. Inflows from share issue and other capital instruments as well as surcharges to capital	0	0
2. Loans and credits	19,543	13,940
4. Other financial inflows	4	0
II. Outflows	-24,131	-11,522
1. Dividends and other payments to owners	-12,488	0
2. Repayment of loans and credits	-8,496	-6,655
3. Interest	-3,147	-4,795
4. Other financial outflows	0	-72
III. Net cash (used in)/generated from financing activities (I-II)	-4,584	2,418

D. Total net cash flows (A.III+/-B.III+/-C.III)	-37,331	3,089
E. Balance sheet change in cash and cash equivalents, including:	-37,862	2,832
-change in cash and cash equivalents due to exchange differences	-531	-257
F. Cash and cash equivalents opening balance	55,335	52,503
G. Closing balance of cash and equivalents (F+/-E), including:	17,473	55,335
-limited disposal	698	410

**ADDITIONAL INFORMATION AND COMMENTARY**

**A. COMMENTARY NOTES**

**BALANCE SHEET COMMENTARY NOTES**

**Note 1 a**

<b>INTANGIBLE ASSETS</b>	thousands of PLN	
	2012	2011
a) costs of finished development works	0	0
b) goodwill	0	0
c) licences, patents and similar items, including:	8,404	5,237
-computer software	373	420
d) other intangible assets	2,151	1,480
e) advance payments for intangible assets	8	0
Total intangible assets	10,563	6,717

## Note 1 b

CHANGES IN INTANGIBLE ASSETS (BY TYPES)							
thousands of PLN							
	a	b	c		d	e	Total intangible assets
	costs of completed development work	goodwill	licences, patents and similar items, including	-computer software	other intangible assets	advances for intangible assets	
a) opening balance of gross value of intangible assets	0	0	11,931	944	1,862	0	13,793
b) increases (due to)	0	0	5,308	133	1,374	8	6,690
-purchase	0	0	5,308	133	1,374	8	6,690
c) decreases (due to)	0	0	3	0	0	0	3
-decommissioning	0	0	3	0	0	0	3
d) closing balance of gross value of intangible assets	0	0	17,236	1,077	3,236	8	20,480
e) opening balance of accumulated depreciation (amortisation)	0	0	6,694	524	382	0	7,076
f) depreciation for the period (due to)	0	0	2,138	180	703	0	2,841
-increases (costs depreciation)	0	0	2,141	180	703	0	2,844
-decreases	0	0	3	0	0	0	3
g) closing balance of accumulated depreciation (amortisation)	0	0	8,832	704	1,085	0	9,917
h) closing balance of net value of intangible assets	0	0	8,404	373	2,151	8	10,563

## Note 1 c

INTANGIBLE ASSETS (PROPRIETARY STRUCTURE)	thousands of PLN	
	2012	2011
a) proprietary	10,563	6,717
Total intangible assets	10,563	6,717

## Note 2 a

PROPERTY, PLANT AND EQUIPMENT	thousands of PLN	
	2012	2011
a) property, plant and equipment in use, including:	206,852	200,536
-lands (including right of perpetual usufruct of land)	30,297	28,559
-buildings, premises and water and civil engineering structures	125,205	128,958
-technical equipment and machines	41,993	33,895
-means of transport	5,769	5,419
-other property, plant and equipment	3,588	3,705
b) property, plant and equipment under construction	4,459	1,628
c) advances for property, plant and equipment under construction	37	14
Total property, plant and equipment	211,348	202,178

## Note 2 b

<b>CHANGES IN PROPERTY, PLANT AND EQUIPMENT IN USE (BY TYPES)</b>						
thousands of PLN						
	- lands (including right of perpetual usufruct of land)	- buildings, premises and water and civil engineering structures	- technical equipment and machines	- means of transport	- other non-current assets	Total non-current assets in use
a) opening balance of gross value of property, plant and equipment in use	28,706	154,687	102,450	12,662	10,333	308,838
b) increases (due to)	1,738	275	19,580	2,323	1,010	24,926
-purchase	1,738	275	19,580	2,323	1,010	24,926
c) decreases (due to)	0	3	2,698	995	85	3,781
-decommissioning	0	0	2,218	0	85	2,303
-sales	0	3	480	995	0	1,478
d) closing balance of gross value of property, plant and equipment in use	30,444	154,959	119,332	13,990	11,258	329,983
e) opening balance of accumulated depreciation (amortisation)	147	25,729	68,555	7,243	6,628	108,302
f) depreciation for the period (due to)	0	4,025	8,784	978	1,042	14,829
-increases (costs depreciation for the period)	0	4,025	11,395	1,760	1,118	18,298
-decreases (decommissioning)	0	0	2,181	0	76	2,257
-decreases (sales)	0	0	430	782	0	1,212
g) closing balance of accumulated depreciation (amortisation)	147	29,754	77,339	8,221	7,670	123,131
h) closing balance of net value of property, plant and equipment in use	30,297	125,205	41,993	5,769	3,588	206,852

## Note 2 c

<b>BALANCE SHEET PROPERTY, PLANT AND EQUIPMENT IN USE (PROPRIETARY STRUCTURE)</b>	thousands of PLN	
	2012	2011
a) proprietary	205,039	198,927
b) used on the basis of an agreement of rental, lease or others, including lease agreements	1,813	1,609
Total balance sheet property, plant and equipment in use	206,852	200,536

## Note 3 a

<b>CHANGES IN REAL ESTATES (BY TYPES)</b>	thousands of PLN	
	2012	2011
a) opening balance	28,689	0
b) increases (due to)	23	28,689
-acceptance for use of a building dedicated to rent	0	28,689
-fittings of a building dedicated for rent	23	0
c) decreases (due to)	1,245	0
-depreciation for the period	1,245	0
d) closing balance	27,467	28,689

## Note 3b

<b>NON-CURRENT FINANCIAL ASSETS</b>	thousands of PLN	
	2012	2011
a) in subsidiaries	322,083	288,030
-interest or shares	163,587	64,635
-granted loans	8,005	55,747
-other securities	150,027	162,173
-other non-current financial assets (by types)	464	5,475
-interest due to non-current loans	464	5,475
b) in associates	0	0
c) in other entities	0	0
Total non-current financial assets	322,083	288,030

## Note 3 c

<b>CHANGES IN NON-CURRENT FINANCIAL ASSETS (BY TYPES)</b>	thousands of PLN	
	2012	2011
a) opening balance	288,030	268,452
Interest and shares		
b) opening balance	64,635	43,522
c) increases (due to)	110,764	25,381
-purchase of shares in subsidiaries	110,764	25,381
d) decreases (due to)	11,812	4,268
-balance sheet valuation of shares (revaluation of shares)	11,812	4,268
e) closing balance	163,587	64,635
Other securities		
f) opening balance	162,173	167,978
g) increases (due to)	0	0
h) decreases (due to)	12,146	5,805
-valuation of shares in CCF Closed Investment Fund	12,146	5,805
i) closing balance	150,027	162,173

Non-current loans and other non-current assets in subsidiaries		
j) opening balance	61,222	56,952
k) increases (due to)	7,315	16,127
-loans granted to subsidiaries	5,498	9,579
-loans granted to other entities	332	0
-interest due to non-current loans	772	1,959
-transferring loans from subsidiaries from current to non-current loans	213	0
-balance-sheet valuation of non-current loans	500	4,228
-balance-sheet valuation of interest on non-current loans	0	361
l) decreases (due to)	60,068	11,857
-repayment of subsidiaries' loans	49,889	10,973
-repayment of interests on subsidiaries' loans	5,943	797
-repayment of interests on other entities' loans	22	0
-transferring non-current loans from related entities to current loans	1,022	0
-transferring non-current loans from other entities to current loans	52	0
-transferring non-current interests on loans from related entities to current loans	64	0
-creating write-offs revaluating interests	0	25
-balance sheet valuation	3,126	0
-dissolving write-offs revaluating loans	-48	0
-dissolving write-offs revaluating interests	-2	16
l) closing balance	8,469	61,222
Other loans		
m) opening balance	0	0
o) closing balance	0	0
p) Closing balance	322,083	288,030

## Note 3 d

SECURITIES, SHARES AND OTHER NON-CURRENT FINANCIAL ASSETS (BY CURRENCY STRUCTURE)	unit	currency	thousands of PLN	
			2012	2011
a) in polish currency			183,045	183,568
b) in foreign currencies (by currencies and after conversion to PLN)			131,033	48,715
b1. in currency	in thou.	USD	52	0
after conversion to thousands of PLN			161	0
b2. in currency	in thou.	EURO	31,872	10,994
after conversion to thousands of PLN			130,300	48,558
other currencies in thousands of PLN			572	157
Total securities, shares and other non-current financial assets			314,078	232,283

## Note 3 e

SECURITIES, SHARES AND OTHER NON-CURRENT FINANCIAL ASSETS (BY DISPOSAL)	thousands of PLN	
	2012	2011
A. Total securities, shares and other non-current financial assets	314,078	232,282
a. shares (balance sheet value) – admitted do public trading	0	0
-opening balance value	0	0
-value according to the acquisition price	0	0
b. shares (balance sheet value)-other	160,492	61,834
-opening balance value	61,834	41,445

-revaluating corrections (for the period)	-11,000	-3,011
-increase - purchase of shares	109,658	23,400
-value according to the acquisition price	174,715	65,057
c. participation units	150,027	162,173
-opening balance value	162,173	167,978
-value according to the acquisition price	1,060	1,060
-revaluating corrections (for the period)	-12,146	-5,805
d. shares in limited companies	3,095	2,800
-opening balance value	2,800	2,077
-revaluating corrections (for the period)	-812	-1,258
-increase in value – purchase of shares	1,107	1,981
-value according to the acquisition price	7,008	5,901
e. others-interest from non-current loans (balance sheet value)	464	5,475
-opening balance value	5,475	3,961
-revaluating corrections (for the period)	-2	-715
Total value according to the acquisition price	182,783	72,018
Total opening balance value	232,283	215,461
Total revaluating corrections (for the period)	130,922	154,882
Total balance sheet value	314,078	232,283

## Note 3 f

GRANTED NON-CURRENT LOANS (BY CURRENCY STRUCTURE)	unit	currency	thousands of PLN	
			2012	2011
a) in polish currency			5,305	14,892
b) in foreign currencies (by currencies and after conversion to PLN)			2,700	40,855
b1. in currency	in thou.	EURO	660	9,250
after conversion to thousands of PLN			2,698	40,855
b2. in currency	in thou.	USD	0	0
Total non-current loans			8,005	55,747

## Note 3 g

OTHER NON-CURRENT INVESTMENTS (BY TYPES)	thousands of PLN	
	2012	2011
-works of art	43	43
Total other non-current investments	43	43

## Note 3 h

CHANGES IN OTHER NON-CURRENT INVESTMENTS (BY TYPES)	thousands of PLN	
	2012	2011
a) opening balance	43	43
b) closing balance	43	43

## Note 3 i

OTHER NON-CURRENT INVESTMENT (CURRENCY STRUCTURE)	unit	currency	thousands of PLN	
			2012	2011
a) in polish currency			43	43
Total other non-current investment			43	43

## Note 4 a

CHANGE IN DEFERRED INCOME TAX ASSETS	thousands of PLN	
	2012	2011
1. Opening balance of deferred income tax assets	4,022	1,792
2. Increases	3,389	3,060
a) referred into the financial result of the period	3,389	3,060
3. Decreases	998	830
a) referred into the financial result of the period	998	830
4. Closing balance of deferred income tax assets, including:	6,413	4,022
a) referred into the financial result	6,413	4,022

**I. Tax exempt due to activities in Special Economic Zone.**

Comarch S.A. operates in the Special Economic Zone ("SEZ") in Krakow and claims the tax relief resulting from its activities in the SEZ on the basis of a permit obtained on the 22<sup>nd</sup> of March, 1999, and amended with a decision from the Minister of the Economy dated 24<sup>th</sup> of June, 2004. The period in which Comarch S.A. is entitled to use this public aid ends on the 31<sup>st</sup> of December, 2017. In the case of Comarch S.A., the maximum value of public aid will not exceed 75% of the value of investment expenditures, which the company has incurred/shall incur since obtaining the permit until 31<sup>st</sup> of December, 2006. The costs of investments and the amount of aid are subject to discounting pursuant to Par. 9 of the Regulation of the Ministry from 14<sup>th</sup> of September, 2004 on the Krakow Special Economic Zone (Journal of Laws 220 Item 2232) with wording changed pursuant to Par. 1 of the Regulation of the Ministry from 8<sup>th</sup> of February, 2005 that changed the Ordinance on the Krakow Special Economic Zone (Journal of Laws No. 32 Item 270) and with Par. 2 of the latter Ordinance taken into consideration. The limit of the unused investment relief as at 31<sup>st</sup> of December, 2012, discounted as at the permit date, is 9.81 million PLN. Pursuant to the Act on Accounting dated 29<sup>th</sup> of September, 1994, the company does not include tax exempt due to activities in Special Economic Zone in calculating a value of a deferred income tax asset.

**II. Temporary differences and tax losses to be settled**

Due to the fact that the company is taxed according to general principles and enjoys tax-exempt status, temporary differences in the tax yield may be realised within both of these activities. At the same time, the final determination within which of these activities (taxed or tax-exempt) the temporary differences will be realised on the basis of the annual settlement of income tax, after the end of the fiscal year. In 2012, assets due to temporary differences in income tax, worth 3.389 million PLN, were recognised. Tax assets worth 0.998 million PLN, recognised at 31<sup>st</sup> of December, 2011, were dissolved in part. A provision for deferred income tax due to temporary differences in the amount of 0.201 million PLN was recognised and a provision in the amount of 1.017 million PLN was dissolved. The total effect of these operations on the result of 2012 was plus 3.207 million PLN.

## Note 4 b

OTHER PREPAYMENTS	thousands of PLN	
	2012	2011
a) prepayments of costs, including:	903	61
-non-current prepayments due to costs	903	61
Total other prepayments	903	61

## Note 5 a

INVENTORIES	thousands of PLN	
	2012	2011
a) materials	229	423
b) rough products and products in progress	19,840	24,305
c) finished goods	14,729	8,476
d) advances for deliveries	0	0
Total inventories	34,798	33,204

Due to loss in value, write-offs that revalue inventories were done and worth 1.05 million PLN. At the same time, write-offs that revalue inventories were dissolved and amounted to 2.602 million PLN. Total value of write-offs that are included in the result amounts to 1.552 million PLN.

## Note 6 a

CURRENT RECEIVABLES	thousands of PLN	
	2012	2011
a) from related parties	149,328	146,025
-due to deliveries and services with payment period of:	148,706	145,732
-up to 12 months	148,706	145,732
-other	622	293
b) from other entities	254,280	175,449
-due to deliveries and services with payment period of:	251,129	171,063
-up to 12 months	216,824	167,058
-over 12 months	34,305	4,005
-other	3,151	4,386
-settlements with employees due to advances and loans	154	155
-deposits, securities, overpayments	1,612	1,562
-due subsidies	1,385	2,511
-investments receivables	0	158
Total net current receivables	403,608	321,474
c) write-offs revaluating receivables	16,596	29,983
Total gross current receivables	420,204	351,457

## Note 6 b

CURRENT RECEIVABLES FROM RELATED PARTIES	thousands of PLN	
	2012	2011
a) due to deliveries and services, including:	148,706	145,732
-from subsidiaries	148,612	145,716
-from associates	94	16
b) others, including:	622	293
-from subsidiaries	622	293
Total net current receivables from related parties	149,328	146,025
c) write-offs revaluating receivables from related parties	12,473	21,595
Total gross current receivables from related parties	161,801	167,620

## Note 6 c

CHANGE IN WRITE-OFFS THAT REVALUATE CURRENT RECEIVABLES	thousands of PLN	
	2012	2011
Opening balance	29,983	35,744
a) increases (due to)	10,227	10,715
-establishing write-offs for bad debts	10,227	10,715
b) decreases (due to)	23,614	16,476
-dissolution of provisions - paid receivables	16,862	13,673
-dissolution of provisions – listing of outdated receivables	5,995	2,803
-dissolution of write-offs for receivables – accumulated depreciation	757	0
Closing balance of write-offs that revalue current receivables	16,596	29,983

## Note 6 d

GROSS CURRENT RECEIVABLES (CURRENCY STRUCTURE)	unit	currency	thousands of PLN	
			2012	2011
a) in polish currency			260,615	148,337
b) in foreign currencies (by currencies and after conversion to PLN)			159,589	203,120
b1. in currency	in thou.	EURO	32,930	38,323
after conversion to thousands of PLN			134,660	169,221
b2. in currency	in thou.	USD	7,327	8,951
after conversion to thousands of PLN			22,695	30,440
b3. in currency	in thou.	CHF	15	1
after conversion to thousands of PLN			53	2
b4. in currency	in thou.	GBP	257	425
after conversion to thousands of PLN			1,286	2,239
other currencies in thousands of PLN			895	1,218
Total current receivables			420,204	351,457

## Note 6 e

GROSS RECEIVABLES DUE TO DELIVERIES AND SERVICES, WITH PAYMENT PERIOD OF THE BALANCE SHEET DATE:	thousands of PLN	
	2012	2011
a) less than 1 month	185,035	104,435
b) over 1 month and less than 3 months	23,938	43,925
c) over 3 month and less than 6 months	37,678	2,376
d) over 6 months and less than 1 year	36,828	16,761
e) over 1 year	800	6,694
f) outdated receivables	132,152	168,171
Total gross receivables due to deliveries and services	416,431	342,362
g) write-offs that revalue receivables due to deliveries and services	16,596	25,567
Total net receivables due to deliveries and services	399,835	316,795

With the regular course of sales, receivables listed in items a) to e) are related. Payment deadline is one of integral elements of the financial offer of the Comarch Group. The Group applies different payment deadlines depending on agreement type and contractor. In particular, long payment deadlines result from using by public institutions of the so-called guarantee deposits settled after completion of a contract (i.e. withholding part of payment of each invoice until the contract is completely executed).

## Note 6 f

GROSS RECEIVABLES DUE TO DELIVERIES AND SERVICES, OUTDATED, BY RECEIVABLES OUTSTANDING IN THE PERIOD:	thousands of PLN	
	2012	2011
a) less than 1 month	18,940	25,913
b) over 1 month and less than 3 months	24,217	27,012
c) over 3 month and less than 6 months	18,270	13,799
d) over 6 months and less than 1 year	45,293	26,348
e) over 1 year	25,432	75,099
Total gross receivables due to deliveries and services, outdated	132,152	168,171
f) write-offs that revalue receivables due to deliveries and services, outdated	16,596	25,567
Total net receivables due to deliveries and services, outdated	115,556	142,604

## Note 7 a

Contested debts and outdated receivables (by titles) as at 31 <sup>st</sup> of December, 2012:
a) contested debts – comprised by revaluating write-offs: 0.271 million PLN.
b) gross outdated receivables: 132.152 million PLN, including:
- due to deliveries of finished goods and services: 132.152 million PLN.
Outdated receivables on which revaluating write-offs were not made: 115.555 million PLN.
Outdated receivables comprised by revaluating write-offs: 16.596 million PLN.
Including receivables that are prosecuted – comprised by revaluating write-offs: 1.359 PLN.

File	Description

## Note 8 a

CURRENT FINANCIAL ASSETS	thousands of PLN	
	2012	2011
a) in subsidiaries	1,437	215
-granted loans	1,437	215
b) in other parties	1,205	149
-interest and shares	22	25
-granted loans	124	124
-other current financial assets (by types)	1,059	0
-forward contracts	1,059	0
c) cash and cash equivalents	17,476	55,342
-cash in hand and at banks	17,473	55,335
-other monetary assets	3	7
Total current financial assets	20,118	55,706

## Note 8 b

SECURITIES, SHARES AND OTHER CURRENT FINANCIAL ASSETS (CURRENCY STRUCTURE)	unit	currency	thousands of PLN	
			2012	2011
a) in polish currency			22	25
Total securities, shares and other current financial assets			22	25

## Note 8 c

SECURITIES, SHARES AND OTHER CURRENT FINANCIAL ASSETS (BY DISPOSAL)	thousands of PLN	
	2012	2011
A. With unlimited disposability, not registered on regulated market (balance sheet value)	0	0
a) other-by types (balance sheet value):	0	0
-market value	0	0
-value by acquisition price	0	0
B. Shares registered in regulated market (balance sheet value)	22	25
-market value	22	25
-value by acquisition price	72	72
Total balance sheet value	22	25

## Note 8 d

GRANTED CURRENT LOANS (CURRENCY STRUCTURE)	unit	currency	thousands of PLN	
			2012	2011
a) in polish currency			423	47
b) in foreign currencies (by currencies and after conversion to PLN)			1,138	77
b1. in currency	in thou.	EURO	278	0
after conversion to thousands of PLN			1,138	0
Other currencies in thousands of PLN			0	0
Total granted current loans			1,561	124

## Note 8 e

CASH AND CASH EQUIVALENTS (CURRENCY STRUCTURE)	unit	currency	thousands of PLN	
			2012	2011
a) in polish currency			7,307	48,165
b) in foreign currencies (by currencies and after conversion to PLN)			10,169	7,177
b1. in currency	in thou.	EURO	1,318	1,418
after conversion to thousands of PLN			5,387	6,262
b2. in currency	in thou.	USD	821	234
after conversion to thousands of PLN			2,545	800
b3. in currency	in thou.	GBP	375	11
after conversion to thousands of PLN			1,880	61
b4. in currency	in thou.	DKK	9	16
after conversion to thousands of PLN			5	9
B5. in currency	in thou.	CHF	8	8
after conversion to thousands of PLN			28	28
B6. in currency	in thou.	CAD	87	0
after conversion to thousands of PLN			273	0
other currencies in thousands of PLN			51	17
Total cash and cash equivalents			17,476	55,342

## Note 9 a

CURRENT PREPAYMENTS	thousands of PLN	
	2012	2011
a) current prepayments of costs, including:	4,697	4,223
-costs related to the future sales	4,124	3,533
-property and motor insurance	542	632
-other	31	58
b) other prepayments, including:	18,609	8,918
-prepayments due to revenues from non-current contracts	18,609	8,918
Total current prepayments	23,306	13,141

## Note 10 a

SHARE CAPITAL (STRUCTURE)								
in thousands of PLN								
Series/ issue	Type of shares	Type of shares preference	Type of limitation of rights to shares	Number of shares	Value of series/ issue by nominal value	Capital covering	Registration date	Right to dividend (from)
A	Registered preference	vote 5:1	not limited	864,800	865	transformation of limited company	1994-12-20	1994-12-20
A	ordinary bearer shares		not limited	75,200	75	transformation of limited company	1994-12-20	1994-12-20
B	Registered preference	vote 5:1	not limited	883,600	884	cash	1995-03-24	1994-12-20
B	ordinary bearer shares		not limited	56,400	56	cash	1995-03-24	1994-12-20
C	ordinary bearer shares		not limited	3,008,000	3,008	cash	1997-06-20	1996-11-01
D	ordinary bearer shares		not limited	1,200,000	1,200	cash	1999-03-01	1997-11-01
E	ordinary bearer shares		not limited	638,600	638	cash	2000-03-08	1999-01-01
G	ordinary bearer shares		not limited	125,787	126	cash	2004-06-29	2004-01-01
G3	ordinary bearer shares		not limited	102,708	103	cash	2005-06-23	2005-01-01
H	ordinary bearer shares		not limited	543,025	543	conversion of convertible bonds into shares	2006-03-20	2006-01-01
H	ordinary bearer shares		not limited	20,650	21	conversion of convertible bonds into shares	2006-03-31	2006-01-01
I2	ordinary bearer		not limited	441,826	441	execution of managerial	2007-04-20	2007-01-01

	shares					option programme		
J2	ordinary bearer shares		not limited	91,041	91	execution of managerial option programme	2010-03-31	2010-01-01
Total number of shares				8,051,637				
Total share capital					8,051			
Nominal value of one share (PLN)			1,00					

**I. Shareholders holding directly or indirectly by subsidiary entities at least 5% of the total number of votes in the general meeting of Comarch S.A.**

As at 31<sup>st</sup> of December, 2012, shareholders holding directly or indirectly by subsidiary entities at least 5% of the total number of votes in the general meeting of Comarch S.A. were:

-Janusz Filipiak held 2,620,010 shares (32.54% of the company's share capital), which gave him 6,192,010 votes at the AGM and constituted 41.16% of all votes at the AGM;

-Elżbieta Filipiak held 846,000 shares (10.51% of the company's share capital), which gave her 4,230,000 votes at the AGM and constituted 28.12% of all votes at the AGM.

**AFTER THE BALANCE SHEET DATE:**

None present.

**II. Managerial Option Program for Members of the Management Board and Other Key Employees for 2011-2013**

On 28<sup>th</sup> of June, 2010, the Annual General Meeting of Shareholders passed Resolution no. 23 on the managerial options programme for company's Key Employees for 2011-2013. The objective of the programme is to additionally motivate members of the Management Board and Key Employees by options on Comarch shares (hereinafter referred to as the "Option") dependent on increases in the value of the company and increase in its capitalisation. The program is executed through offers of newly-issued shares in the company in 2012, 2013 and 2014 to Key Employees (details of this programme were presented in note 40 of the financial statement).

Execution of this programme for 2012

The difference between the average capitalisation in December, 2011 and the average capitalisation in December, 2010 was negative, which means that the basic condition of the programme has not been met. As a result, shares for members of the Management Board and Key Employees were not issued in 2012.

Execution of this programme for 2013

The difference between the average capitalisation in December, 2012 and the average capitalisation in December, 2011 was negative, which means that the basic condition of the programme has not been met. As a result, shares for members of the Management Board and Key Employees will not be issued in 2013.

**Note 11 a**

SUPPLEMENTARY CAPITAL	thousands of PLN	
	2012	2011
a) from sales of shares above par	84 448	84,448
b) created according to the law	2 684	2,684
c) created according to the statute/agreement, above the (minimal) value that is required by law	371 014	327,900
Total supplementary capital	458 146	415,032

## Note 12 a

REVALUATION RESERVE	thousands of PLN	
	2012	2011
Opening balance of revaluation of reserve	130,502	135,204
a) increases	2,308	1,103
-provision for deferred tax due to certificates valuation	2,308	1,103
b) decreases	12,146	5,805
-balance-sheet valuation of investment certificates	12,146	5,805
Total revaluation reserve	120,664	130,502

## Note 13 a

OTHER RESERVE CAPITALS (BY PURPOSES)	thousands of PLN	
	2012	2010
-investment capital	79	79
-supplementary capital for covering the tax liabilities	666	666
Total reserve capitals	745	745

## Note 14 a

CHANGES IN PROVISION DUE TO DEFERRED INCOME TAX	thousands of PLN	
	2012	2011
1. Opening balance of provision due to deferred income tax	32,971	33,850
2. Increases	201	312
-referred into the financial result of the period due to positive temporary differences	201	312
3. Decreases	3,325	1,191
-referred into revaluation reserve due to CCF FIZ investment certificates valuation	2,308	1,103
-referred into the financial result	1,017	88
4. Closing balance of provision due to deferred income tax	29,847	32,971
-referred into the financial result	1,543	2,359
-referred into the equity	28,304	30,612

## Note 14 b

CHANGES IN OTHER CURRENT PROVISIONS (BY TITLES)	thousands of PLN	
	2012	2011
a) opening balance	63,277	46,621
b) increases (due to)	80,444	74,295
-creating provisions due to contractual penalties and recoveries related to delays in contract execution and withdrawal from the contracts	975	6,602
-provisions for leaves	6,623	4,026
-provisions for contracts costs	14,619	7,164
-provisions for rewards	58,227	56,503
c) decreases	73,085	57,639
-dissolving provisions for leaves	5,372	2,762
-dissolving provisions for contractual penalties due to no reasons for creating them	5,508	4,849

-provisions for contracts costs	7,951	3,295
-provisions for rewards	54,254	46,049
-other provisions	0	684
c) closing balance	70,636	63,277

## Note 15 a

NON-CURRENT LIABILITIES	thousands of PLN	
	2012	2011
a) opening balance	306	142
-other (by types)	306	142
-due to lease	306	142
a) to other entities	83,543	75,276
-credits and loans	83,543	75,276
Total non-current liabilities	83,849	75,418

## Note 15 b

NON-CURRENT LIABILITIES WITH PAYMENT PERIOD (FROM THE BALANCE SHEET DATE)	thousands of PLN	
	2012	2011
a) over 1 year up to 3 years	36,899	142
b) over 3 years up to 5 years	13,967	5,520
c) over 5 years	32,983	69,756
Total non-current liabilities	83,849	75,418

## Note 15 c

NON-CURRENT LIABILITIES (CURRENCY STRUCTURE)	unit	currency	thousands of PLN	
			2012	2011
a) in polish currency			30,989	17,510
b1. in currency	in thou.	EURO	12,930	13,118
after conversion to thousands of PLN			52,860	57,908
Total non-current liabilities			83,849	75,418

## Note 16 a

CURRENT LIABILITIES	thousands of PLN	
	2012	2011
a) to subsidiaries	31,715	23,958
-due to deliveries and services with payment period of:	28,867	21,273
-up to 12 months	28,867	21,273
-other (by types)	2,848	2,685
-liabilities due to lease	141	66
-liabilities due to loan	482	468
-investment liabilities	2,224	1,947
-other	1	204
c) to other entities	205,108	141,490
-credits and loans	21,083	24,032
-other financial liabilities	0	685
-due to deliveries and services with payment period of:	140,258	80,134

-up to 12 months	105,953	76,097
-over 12 months	34,305	4,037
-advances for received deliveries	1,877	267
-due to taxes, customs, insurance and other benefits	37,442	32,348
-due to remuneration	51	116
-other (by titles)	4,397	3,908
-investment liabilities	2,856	2,623
-liabilities to employees	280	227
-other	1,261	1,058
d) special funds (by types)	1,227	1,114
-Social Services Fund and Residential Fund	1,227	1,114
Total current liabilities	238,050	166,562

**Note 16 b**

CURRENT LIABILITIES (CURRENCY STRUCTURE)	unit	currency	thousands of PLN	
			2012	2011
a) in polish currency			109,674	105,495
b) in foreign currencies (by currencies and after conversion to PLN)			128,376	61,067
b1. in currency	in thou.	EURO	30,899	13,221
after conversion to thousands of PLN			126,290	58,394
b2. in currency	in thou.	USD	486	768
after conversion to thousands of PLN			1,507	2,626
b3. in currency	in thou.	GBP	33	4
after conversion to thousands of PLN			166	20
b3. in currency	in thou.	CHF	116	0
after conversion to thousands of PLN			395	0
Other currencies in thousands of PLN			18	27
Total current liabilities			238,050	166,562

**Note 17 a**

OTHER ACCRUALS	thousands of PLN	
	2012	2011
a) costs related to the current period that will be incurred in future	300	214
b) accruals of revenues	8,582	5,126
-current (by titles)	8,582	5,126
-subsidies received	507	204
-accruals due to long-term contracts	8,075	4,922
Total other accruals	8,882	5,340

**Note 18 a**

Book value per single share in column "2012" is equal to book value (equity) divided by number of shares as at 31<sup>st</sup> of December, 2012. Book value per single share in column "2011" is equal to book value (equity) divided by number of shares as at 31<sup>st</sup> of December, 2011.

Diluted book value per single share in column "2012" is equal to book value (equity) divided by number of shares as at 31<sup>st</sup> of December, 2012. Diluted book value per single share in column "2011" is equal to book value (equity) divided by number of shares as at 31<sup>st</sup> of December, 2011. Pursuant to IAS 33, in calculation of diluted profit per single share (diluted book value per single share) ordinary

shares should be regarded as diluting if and only if their conversion to ordinary shares would reduce net profit (book value).

File	Description

### OFF-BALANCE ITEMS COMMENTARY NOTES

#### Note 19 a

<b>CONTINGENT LIABILITIES TO RELATED PARTIES (DUE TO)</b>	thousands of PLN	
	2012	2011
a) granted bank guarantees and suretyships	136,998	27,333
-to subsidiaries	136,998	27,333
b) payment for purchase of shares issued within the frame of conditional increase in the share capital of MKS Cracovia SSA, including:	14,087	30,000
-to subsidiaries	14,087	30,000
Total contingent liabilities to related parties	151,085	57,333

### INCOME STATEMENT COMMENTARY NOTES

#### Note 20 a

<b>NET REVENUES FROM SALES OF PRODUCTS (MATERIAL STRUCTURE-TYPES OF ACTIVITIES)</b>	thousands of PLN	
	2012	2011
-sales of IT services	396,175	377,038
-including: from related parties	96,055	100,976
-sales of proprietary software and licences	70,768	76,502
-including: from related parties	9,290	1,558
-sales of finished goods	13,856	14,163
-other sales	5,146	4,914
-including: from related parties	2,802	2,158
Total net revenues from sales of products	485,945	472,617
-including: from related parties	108,147	104,692

#### Note 20 b

<b>NET REVENUES FROM SALES OF PRODUCTS (GEOGRAPHICAL STRUCTURE)</b>	thousands of PLN	
	2012	2011
a) domestic	299,267	305,100
-including: from related parties	6,577	3,036
b) export	186,678	167,517
-including: from related parties	101,570	101,656
Total net revenues from sales of products	485,945	472,617
-including: from related parties	108,147	104,692

#### Note 21 a

<b>NET REVENUES FROM SALES OF GOODS AND MATERIALS (MATERIAL STRUCTURE- TYPES OF ACTIVITIES)</b>	thousands of PLN	
	2012	2011
-computer hardware	35,567	28,708
-including: from related parties	19,267	794
-proprietary software and licences	128,512	50,451

-including: from related parties	356	973
-other	16,835	15,897
-including: from related parties	2,210	477
Total net revenues from sales of goods and materials	180,914	95,056
-including: from related parties	21,833	2,244

**Note 21 b**

NET REVENUES FROM SALES OF GOODS AND MATERIALS (GEOGRAPHIC STRUCTURE)	thousands of PLN	
	2012	2011
a) domestic	179,229	91,736
-including: from related parties	20,803	150
b) export	1,685	3,320
-including: from related parties	1,030	2,094
Total net revenues from sales of goods and materials	180,914	95,056
-including: from related parties	21,833	2,244

**Note 22 a**

COSTS BY TYPES	thousands of PLN	
	2012	2011
a) depreciation	22,387	18,788
b) consumption of materials and energy	9,900	11,498
c) third party services	101,282	99,835
d) taxes and charges	5,642	4,561
e) remuneration	235,759	211,221
f) social insurance and other benefits	39,931	33,838
g) other (by types)	21,242	21,027
Total costs by types	436,143	400,768
Change in inventories, products and prepayments	-3,025	-4,461
Costs of sales (negative value)	-62,302	-61,245
Administrative costs (negative value)	-42,697	-40,719
Manufacturing costs of products sold	328,119	-294,343

**Note 23 a**

OTHER OPERATING REVENUES	thousands of PLN	
	2012	2011
a) provision dissolution (due to)	1,551	0
-write-offs that revalue materials and finished goods	1,551	0
b) other, including:	8,703	3,520
-recovered communication damages	25	31
-refund of VAT which paid abroad	558	61
-received contractual penalties, compensation	13	11
-refunded court expenses	0	15
-remuneration of taxpayer, refunds from Social Securities Institution	86	55
-cancelled training contracts	20	6
-dissolving of provisions for penalties, damages, claims	511	315
-money bonus	14	62
-creating-dissolving of write-offs revaluating receivables	7,442	2,873
-other	34	152
Total operating revenues	10,254	3,520

## Note 24 a

OTHER OPERATING COSTS	thousands of PLN	
	2012	2011
a) other, including:	13,464	38,033
-membership fees	517	344
-donations	59	70
-paid penalties and damages	253	1,740
-court expenses	100	0
-provisions for penalties and compensation	0	5,781
-costs of projects that are in part financed with subsidies	9,831	18,747
-write-off that revaluates goods	0	2,367
-social costs	128	116
-receivables amortisation	793	8,297
-real estates maintenance costs	1,590	442
-other	193	129
Total operating costs	13,464	38,033

## Note 25 a

FINANCIAL REVENUES DUE TO DIVIDENDS AND SHARES IN PROFITS	thousands of PLN	
	2012	2011
a) dividends from related parties, including	762	509
-dividends from subsidiaries:	762	509
Total financial revenues due to dividends and shares in profits	762	509

## Note 25 b

FINANCIAL REVENUES DUE TO INTEREST	thousands of PLN	
	2012	2011
a) due to granted loans	1,277	1,984
-from related parties, including:	1,266	1,984
-from subsidiaries	1,266	1,984
-from other entities	11	0
b) other interest	726	941
-from other parties	726	971
Total financing revenues due to interest	2,003	2,925

## Note 25 c

OTHER FINANCING REVENUES	thousands of PLN	
	2012	2011
a) other, including:	3,619	17,198
-executed forward transactions	1,629	0
-exchange differences	0	17,198
-forward valuation	1,744	0
-other	246	0
Total financing revenues	3,619	17,198

## Note 26 a

FINANCING COSTS DUE TO INTEREST	thousands of PLN	
	2012	2011
a) other interest	3,268	4,758
-for subsidiaries	20	19
-for other parties	3,248	4,739
Total financing costs due to interest	3,268	4,758

## Note 26 b

OTHER FINANCING COSTS	thousands of PLN	
	2012	2011
a) other, including:	10,076	2,614
-commissions on guarantees	631	438
-forward valuation	0	1,068
-executed forward contracts	0	895
-provisions for interest on penalties, compensation, claims	0	232
-exchange differences	9,425	0
-other	20	-19
Total other financing costs	10,076	2,614

## Note 27 a

CURRENT INCOME TAX	thousands of PLN	
	2012	2011
1. Gross profit (loss)	43,616	62,691
2. Permanent differences between gross profit (loss) and basis of taxation for income tax	-10,922	18,182
3. Temporary differences between gross profit (loss) and basis of taxation for income tax	40,551	25,421
4. Other differences between gross profit (loss) and basis of taxation for income tax, including:	-45,229	-55,961
-income exempt due to activities in Special Economic Zone	-45,229	-55,961
5. Basis of taxation for income tax	28,016	50,334
6. Income tax at the rate of 19% in Poland and 10% in Albany	5,219	9,506
7. Income tax recognised in income statement	2,012	7,500
-presented in tax declaration (current tax to be paid)	5,219	9,506
-deferred	-3,207	-2,006

## Note 27 b

DEFERRED INCOME TAX RECOGNISED IN INCOME STATEMENT:	thousands of PLN	
	2012	2011
-deferred income tax due to temporary differences	-3,207	-2,006
Total deferred income tax	-3,207	-2,006

## Note 28 a

On the 25<sup>th</sup> of June, 2012, General Meeting approved the resolution no. 9 regarding the distribution of net profit for the fiscal year 1.01.2011 - 31.12.2011. The net profit in the amount of 55,191,262.72 PLN was divided as follows:

a) 12,077,455.50 PLN was paid as dividend. Persons who were the company's shareholders on the 31<sup>st</sup> of July, 2012 (dividend's day), got the dividend in the amount of 1.50 PLN per one share. The dividend was allocated to 8,051,637 shares.

b) The remaining part of the net profit in the amount of 43,113,807.22 PLN was passed in total to supplementary capital.

The dividend was paid out on the 16<sup>th</sup> of August, 2012.

Comarch S.A.'s Management Board has not made a decision until publication date of this report concerning a proposed profit-sharing for 2012.

File	Description

## Note 29 a

Net profit per single share in column "2012" is equal to net profit for the period from 1<sup>st</sup> of January, 2012 to 31<sup>st</sup> of December, 2012, divided by weighted average number of shares between 1<sup>st</sup> of January, 2012 and 31<sup>st</sup> of December, 2012, where number of days is the weight. Net profit per single share in column "2011" is equal to net profit for the period from 1<sup>st</sup> of January, 2011 to 31<sup>st</sup> of December, 2011, divided by weighted average number of shares between 1<sup>st</sup> of January, 2011 and 31<sup>st</sup> of December, 2011, where number of days is the weight.

Diluted net profit per single share in column "2012" is equal to net profit for the period from 1<sup>st</sup> of January, 2012 to 31<sup>st</sup> of December, 2012 divided by weighted average number of shares between 1<sup>st</sup> of January, 2012 and 31<sup>st</sup> of December, 2012 that was calculated according to IAS 33. Diluted net profit per single share in column "2011" is equal to net profit for the period from 1<sup>st</sup> of January, 2011 to 31<sup>st</sup> of December, 2011 divided by weighted average number of shares between 1<sup>st</sup> of January, 2011 and 31<sup>st</sup> of December, 2011 that was calculated according to IAS 33. Pursuant to IAS 33, in calculation of diluted profit per single share (diluted book value per single share) ordinary shares should be regarded as diluting if and only if their conversion to ordinary shares would reduce net profit (book value).

File	Description

## CASH FLOW COMMENTARY NOTES

File	Description
Cash flow commentary notes.pdf	Cash flow commentary notes- Appendix no. 7

CASH FLOWS FROM INVESTING ACTIVITIES (INDIRECT METHOD)	in thousands of PLN	
	2012	2011
I. Net profit (loss)	41,604	55,191
II. Total adjustments	21,107	7,158
1. Depreciation	22,387	18,788
2. Exchange gains (losses)	461	296
3. Interest and shares in profits (dividends)	-3,561	3,488
4. Profit (loss) on investing activities	11,749	4,526

5. Change in provisions	8,512	16,880
6. Change in inventories	-1,611	8,061
7. Change in receivables	-75,982	-40,649
8. Change in current liabilities, excluding credits and loans	70,989	-397
9. Change in prepayments and accruals	-11,827	-3,835
10. Other adjustments	0	0
III. Net cash used in operating activities (I+/-II)	62,711	62,349

### B. ADDITIONAL COMMENTARY NOTES

File	Description
Additional commentary notes.pdf	Additional commentary notes-Appendix no. 8
Additional balance-sheet commentary notes.pdf	Additional balance-sheet commentary notes -Appendix no. 9

### SIGNATURES

SIGNATURES OF ALL MEMBERS OF THE BOARD			
Date	Name and surname	Position	Signature
2013-04-30	Janusz Filipiak	President of the Management Board	
2013-04-30	Piotr Piątosza	Vice-president of the Management Board	
2013-04-30	Paweł Prokop	Vice-president of the Management Board	
2013-04-30	Piotr Reichert	Vice-president of the Management Board	
2013-04-30	Zbigniew Rymarczyk	Vice-president of the Management Board	
2013-04-30	Konrad Tarański	Vice-president of the Management Board	
2013-04-30	Marcin Warwas	Vice-president of the Management Board	

SIGNATURE OF PERSON CHARGED WITH CARRYING ON ACCOUNT BOOKS			
Date	Name and surname	Position	Signature
2013-04-30	Maria Smolińska	Head Accountant	

### REPORT OF THE MANAGEMENT BOARD (REPORT REGARDING THE ACTIVITIES OF ISSUER)

File	Description
Report of the Management Board.pdf	Report of the Management Board-Appendix no. 10

### REPORT REGARDING THE CORPORATE GOVERNANCE

File	Description
Report regarding the Corporate Governance.pdf	Report regarding the Corporate Governance- Appendix no. 11

In this report, the following notes have not been filed in:  
 Property, plant and equipment in use recognised off-balance sheet  
 Non-current receivables, Change in non-current receivables (by titles), Change in write-offs revaluating non-current receivables  
 Non-current receivables (currency structure)  
 Change in intangibles (by types), Interest or shares in related units that are valued by equity method, including: ,

Change in goodwill-subsiidiaries, Change in goodwill-co subsidiaries, Change in goodwill-associates, Change in negative goodwill-subsiidiaries, Change in negative goodwill- co subsidiaries, Change in negative goodwill-associates, Interest or shares in subsidiaries, Interest or shares in subsidiaries-cont., Interest or shares in other entities  
Other current investment (by types), Other current investment (currency structure)  
Revaluating write-offs  
Proprietary shares (interest), Shares (interest) of issuer that are propriety of related parties  
Write-offs from net profit during financial year (due to)  
Change in non-current provision for retirement pension and similar (due to), Change in current provision for retirement pension and similar (due to), Change in other non-current provisions (due to)  
Non-current liabilities due to credits and loans, Non-current liabilities due to issued debts  
Current liabilities due to credits and loans, Current liabilities due to issued debts  
Change in negative goodwill  
Contingent receivables from related entities (due to)  
Profit (loss) on sales of entirety or part of shares of related parties  
Extraordinary profits  
Extraordinary losses  
Total amount of deferred tax, Income tax recognised in income statement related  
Other obligatory decreases in profit (increases in losses), due to:  
Share in net profits (losses) of related parties that are valued by equity method, including:

NOTE 3j INTEREST OR SHARES IN RELATED UNITS												
thousands of PLN												
a	b	c	d	e	f	g	h	i	j	k	l	
name of entity (company) including legal form	office	activities	nature of relationship (subsidiary, correlate or associate, including direct and indirect relationship)	the applied method of consolidation / equity method valuation or indication that an entity is not subject to consolidation/ valued by equity method	date of control / co-control accession / obtaining major share	value of interest / shares by acquisition price	revaluating corrections (total)	balance sheet value of interest / shares	% of share capital held	share in total number of votes at AGM	indication of basis for control / co control / major share different than the one specified under clauses j) or k)	
1 Comarch AG	Dresden	Sales of software and services in European market	subsidiary	consolidated	13.09.1999	129 556	- 1 320	128 236	100	100		
2 Comarch Software und Beratung AG	Munich	Software producer (especially ERP) and integrator of IT systems	second degree subsidiary (Comarch AG)	consolidated	18.11.2008	109 317	- 38 485	70 832	100	100	100% subsidiary through Comarch AG*	
3 Comarch Solutions GmbH	Innsbruck	Software producer (especially ERP) and integrator of IT systems	third degree subsidiary (Comarch Software und Beratung AG)	consolidated	18.11.2008	6 286	- 4 960	1 326	100	100	100% subsidiary through Comarch Software und Beratung AG	
4 SoftM France S.a r.l.	Oberhausbergen	On the 10th of October, 2011, it was filed a bankruptcy petition	third degree subsidiary (Comarch Software und Beratung AG)	consolidated	18.11.2008	221	- 221	-	100	100	100% subsidiary through Comarch Software und Beratung AG	
5 Comarch SAS	Lezennes	Sales of software and services in European market	subsidiary	consolidated	14.09.2007	9 562	- 9 562	-	100	100		
6 ComArch R&D S.a r.l.	Montbonnot-Saint-Martin	Sales of software and services in European market	second degree subsidiary (Comarch SAS)	consolidated	16.09.2008	26	- 5	21	100	100	70% subsidiary through Comarch SAS, 30% held by Comarch SA	
7 ComArch, Inc.	Rosemont	Sales of software and services in American market	subsidiary	consolidated	24.06.1999	991	- 991	-	100	100		
8 ComArch Panama, Inc.	Panama	Sales and production of IT systems in Central and Southern American markets	second degree subsidiary (ComArch, Inc.)	consolidated	22.11.2004	914	-	914	100	100	100 % subsidiary through ComArch Inc.	
9 ComArch Canada Corp.	New Brunswick	Sales of software and services in Canadian market	subsidiary	consolidated	01.06.2011	162	- 6	156	100	100		
10 Comarch Luxembourg S.a r.l.	Luxembourg	Sales of software in European market	subsidiary	consolidated	21.04.2011	1 981	-	1 981	100	100		
11 ComArch Middle East FZ-LLC	Dubai	Sales of IT systems in the Middle East and support of delivered IT systems	subsidiary	consolidated	08.04.2004	203	- 44	159	100	100		
12 ComArch LLC	Kiev	Sales of IT systems in Ukraine and support of delivered IT systems	subsidiary	consolidated	01.06.2004	34	- 34	-	100	100		
13 OOO ComArch	Moscow	Sales of IT systems in Russia and support of delivered IT systems	subsidiary	consolidated	26.01.2005	147	- 147	-	100	100		
14 Comarch Software (Shanghai) Co. Ltd.	Shanghai	Sales of IT systems in China and support of delivered IT systems	subsidiary	consolidated	q3 2009	597	- 597	-	100	100		
15 Comarch Vietnam Company Ltd. (Comarch Co., Ltd)	Ho Chi Minh City	Sales of IT systems in Vietnam and support of delivered IT systems	subsidiary	consolidated	05.01.2010	892	- 892	-	100	100		
16 Comarch Oy	Espoo	Sales of IT systems in Finland and support of delivered IT systems	subsidiary	consolidated	16.12.2010	198	- 198	-	100	100		
17 Comarch UK Ltd.	London	Sales of IT systems in Great Britain and support of delivered IT systems	subsidiary	consolidated	20.03.2012	271	- 14	257	100	100		
18 UAB ComArch	Vilnius	Under liquidation proceeding	subsidiary	consolidated	07.10.2005	83	- 83	-	100	100		
19 ComArch s.r.o.	Bratislava	Limited activities	subsidiary	consolidated	31.08.2004	494	- 494	-	100	100		
20 SouthForge Sp. z o.o.	Krakow	acquires and executes contracts related to Comarch Software und Beratung software in Poland and executes IT contracts acquired by the Comarch Group	subsidiary	consolidated	18.11.2008	298	-	298	100	100		

21	CA Consulting SA	Warsaw	Delivering of connections and outsourcing services	subsidiary	consolidated	18.06.2004	1 053	-	1 053	99,9	99,9	
22	Opso Sp. z o.o.	Krakow	catering services	subsidiary	consolidated	20.12.2011	205	-	205	100	100	
23	ComArch Management Sp z o.o	Krakow	Activities related to IT	subsidiary	consolidated	19.10.2007	200	-	200	100	100	
24	ComArch Corporate Finance FIZ	Krakow	investment activity in the scope of new technologies and Internet services	subsidiary	consolidated	24.10.2007	1 060	148 967	150 027	100	100	100% certificates held by Comarch S.A.
25	ComArch Management Sp z o.o. SK-A	Krakow	Activities related to IT	second degree subsidiary	consolidated	21.11.2007	77	18 262	18 339	100	100	63.03% shares held by CCF CIF 36.97% held by Comarch S.A., shares purchased by Comarch Management Spółka z o.o. SK-A to be redeemed don't give any votes
26	Bonus Management Sp. z o.o. SK-A	Krakow	investment activity on capital market and activities related to IT	second degree subsidiary	consolidated		28 201	910	29 111	100	100	subsidiary through CCF CIF
27	Bonus Development Sp. z o.o. SK-A	Krakow	activities related to real estates in Comarch	second degree subsidiary	consolidated		55 950	26 103	29 847	100	100	subsidiary through CCF CIF
28	Bonus Development Sp. z o.o. II Koncept SK-A	Krakow	activities related to real estates in Comarch	second degree subsidiary	consolidated		8 783	376	9 159	100	100	subsidiary through CCF CIF
29	Bonus Management Sp. z o.o. II Activia SK-A	Krakow	investment activity on capital market and activities related to IT	second degree subsidiary	consolidated		15 000	670	15 670	100	100	subsidiary through CCF CIF
30	iMed24 S.A.	Krakow	conducts IT projects related medicine (software to manage medicine units, telemedicine) and medical and diagnostic centre	second degree subsidiary	consolidated	08.04.2008	28 500	24 234	4 266	100	100	subsidiary through CCF CIF
31	Comarch Polska S.A.	Krakow	Activities in the scope of financial services	second degree subsidiary	consolidated	09.06.2008	10 000	3 311	6 689	100	100	subsidiary through CCF CIF
32	iReward24 S.A.	Krakow	produces and implements loyalty software for the customers in small and medium sized enterprises	second degree subsidiary	consolidated	21.10.2008	3 000	1 376	1 624	100	100	subsidiary through CCF CIF
33	Infrastruktura24 S.A.	Krakow	offers services related to Data Centre for the customers in small and medium sized enterprises	second degree subsidiary	consolidated	09.12.2008	1 150	713	1 863	100	100	subsidiary through CCF CIF
34	iComarch24 S.A.	Krakow	provides accounting services for domestic subsidiaries in Comarch Group and conducts IT projects related to e-accounting	second degree subsidiary	consolidated	04.05.2009	2 500	2 112	388	100	100	subsidiary through CCF CIF
35	CASA Management and Consulting Sp. z o.o. SK-A	Krakow	investment activity on capital market	second degree subsidiary	consolidated	12.10.2009	30 850	5 161	25 689	100	100	subsidiary through CCF CIF
36	A-MEA Informatik AG	Arbon	sales and implementation of ERP solutions in Swiss market	subsidiary III stopnia	consolidated	27.01.2012	8 548	-	8 548	100	100	subsidiary through CASA Management and Consulting Sp. z o.o. SK-A
37	ESAProjekt Sp. z o.o.	Chorzow	production and delivery of comprehensive IT solutions in medicine sector	third degree subsidiary	consolidated	27.04.2012	12 200	-	12 200	100	100	subsidiary through CASA Management and Consulting Sp. z o.o. SK-A
38	Comarch Swiss AG	Buchs	produces software, especially ERP solutions and integrates IT systems	third degree subsidiary	consolidated	18.11.2008	2 573	-	2 573	100	100	subsidiary through CASA Management and Consulting Sp. z o.o. SK-A
39	MKS Cracovia SSA	Krakow	Activities in the scope of physical education and sport	subsidiary	consolidated	29.09.2003	23 122	3 341	19 781	59,82	59,82	
40	SolInteractive S.A.	Krakow	Activities related to interactive internet technologies	associate	equity method valuation	29.09.2008	4 000	4 000	-	30,72	30,72	associate through CCF CIF
(*) including 2.68% CSuB AG shares borrowed from an entity outside the Comarch Group												

Note 3k INTEREST OR SHARES IN RELATED PARTIES																		
thousands of PLN																		
a	name of entity	equity, including:							liabilities and provisions for liabilities					receivables of entity, including:				
		-share capital	- due payments on share capital (negative value)	-supplementary capital	-other equity, including:			-non-current	-current liabilities		-non-current		-current	assets, including:	revenues from sales	value of interest/ shares in entity unpaid by issuer	dividends from entity received or due for the financial year	
					profit (loss) from previous years	net profit (loss)												
1	Comarch AG	80 490	36 988	0	90 973	-47 471	-57 127	9 216	135 630	19 602	116 028	81 570	306	81 264	216 120	118 382	0	0
2	ComArch R&D S.A.R.L	-197	26	0	0	-223	328	-638	2 053	1 106	947	925	0	925	1 856	8 981	0	0
3	Grupa Comarch Software und Beratung AG	14 079	24 590	0	62 947	-73 458	-62 191	-3 374	26 278	3 138	23 140	13 813	320	13 493	40 358	105 735	0	0
4	Comarch Canada Corp.	585	162	0	0	423	135	302	3 492	0	3 492	2 969	0	2 969	4 077	6 414	0	0
5	Comarch UK LTD	-463	271	0	0	-734	0	-740	2 281	0	2 281	1 232	0	1 232	1 818	3 011	0	0
6	Comarch Luxembourg S.a.r.l.	3 268	1981	0	0	1287	-197	1 491	4 380	0	4 380	5 773	0	5 773	7 648	13 891	0	0
7	Comarch SAS	745	7 199	0	0	-6 454	-6 031	-2 769	9 913	2 598	7 315	3 366	0	3 366	10 659	11 585	0	0
8	ComArch, Inc.	-7 725	154	0	852	-8 731	-13 419	5 465	19 950	0	19 950	8 355	0	8 355	12 225	25 041	0	0
9	ComArch Panama, Inc.	2 484	914	0	0	1570	124	1 359	1 001	0	1 001	1 950	0	1 950	3 485	3 773	0	0
10	ComArch Middle East FZ-LLC	2 476	200	0	0	2 276	6 436	-5 684	952	0	952	273	0	273	3 428	467	0	0
11	ComArch LLC	-189	15	0	0	-204	118	-95	2 504	0	2 504	1 462	0	1 462	2 314	4 507	0	0
12	OOO ComArch	273	140	0	585	-452	-1 536	1 133	1 526	626	900	643	0	643	1 799	3 893	0	0
13	Comarch Software (Shanghai) Co. Ltd.	-371	597	0	0	-968	-923	-1	398	0	398	10	0	10	26	0	0	0
14	Comarch Vietnam Company Ltd. (Comarch Co., Ltd)	22	892	0	0	-870	-1 382	523	0	0	0	7	0	7	22	19	0	0
15	Comarch Oy	863	198	0	0	665	151	532	1 809	0	1 809	1 939	0	1 939	2 672	13 583	0	0
16	UAB ComArch	0	80	0	8	-88	-80	0	0	0	0	0	0	0	0	0	0	0
17	ComArch s.r.o.	494	487	0	0	7	-153	52	12	0	12	498	0	498	506	0	0	0
18	SouthForge Sp. z o.o.	9 057	50	0	1 646	7 361	5 159	2 244	313	1	312	5 272	0	5 272	9 370	8 082	0	0
19	CA Consulting SA	15 749	1 050	0	14 025	674	1 202	-525	21 517	80	21 437	20 180	0	20 180	37 267	18 695	0	0
20	ComArch Management Sp. z o.o	56	200	0	0	-144	-128	-15	18	0	18	28	0	28	74	0	0	0
21	ComArch Corporate Finance FIZ	150 027	1 000	0	0	149 027	161 173	-12 146	104	0	104	5 585	0	5 585	150 131	0	0	0
22	ComArch Management Sp. z o.o. SK-A	29 194	169	0	6 634	22 391	290	1 451	8	0	8	231	0	231	29 202	57	0	0
23	Bonus Management Sp. z o.o. SK-A	28 635	2 865	0	22 369	3 401	2 930	-866	9	0	9	3 146	0	3 146	28 644	15	0	0
24	Bonus Development Sp. z o.o. SK-A	43 439	5 640	0	42 401	-4 602	838	-5 450	277	0	277	1 777	1 348	429	43 717	1 886	0	0
25	Bonus Development Sp. z o.o. II Koncept SK-A	9 137	86	0	8 697	354	-5	359	1 249	0	1 249	2 043	0	2 043	10 386	522	0	0
26	Bonus Management Sp. z o.o. II Activia SK-A	15 636	1 500	0	13 501	635	0	635	256	230	26	0	0	0	15 892		0	0
27	iMed24 S.A.	2 607	1 600	0	26 900	-25 893	-13 142	-12 751	21 835	14 551	7 284	1 084	0	1 084	24 441	2 489	0	0
28	iFin24 S.A.	7 336	500	0	9 500	-2 664	-3 664	1 000	35 585	0	35 585	9 126	0	9 126	42 921	34 821	0	0
29	iReward24 S.A.	1 754	750	0	2 250	-1 246	-1 890	644	658	5	653	745	0	745	2 412	2 939	0	0
30	infrastruktura24 S.A.	2 078	575	0	575	928	-132	1 060	216	5	211	1 568	0	1 568	2 294	2 429	0	0
31	iComarch24 S.A.	821	500	0	2 000	-1 679	-1 784	105	1 021	14	1 007	1 349	0	1 349	1 841	1 623	0	0
32	CASA Management and Consulting Sp. z o.o. SK-A	31 257	3 085	0	27 766	406	0	406	26	0	26	194	175	19	31 283	0	0	0
33	MKS Cracowia S.A.	23 234	18 420	0	12 060	-7 246	-22 139	-8 256	20 212	11 332	8 880	2 819	0	2 819	43 446	19 816	0	0
34	SoInteractive S.A.	30	651	0	0	-621	-498	-123	2 760	323	2 437	1 289	0	1 289	2 789	5 069	0	0
35	Opso Sp. z o.o.	138	205	0	0	-67	0	-67	118	0	118	19	0	19	256	383	0	0
36	A-MEA Informatik AG	5 579	351	0	160	5 068	1 983	702	1 679	525	1 154	2 082	0	2 082	7 258	13 211	0	0
37	ESAProjekt Sp. z o.o.	9 545	123	0	0	9 422	-405	671	5 221	2 012	3 209	2 868	0	2 868	14 766	8 348	0	0

**Transactions with associates and personally related entities:**  
- purchases from personally related entities: 1.17 million PLN,  
- sales to personally related entities: 0.37 million PLN,  
- purchases from associates: 3.33 million PLN,  
- sales to associates: 0.06 million PLN.

Note 15d NON-CURRENT LIABILITIES (DUE TO CREDITS AND LOANS)													
thousands of PLN													
Name of entity (company) including legal form	Office	Value of credit / loan according to a contract				Value of credit / loans to be paid				Interest rate	Maturity date	Hedges	Other
		in thousands of PLN	in currency	unit	currency	in thousands of PLN	in currency	unit	currency				
BNP Paribas Bank Polska S.A.	Warsaw	20 000		thou	PLN	3 066	745	thou	EUR	EURIBOR1M+0.95%	05-04-2015	promissory note, mortgage on land up to the amount of 2.812 million euro and cession on the building insurance policy	related to SEZ2 building; in January, 2009 there was a currency change in this credit
BZ WBK (formerly Kredyt Bank S.A)	Warsaw	26 824		thou	PLN	15 562		thou	PLN	WIBOR1M+0.85%	31-03-2022	mortgage on land up to the amount of 26.824 million PLN and maximum mortgage up to the amount of 6.5 million PLN and cession on the building insurance policy	related to SEZ3 building, credit was paid in total on 31.01.2013
BNP Paribas Bank Polska S.A.	Warsaw	44 000		thou	PLN	27 230	6 661	thou	EUR	EURIBOR1M+0.95%	29-07-2024	promissory note, mortgage on land up to the amount of 53.815 million PLN and cession on the building insurance policy	related to SEZ4 building, in October, 2011 there was a currency change in this credit
Bank DnB NORD Polska S.A.	Warsaw	22 000		thou	PLN	16 341	3 997	thou	EUR	EURIBOR1M+2.65%	30-09-2021	mortgage on land in the amount of 5.029 million euro and maximum mortgage up to the amount of 2.514 million euro, cession on the building insurance policy	related to SEZV building
BNP Paribas Bank Polska S.A.	Warsaw	9 717	2 400	thou	EUR	6 244	1 527	thou	EUR	EURIBOR3M+1.3%	29-04-2016	transfer of due payments resulting from contract with a customer, pledge registered on a financed teleinformatic hardware, declaration of submission to enforcement	related to purchase of a teleinformatic hardware in order to perform contract with a customer
PEKAO SA	Warsaw	15 100		thou	PLN	15 100		thou	PLN	WIBOR1M+0.95%	31-05-2015	promissory note, mortgage on land in the amount of 15.1 million PLN and maximum mortgage up to the amount of 2.5 million PLN, power of attorney to settle borrower's liabilities with the Comarch bank account in Pekao SA	related to lands in SSE

At the balance sheet date, long-term part of credit to be paid is worth 83.543 million PLN.

Note 16c CURRENT LIABILITIES (DUE TO CREDITS AND LOANS)													
thousands of PLN													
Name of entity (company) including legal form	Office	Value of credit / loan according to a contract				Value of credit / loans to be paid				Interest rate	Maturity date	Hedges	Other
		in thousands of PLN	in currency	unit	currency	in thousands of PLN	in currency	unit	currency				
BNP Paribas Bank Polska S.A.	Warsaw	20 000		thou.	PLN	2 048	500	thou.	EUR	EURIBOR1M+0.95%	05-04-2015	promissory note, mortgage on land up to the amount of 2.812 million euro and cession on the building insurance policy	related to SEZ2 building; in January, 2009 there was a currency change in this credit
BZ WBK S.A. (dawniej Kredyt Bank S.A.)	Warsaw	26 824		thou.	PLN	1 899		thou.	PLN	WIBOR1M+0.85%	31-03-2022	mortgage on land up to the amount of 26.824 million PLN and maximum mortgage up to the amount of 6.5 million PLN and cession on the building insurance policy	related to SEZ3 building, credit was paid in total on 31.01.2013
BNP Paribas Bank Polska S.A.	Warsaw	44 000		thou.	PLN	2 487	620	thou.	EUR	EURIBOR1M+0.95%	29-07-2024	promissory note, mortgage on land to the amount of 53.815 million PLN and cession on the building insurance policy	related to SEZ4 building, in October, 2011 there was a currency change in this credit
Bank DnB NORD Polska S.A.	Warsaw	22 000		thou.	PLN	2 131	516	thou.	EUR	EURIBOR1M+2.65%	30-09-2021	mortgage on land in the amount of 5.029 million euro and maximum mortgage up to the amount of 2.514 million euro, cession on the building insurance policy	related to SEZV building
PEKAO SA	Warsaw	35 000		thou.	PLN	2 451		thou.	PLN	WIBOR1M+1%	31-05-2013	power of attorney to bank accounts, declaration of submission to enforcement	working capital loan
IBM Polska Sp. z o.o.	Warsaw	7 353		thou.	PLN	7 399		thou.	PLN	fixed interest	01-07-2013	none	related to purchase of hardware and IBM licences in relation to execution of a contract
BNP Paribas Bank Polska S.A.	Warsaw	9 717	2 400	thou.	EUR	2 668	655	thou.	EUR	EURIBOR3M+1.3%	29-04-2016	transfer of due payments resulting from contract with a customer, pledge registered on a financed teleinformatic hardware, declaration of submission to enforcement	related to purchase of a teleinformatic hardware in order to perform a contract

At the balance sheet date short-term part of credit to be paid is worth 21.083 million PLN.

## CASH FLOW COMMENTARY NOTES, SA-R 2012 COMARCH S.A. ANNUAL REPORT

### Note 30

#### CASH STRUCTURE (CURRENT YEAR)

	31 December 2012	31 December 2011	Change
Cash in hand	482	488	-6
Cash in banks	16,991	54,847	-37,856
<b>Total</b>	<b>17,473</b>	<b>55,335</b>	<b>-37,862</b>
<i>-including exchange differences</i>	531	257	274

### Note 31

#### CALCULATION DETAILS OF SELECTED ITEMS IN CASH FLOW STATEMENT (CURRENT YEAR)

##### Operating activities

##### Pos. A II 1 Depreciation

Depreciation of intangible assets	2,844
Depreciation of property, plant and equipment	18,298
Depreciation of investment real estates	1,245
<b>Total</b>	<b>22,387</b>

##### Pos. A II 3

Paid-out interest on credits	3,147
Received interest on loans	-5,946
Received dividend	-762
<b>Total</b>	<b>-3,561</b>

##### Pos. A II 4

Revenues from sales of property, plant and equipment	-441
Cost of sold and decommissioned property, plant and equipment in use	374
Revaluation of shares	11,816
<b>Total</b>	<b>11,749</b>

##### Pos. A II 7

Change in trade receivables	-30,155
Change in other receivables	-2,114
Investment receivables	56
Granted loans	6,132
Paid loans	-49,911
<b>Total</b>	<b>-75,992</b>

<b>Pos. A II 8</b>	
Change in current liabilities excluding loans, credits and other financial liabilities	73,938
Change in investment liabilities	2,645
Change in financial liabilities	-5,707
Change in Social Services Fund	113
<b>Total</b>	<b>70,989</b>

<b>Pos. A II 9</b>	
Change in prepayments	-11,008
Change in accruals	1,572
Change in tax asset	-2,391
<b>Total</b>	<b>-11,827</b>

### Investment activities

#### Inflows

<b>Pos. B I 1</b>	
Revenues from sales of property, plant and equipment	441
Paid receivables	-56
<b>Total</b>	<b>385</b>

#### Outflows

<b>Pos. B II 1</b>	
Purchase of intangible assets and property, plant and equipment	-34,501
Payment of investment liabilities	-2,645
<b>Total</b>	<b>-37,146</b>

ADDITIONAL COMMENTARY NOTES SA-R 2012 COMARCH S.A. ANNUAL REPORT

Note 32

FINANCIAL INSTRUMENTS

A) Changes in Financial Instruments (by categories)

Changes in particular categories of financial assets (excluding cash and cash equivalents) from 1<sup>st</sup> of January, 2011 to 31<sup>st</sup> of December, 2011 were as follows:

Change in financial instruments by categories	Financial assets held for trading	Held to maturity financial assets	Granted loans and proprietary receivables	Financial liabilities
<b>1 January 2011</b>	383		53,015	92,484
+ increases	0		12,910	15,035
- decreases	383		9,839	6,848
<b>31 December 2011</b>	<b>0</b>		<b>56,086</b>	<b>100,671</b>
<b>Balance sheet approach</b>				
<b>Non-current financial assets</b>			<b>55,747</b>	
<i>in related parties</i>			55,747	
<i>in other entities</i>			0	
<b>Current financial assets</b>			<b>339</b>	
<i>in related parties</i>			215	
<i>in other entities</i>			124	
<b>Current financial liabilities</b>				<b>25,252</b>
<i>to related parties</i>				534
<i>to other entities</i>				24,718
<b>Non-current financial liabilities</b>				<b>75,419</b>
<i>to related parties</i>				142
<i>to other entities</i>				75,277

Changes in particular categories of financial assets (excluding cash and cash equivalents) from 1<sup>st</sup> of January, 2012 to 31<sup>st</sup> of December, 2012 were as follows:

<b>Change in financial instruments by categories</b>	<b>Financial assets held for trading</b>	<b>Held to maturity financial assets</b>	<b>Granted loans and proprietary receivables</b>	<b>Financial liabilities</b>
<b>1 January 2012</b>	0		56,086	100,671
+ increases	1,059		6,239	19,632
- decreases	0		52,759	14,747
<b>31 December 2012</b>	<b>1,059</b>		<b>9,566</b>	<b>105,556</b>
<b>Balance sheet approach</b>				
<b>Non-current financial assets</b>			<b>8 005</b>	
<i>in related parties</i>			8 005	
<i>in other entities</i>			0	
<b>Current financial assets</b>	<b>1,059</b>		<b>1,561</b>	
<i>in related parties</i>	0		1,437	
<i>in other entities</i>	1,059		124	
<b>Current financial liabilities</b>				<b>21,707</b>
<i>to related parties</i>				624
<i>to other entities</i>				21,083
<b>Non-current financial liabilities</b>				<b>83,849</b>
<i>to related parties</i>				306
<i>to other entities</i>				83,543

#### **Financial assets held for trading**

This refers to forward contracts held to reduce the effect of changes in cash flows on financial result, where cash flows are related to the planned transactions and changes are the result of foreign exchange risk.

#### **Granted loans and proprietary receivables**

Granted loans are appraised to according to depreciated costs using the effective interest method. When there are no differences significant for valuation, they are recognised according to nominal value accrued interest using interest rate resultant from contracts.

#### **Financial liabilities**

Liabilities are related to investment credit and liabilities due to lease.

**B) Interest on Financial Liabilities for 2012**

	Executed	Not executed with maturity			Total	Interest
		up to 3 months	3-12 months	over 12 months		
Interest on financial liabilities held for trading						
Interest on other current financial liabilities (leasing)	19		16	22	38	57
Interest on non-current financial liabilities (credit)	3,147					3,147
<b>Total</b>	<b>3,166</b>		<b>16</b>	<b>22</b>	<b>38</b>	<b>3,204</b>

**C) Interest on Granted Loans and Debt Financial Instruments for 2012**

	Executed	Not executed with maturity			Total	Interest
		up to 3 months	3-12 months	over 12 months		
Interest on granted loans	5,943		72	464	536	6,479
Interest on debts						
<b>Total</b>	<b>5,943</b>		<b>72</b>	<b>464</b>	<b>536</b>	<b>6,479</b>

**Note 33****CONTINGENT LIABILITIES**

On 31<sup>st</sup> of December, 2012, the value of bank guarantees and letters of credit issued by banks on order from Comarch S.A. in reference to executed agreements and participation in tender proceedings was 67.86 million PLN, whereas it was 35.12 million PLN on 31<sup>st</sup> of December, 2011.

On 31<sup>st</sup> of December, 2012, the value of bank guarantees issued by banks on order from CA Consulting S.A. in reference to executed agreements and participation in tender proceedings was 0.8 million PLN, whereas it was 1.35 million PLN on 31<sup>st</sup> of December, 2011.

On 31<sup>st</sup> of December, 2012, the value of bank guarantees issued by banks on order from Comarch Software und Beratung Group in reference to executed agreements and participation in tender proceedings was 0.25 million EUR, i.e. 1.03 million PLN, whereas it was 0.31 million EUR, i.e. 1.35 million PLN on 31<sup>st</sup> of December, 2011.

Comarch S.A. granted letters of comfort for its subsidiaries: Comarch Software und Beratung AG (valid till the 31<sup>st</sup> of March, 2013), MKS Cracovia SSA (valid till 30<sup>th</sup> of June, 2013) and iMed24 S.A. (valid till the 30<sup>th</sup> of June, 2014).

As a result of an agreement signed on the 15<sup>th</sup> of December, 2011, between Comarch S.A. and MKS Cracovia SSA on the purchase of new shares and execution of rights from warrants, Comarch S.A. is obliged to purchase shares issued within the conditional increase in share capital of MKS Cracovia SSA and pay:

- 15,912,495 PLN for the purchase of the afore-mentioned shares till the 31<sup>st</sup> of March, 2012,
- 4,695,774 PLN till the 31<sup>st</sup> of March, 2013,

- 9,391,548 till the 31<sup>st</sup> of December, 2013.

As a result of execution of the afore-mentioned provisions, on the 24<sup>th</sup> of February, 2012, an agreement was signed between Comarch S.A. and MKS Cracovia SSA on the purchase of MKS Cracovia SSA series E shares for 15,912,495 PLN and on the 20<sup>th</sup> of February, 2013, an agreement was signed between Comarch S.A. and MKS Cracovia SSA on the purchase of MKS Cracovia SSA series F shares for 4,695,774 PLN.

The Comarch Group is the defendant in legal proceedings, in which the potential total amount of third party claims is 0.34 million PLN. Provisions for part of these claims were presented in the balance sheet as of 31<sup>st</sup> of December, 2012 and are worth 0.35 million PLN. They include provisions for claims recognised in 2012 and worth 0.01 million PLN. In the opinion of the Management Boards in the entities of the Comarch Group and based on the opinions of legal advisors, there are no circumstances suggesting the necessity to create provisions for the rest of the claims.

Due to legal proceedings conducted in 2012, the Comarch Group created write-offs that revalue receivables and were worth 0.07 million PLN.

Comarch S.A. credit lines:

- a) An investment credit from BNP Paribas Bank Polska S.A. (previously Fortis Bank Polska S.A.) with its registered office in Warsaw in amount of 20 million PLN for the financing of the first construction stage of production and office buildings in the Special Economic Zone in Krakow. The crediting period may last a maximum of 10 years, i.e. until 2015. This credit has a variable interest rate. On 5<sup>th</sup> of January, 2009, the company revaluated the remaining credit to be paid into EUR. A promissory note, the mortgage on land and the building insurance policy are security for this credit. As at 31<sup>st</sup> of December, 2012, the value of the credit to be repaid amounted to 1.25 million EUR, i.e. 5.11 million PLN.
- b) An investment credit from BZ WBK Bank S.A. (formerly Kredyt Bank S.A.) with its registered office in Warsaw, for the financing of the second construction stage of production and office buildings in the Special Economic Zone in Krakow. The credit amounts to 80% of the investment value up to a maximum of 26.82 million PLN. The crediting period may last a maximum of 16 years, i.e. until 2022. This credit has a variable interest rate. A promissory note, the mortgage on land and the building insurance policy are security for this credit. As at 31<sup>st</sup> of December, 2012, the value of the credit to be repaid amounted to 17.46 million PLN. On the 31<sup>st</sup> of January, 2013, the company repaid total due amount resulting from the afore-mentioned credit. The information was announced in current report RB-2-2013 dated the 31<sup>st</sup> of January, 2013.
- c) An investment credit from BNP Paribas Bank Polska S.A. (previously Fortis Bank Polska S.A.) with its registered office in Warsaw, for the financing of the third construction stage of production and office buildings in the Special Economic Zone in Krakow. The credit amounts to 85% of the investment value up to a maximum of 44 million PLN. The crediting period may last a maximum of 16 years, i.e. until 2024. This credit has a variable interest rate. It was taken out by 30<sup>th</sup> of September, 2008. A promissory note, the mortgage on land and the building insurance policy are security for this credit. On the 5<sup>th</sup> of October, 2011, the company revaluated the remaining credit to be paid into euro. As at 31<sup>st</sup> of December, 2012, the value of the credit to be repaid amounted to 7.28 million EUR, i.e. 29.76 million PLN.
- d) An investment credit from Bank Pekao S.A. with its registered office in Warsaw, for the financing of purchase of land in the Special Economic Zone in Krakow. The credit amounts to 15.1 million PLN. The crediting period may last a maximum of 5 years, i.e. until 2012. This credit has a variable interest rate. A promissory note and the mortgage on the land are security for this credit. At the beginning, the crediting period was 5 years, till 2012, however on the 29<sup>th</sup> of May, 2012, an annex was concluded which extended it till 2015. As at 31<sup>st</sup> of December, 2012, the value of the credit to be repaid amounted to 15.1 million PLN.

- e) An investment credit from Bank DnB NORD Polska S.A. with its registered office in Warsaw, for the financing of the fourth construction stage of production and office buildings in the Special Economic Zone in Krakow. The credit amounts to a maximum of 80% of the investment value of up to 22 million PLN. The crediting period may last 11 years, i.e. until 2021. This credit has a variable interest rate. The real estate mortgage and cession of rights in the bank guarantee issued for the debtor are security for this credit. On the 30<sup>th</sup> of December, 2011, the company revaluated the remaining credit to be paid into euro. As at 31<sup>st</sup> of December, 2012, the value of the credit to be repaid amounted to 4.51 million EUR, i.e. 18.45 million PLN.
- f) An investment credit from BNP Paribas Bank Polska S.A. (previously Fortis Bank Polska S.A.) with its registered office in Warsaw, for the financing of the purchase of hardware and software for a project related to data centre services. The credit amounts to 2.4 million EUR. The crediting period may last until 2016. The loan was drawdown on the 7<sup>th</sup> of August, 2012. This credit has a variable interest rate. Transfer of debts from the contract and the registered pledge on the financed property, plant and equipment in use are security for this credit. As at 31<sup>st</sup> of December, 2012, the value of the credit to be repaid amounted to 2.18 million EUR, i.e. 8.92 million PLN.

**Note 34**

**REVENUES AND COSTS FROM DISCARDED ACTIVITIES – NOT CONCERN**

**Note 35**

**PLANNED INVESTMENT EXPENDITURES**

In 2013 Comarch S.A. continued preparation works related to construction of a new building and data centre in Krakow Special Economic Zone (SEZVI). Comarch S.A. plans to obtain a construction permit till the end of the first half of 2013. Beginning of construction works is planned for the second half of 2013. Planned investment expenditures related to this investment in 2013 amount to approximately 4 million PLN.

In 2012, Comarch S.A. bought an office building in Łódź for the price of 3.5 million PLN. After modernisation, the building will be dedicated to offices of Comarch Group. Beginning of construction works is planned for the second half of 2013.

As at 31<sup>st</sup> of December, 2012, other property, plant and equipment under construction comprise mostly expenditures for the modernisation works of buildings used by Comarch S.A. as well as the purchase of equipment that is not yet accepted for use.

**Note 36****COMARCH S.A.'s REVENUES FROM SALES OF FINISHED GOODS AND SERVICES TO OTHER ENTITIES OF THE GROUP AND ASSOCIATES (thousands of PLN)**

	<b>2012</b>	<b>2011</b>
Comarch AG	62,877	60,515
Comarch SuB Group	872	1,940
Comarch SAS	2,563	451
Comarch R&D S.à r.l.	97	90
Comarch, Inc.	12,030	12,614
Comarch Panama, Inc.	1,089	931
Comarch Canada, Corp.	812	78
Comarch LLC	1,875	2,680
Comarch Middle East FZ-LLC	601	325
OOO Comarch	2,048	1,018
Comarch Software (Shanghai) Co. Ltd.	-	48
Comarch Vietnam Company Ltd.	35	351
Comarch Oy	8,082	20,152
UAB Comarch	-	-
Comarch s.r.o.	-	-
Comarch Luxembourg S.à r.l.	3,906	1,750
Comarch UK	2,152	0
CA Consulting S.A.	5,410	2,040
SouthForge Sp. z o.o.	106	175
MKS Cracovia SSA	35	16
Comarch Management Sp. z o.o.	10	10
Comarch Corporate Finance FIZ	-	-
Comarch Management Sp. z o.o. SK-A	10	10
iMed24 S.A.	743	516
Comarch Polska S.A.	22,398	62
iReward24 S.A.	85	69
Infrastruktura24 S.A.	191	32
iComarch24 S.A.	729	193
Opso Sp. z o.o.	51	-
ESAProjekt	418	-
Bonus Development Sp. z o.o. SK-A	-	-
Bonus Management Sp. z o.o. SK-A	-	-
Bonus Development Sp. z o.o. II Koncept SK-A	-	-
Bonus Management Sp. z o.o. II Activia SK-A	-	-
CASA Management and Consulting Sp. z o.o. SK-A	-	-
SolInteractive S.A.	196	63
Branch of Comarch S.A. in Albany	559	807
<b>Total</b>	<b>129,980</b>	<b>106,936</b>

Comarch S.A.'s trade receivables from subsidiaries and associates are:

	31 December 2012	31 December 2011
Comarch AG	93,809	121,648
Comarch SuB Group	863	4,756
Comarch SAS	4,261	1,862
Comarch R&D S.à r.l.	1	84
Comarch, Inc.	7,024	7,130
Comarch Panama, Inc.	245	441
Comarch Canada, Corp.	682	112
Comarch LLC	1,099	1,233
Comarch Middle East FZ-LLC	877	271
OOO Comarch	684	498
Comarch Software (Shanghai) Co. Ltd.	-	-
Comarch Vietnam Company Ltd.	-	-
Comarch Oy	357	3,020
UAB Comarch	-	-
Comarch s.r.o.	-	-
Comarch Luxembourg S.à r.l.	535	1,646
Comarch UK	1,111	-
CA Consulting S.A.	5,274	1,863
SouthForge Sp. z o.o.	7	63
MKS Cracovia SSA	506	403
Comarch Management Sp. z o.o.	11	7
Comarch Corporate Finance FIZ	-	-
Comarch Management Sp. z o.o. SK-A	3	3
iMed24 S.A.	1,960	238
Comarch Polska S.A.	27,495	6
iReward24 S.A.	210	39
Infrastruktura24 S.A.	1	1
iComarch24 S.A.	889	-
ESAProjekt Sp. z o.o.	130	133
Opso Sp. z o.o.	40	-
Bonus Development Sp. z o.o. SK-A	-	-
Bonus Management Sp. z o.o. SK-A	-	-
Bonus Development Sp. z o.o. II Koncept SK-A	-	-
Bonus Management Sp. z o.o. II Activia SK-A	-	-
CASA Management and Consulting Sp. z o.o. SK-A	-	-
SolInteractive S.A.	94	16
Branch of Comarch S.A. in Albany	538	259
<b>Total</b>	<b>148,706</b>	<b>145,732</b>

**Note 37****COMARCH S.A.'s PURCHASES FROM OTHER ENTITIES OF THE GROUP AND ASSOCIATES  
(finished goods and services)**

	<b>2012</b>	<b>2011</b>
Comarch AG	1,527	2,241
Comarch SuB Group	260	105
Comarch SAS	3,322	2,400
Comarch R&D S.à r.l.	8,417	7,767
Comarch, Inc.	-	-
Comarch Panama, Inc.	-	-
Comarch Canada, Corp.	12	-
Comarch LLC	868	510
Comarch Middle East FZ-LLC	-	-
OOO Comarch	-	-
Comarch Software (Shanghai) Co. Ltd.	-	-
Comarch Vietnam Company Ltd.	-	-
Comarch Oy	223	-
UAB Comarch	-	1
Comarch s.r.o.	-	-
Comarch Luxembourg S.à r.l.	-	6
CA Consulting S.A.	11,071	11,061
SouthForge Sp. z o.o.	2,858	4,923
MKS Cracovia SSA	221	59
Comarch Management Sp. z o.o.	-	-
Comarch Corporate Finance FIZ	-	-
Comarch Management Sp. z o.o. SK-A	47	-
iMed24 S.A.	58	-
iFin24 S.A.	1,261	196
iReward24 S.A.	434	319
Infrastruktura24 S.A.	709	430
iComarch24 S.A.	577	383
ESAProjekt Sp. z o.o.	1,742	-
Opso Sp. z o.o.	2	-
Bonus Development Sp. z o.o. SK-A	1,746	1,046
Bonus Management Sp. z o.o. SK-A	-	-
Bonus Development Sp. z o.o. II Koncept SK-A	-	-
Bonus Management Sp. z o.o. II Activia SK-A	-	-
CASA Management and Consulting Sp. z o.o. SK-A	-	-
SolInteractive S.A.	454	273
<b>Total</b>	<b>35,809</b>	<b>31,720</b>

Comarch S.A.'s trade liabilities to subsidiaries and associates are:

	31 December 2012	31 December 2011
Comarch AG	215	400
Comarch SuB Group	557	278
Comarch SAS	283	496
Comarch R&D S.à r.l.	506	1,982
Comarch, Inc.	-	6
Comarch Panama, Inc.	-	-
Comarch Canada, Corp.	11	-
Comarch LLC	760	141
Comarch Middle East FZ-LLC	-	-
OOO Comarch	-	2
Comarch Software (Shanghai) Co. Ltd.	-	-
Comarch Vietnam Company Ltd.	-	-
Comarch Oy	218	-
UAB Comarch	-	-
Comarch s.r.o.	-	-
Comarch Luxembourg S.à r.l.	5	2
CA Consulting S.A.	15,249	12,132
SouthForge Sp. z o.o.	3,216	2,735
MKS Cracovia SSA	684	619
Comarch Management Sp. z o.o.	-	-
Comarch Corporate Finance FIZ	-	-
Comarch Management Sp. z o.o. SK-A	58	-
iMed24 S.A.	140	2
Comarch Polska S.A.	2,501	810
iReward24 S.A.	80	11
Infrastruktura24 S.A.	1,182	313
iComarch24 S.A.	832	400
ESAProjekt Sp. z o.o.	734	-
Opso Sp. z o.o.	2	-
Bonus Development Sp. z o.o.	190	129
Bonus Management Sp. z o.o. SK-A	-	-
Bonus Development Sp. z o.o. II Koncept SK-A	-	-
Bonus Management Sp. z o.o. II Activia SK-A	-	-
CASA Management and Consulting Sp. z o.o. SK-A	-	-
SolInteractive S.A.	905	555
Branch of Comarch S.A. in Albany	539	260
<b>Total</b>	<b>28,867</b>	<b>21,273</b>

**Note 38****INFORMATION ON TRANSACTIONS WITH RELATED UNITS AND OTHER RELATED PERSONS ON TERMS DIFFERENT FROM MARKET CONDITIONS – NONE PRESENT****Note 39****AN AVERAGE EMPLOYMENT IN COMARCH S.A.**

<b>2012</b>			
Employees:		Employees:	
- full-time	2,426	- directly production and technical consultants	2,377
- co-workers	535	- marketing and sales	302
		- management and administrative employees	282
<b>Total</b>	<b>2,961</b>	<b>Total</b>	<b>2,961</b>
<b>2011</b>			
Employees:		Employees:	
- full-time	2,210	- directly production and technical consultants	2,098
- co-workers	480	- marketing and sales	293
		- management and administrative employees	299
<b>Total</b>	<b>2,690</b>	<b>Total</b>	<b>2,690</b>

**Note 40****REMUNERATION FOR MANAGING AND SUPERVISING PERSONS (CURRENT PERIOD) IN PLN****Comarch S.A.'s Management Board**

		<b>Paid by Comarch S.A.</b>	<b>Paid by subsidiaries and associates</b>	<b>Total</b>
1	Janusz Filipiak	6,052,464.00	6,309,300.40	12,361,764.40
2	Piotr Piątosa	2,322,144.60	362,732.40	2,684,877.00
3	Paweł Prokop	628,915.15	5,071.00	633,986.15
4	Piotr Reichert	1,145,744.40	151,201.39	1,296,945.79
5	Zbigniew Rymarczyk	951,973.40	6,000.00	957,973.40
6	Konrad Tarański	717,548.41	111,125.00	828,673.41
7	Marcin Warwas	1,581,603.80	19,976.00	1,601,579.80
	<b>Total</b>	<b>13,400,393.76</b>	<b>6,965,406.19</b>	<b>20,365,799.95</b>

**Comarch S.A.'s Supervisory Board**

		<b>Paid by Comarch S.A.</b>	<b>Paid by subsidiaries and associates</b>	<b>Total</b>
1	Elżbieta Filipiak	202,572.00	34,067.00	236,639.00
2	Maciej Brzeziński	30,000.00	0.00	30,000.00
3	Danuta Drobniak	30,000.00	0.00	30,000.00
4	Wojciech Kucharzyk	30,000.00	0.00	30,000.00
5	Anna Ławrynowicz	30,000.00	0.00	30,000.00
6	Tadeusz Syryjczyk	30,000.00	0.00	30,000.00
	<b>Total</b>	<b>352,572.00</b>	<b>34,067.00</b>	<b>386,639.00</b>

As at 31<sup>st</sup> of December, 2012, there are no unpaid loans nor guarantees, nor suretyships to members of the Management or Supervisors Board or their relatives.

## **Managerial Option Program for Members of the Management Board and Other Key Employees**

On 28<sup>th</sup> of June, 2010, the Annual General Meeting of Shareholders passed Resolution no. 23 on the managerial options programme for company's Key Employees for 2011-2013. The objective of the programme is to additionally motivate members of the Management Board and Key Employees by options on Comarch shares (hereinafter referred to as the "Option") dependent on increases in the value of the company and increase in its capitalisation. The program is executed through offers of newly-issued shares in the company in 2012, 2013 and 2014 to Key Employees. The value of the Option is to be at all times equivalent to the difference between the average closing price of the company's shares of each year of the execution of the programme (beginning with 2011) and the issue price of shares offered to Key Employees. The basis for the calculation of the value of the Option shall be increases in company capitalisation, calculated as follows:

- for 2011 – as the difference between the average capitalisation of the company in 2011 and the average capitalisation of the company in 2010,
- for 2012 – as the difference between the average capitalisation of the company in 2012 and the average capitalisation of the company in 2011,
- for 2013 – as the difference between the average capitalisation of the company in 2013 and the average capitalisation of the company in 2012,

where the average capitalisation of the company in the given year is the arithmetical average of the daily capitalisations of the company in the given year, and the daily capitalisation is the number of shares of the company multiplied by the stock exchange closing rate for shares of the company in the given day.

In the fourth quarter of the year that precedes the year of the Programme execution, the Board of Supervisors shall establish a list of Key Employees and Individual Option Ratios. The list of Key Employees and Individual Option's Ratios will be established independently for each year of the Programme. Total value of Individual Option Ratios for all Key Employees in the given year will amount to 3.6% (three and six tenths per cent) of the increase in the company's capitalization.

Pursuant to IFRS2, the company is obliged to calculate the value of the Option and classify it as a cost in the income statement in the Option period, i.e. from its issue date until its expiry date. The company will recognise the value of the particular options beginning from the options' acquiring, i.e. an establishment by the Supervisory Board a list of Key Employees and single option factors for each subsequent year.

The company notes that despite the fact that the value of the Option decreases the net profit of the company and of Group, this operation does not affect the value of cash flows. Moreover, the economic cost of the Option shall be classified in the income statement through its inclusion in the "diluted net profit" of newly issued shares for the participants of the programme. Despite the fact that the IFRS2 standard was officially adopted by the European Union to companies listed on the stock exchange in the preparation of consolidated statements, many experts point out its controversial nature – in their opinion, placing the cost of the Option in the income statement results in the double inclusion of the effect of the Option programme (once by result and second by dilution).

### **Note 41.**

#### **SIGNIFICANT EVENTS RELATED TO THE PREVIOUS YEARS - NOT CONCERN**

**Note 42.****EVENTS AFTER BALANCE SHEET DATE****1) Dates of Periodical Financial Reports in 2013**

On the 8<sup>th</sup> of January, 2013, in current report no 1/2013, Comarch S.A.'s Management Board set dates of periodical financial reports in 2013:

Consolidated quarterly reports which include condensed consolidated financial statements and condensed financial statements:

1) Q4 2012 - on 1<sup>st</sup> of March, 2013

2) Q1 2013 - on 15<sup>th</sup> of May, 2013

3) Q2 2013 - Pursuant to § 101 sec. 2 of the Regulation issued by the Minister of Finance on the 19<sup>th</sup> of February, 2009 concerning current and periodical information pertaining to companies traded on the stock exchange and on the conditions for recognizing the equivalence of information required by legal regulations binding in a country which is not a member state, Comarch S.A. will not publish quarterly report for the second quarter of 2013

4) Q3 2013 - on 14<sup>th</sup> of November, 2013

**ANNUAL AND HALF-YEAR REPORTS:**

1) Consolidated half-year report which include condensed consolidated financial statement and condensed financial statement for the first half of 2013 - on 30<sup>th</sup> of August, 2013

2) Annual report for 2012 - on 30<sup>th</sup> of April, 2013

3) Consolidated annual report for 2012 - on 30<sup>th</sup> of April, 2013

**2) Repayment of Credit from BZ WBK Bank S.A. (formerly Kredyt Bank S.A.)**

On the 31<sup>st</sup> of January, 2013, in relation to current report no. 17/2006 dated the 28<sup>th</sup> of March, 2006, on signing an investment credit agreement with Kredyt Bank S.A. (currently Bank Zachodni WBK S.A.) with its registered office in Warsaw for financing of the second investment stage of the construction of an office and production building in the Special Economic Zone in Krakow, the Management Board of Comarch S.A. has announced that on the 31<sup>st</sup> of January, 2013, the due credit amount related to the aforementioned agreement was paid in total.

**3) Creation of a Mortgage on Assets Owned by Comarch S.A.**

On the 6<sup>th</sup> of February, 2013 (RB-3-2013), Comarch S.A.'s Management Board announced that received a notice from the District Court for Krakow-Podgórze, the Fourth Division of the Land and Mortgage Register, on registration of a mortgage, dated the 30<sup>th</sup> of January, 2013, and related to a real estate located in the Special Economic Zone in Krakow and owned by Comarch S.A. Current book value of the real estate amounts to PLN 18,952,737.42. The basis for this registration is a non-revolving, long-term credit agreement dated the 4<sup>th</sup> of January, 2013, signed between bank BZ WBK S.A. and Comarch S.A. Its value amounts to EUR 7,400,000 i.e. PLN 30,932,740. Bank BZ WBK S.A.'s claims in relation to the above-mentioned agreement are secured to the amount of EUR 11,100,000, i.e. PLN 46,399,110. There is no relation between Comarch S.A., its managing or supervising persons and BZ WBK S.A.

**4) Agreement for Purchase of MKS Cracovia SSA Shares**

On the 20<sup>th</sup> of February, 2013, an agreement was signed between Comarch SA and MKS Cracovia SSA on the purchase of MKS Cracovia SSA series F shares. MKS Cracovia SSA invited Comarch SA to purchase 11,400 series F shares of nominal value of PLN 100. MKS Cracovia SSA invited Comarch SA to purchase the afore-mentioned shares for a total issue price of PLN 4,695,774, i.e. for issue price of PLN 411.91 for one series F share. The issue price of the afore-mentioned shares was paid in cash contribution in the amount of PLN 4,695,774 which was made by Comarch SA on the 20<sup>th</sup> of February, 2013. As a result of the registration of the increase in MKS Cracovia SSA's share capital, Comarch SA will hold 62.16% of votes at the company's general meeting. The company announced details in current report no. 4/2013.

**5) Deletion of Mortgages**

On the 8<sup>th</sup> of March, 2013, received a notice from the District Court for Krakow-Podgórze, the Fourth Division of the Land and Mortgage Register, on deletion of mortgages on a real estate owned by Comarch

SA. The mortgages were established in 2006 as a security for the afore-mentioned investment credit. The company announced details in current report 5/2013.

**6) Registration of Increase in Share Capital of MKS Cracovia SSA**

On the 14<sup>th</sup> of March, 2013 (RB-6-2013), Comarch S.A. has announced that received a notice from the District Court for Krakow-Śródmieście in Krakow, the Eleventh Economic Division of the National Court Register, dated the 6<sup>th</sup> of March, 2013, on registration of an increase in share capital of MKS Cracovia SSA from PLN 18,420,100.00 to PLN 19,560,100.00. As a consequence, Comarch S.A. holds 62.16% of shares in the share capital of MKS Cracovia SSA which entitle to 62.16% of votes at the agm of MKS Cracovia SSA.

**Note 43.**

**CHANGES IN APPLIED ACCOUNTING PRINCIPLES**

In 2012 the company did not make any significant changes in accounting principles in comparison to the previous year.

**Note 44.**

**DESCRIPTION AND ECONOMIC GOAL OF CONTRACTS NOT PRESENTED IN THE BALANCE SHEET, WHISIN THE SCOPE OF THEIR INFLUENCE ON THE EQUITY AND FINANCIAL SITUATION, AS WELL AS THE FINANCIAL RESULT OF THE COMPANY – NOT CONCERN**

**NOTE 45.****INFORMATION ON PAID OR DUE REMUNERATION OF AN EXPERT AUDITOR OR AN ENTITY ENTITLED TO AUDIT FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR**

<b>Types of services</b>	<b>Remuneration (net value)- paid</b>	<b>Remuneration (net value)- due</b>
<b>2012</b>		
<b>Deloitte Audyt Sp. z o.o.</b>		
1 Obligatory audit of annual financial statements for 2012	-	PLN 92,150.00
2 Other certifying services (review of half-year financial statement for H1 2012)	PLN 92,150.00	-
3 Consolidation procedures related to Comarch AG Group and Comarch SuB	PLN 26,325.14	-
4 Obligatory audit of annual financial statements for 2011	PLN 92,150.00	-
<b>BDO Canada LLP</b>		
1 Advisory and legal services related to Comarch Canada, Corp.	EUR 9,595.00	-
<b>2011</b>		
<b>Deloitte Audyt Sp. z o.o.</b>		
1 Other certifying services (review of half-year financial statement for H1 2011)	PLN 92,150.00	-
2 Audits of external Comarch projects	PLN 22,600.00	-
<b>Deloitte Doradztwo Podatkowe Sp. z o.o.</b>		
Workshops	PLN 1,500.00	-
<b>BDO Sp. z o.o.</b>		
1 Obligatory audit annual of financial statements for 2010	PLN 120,000.00	-
2 Other services (transport costs of BDO Sp. z o.o. employees in relation to review and audit of financial statements of Comarch SA for 2010)	PLN 7,182.00	-
<b>BDO Tax &amp; Accounting</b>		
1 Advisory and legal services related to Comarch Luxembourg S.à r.l.	EUR 7,057.25	-
<b>BDO Canada LLP</b>		
1 Advisory and legal services related to Comarch Canada Corp.	CAD 15,432.00	-

# COMARCH

REPORT OF  
COMARCH S.A.'s MANAGEMENT BOARD  
REGARDING THE ACTIVITIES IN 2012

**KRAKOW, 30<sup>TH</sup> OF APRIL 2013**

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## 1. Information about the Company

Name of the company: Comarch Spółka Akcyjna („Company”)  
 Address of the company: 31-864 Kraków, Aleja Jana Pawła II 39 A  
 Telephone: (12) 646 10 00  
 Fax: (12) 646 11 00  
 Regon (the National Official Register of Business Entities): 350527377  
 Tax identification number (NIP): 677-00-65-406

### 1.1. Shareholders Holding at least 5% of the Total Number of Votes at the General Meeting of Comarch S.A.

Comarch S.A.'s share capital consists of 8,051,637 shares at total nominal value of PLN 8,051,637. According to the information possessed by Comarch S.A., as at 31<sup>st</sup> of December, 2012, shareholders holding at least 5% of votes at the company's AGM are Janusz Filipiak and Elżbieta Filipiak.

Shareholders	Number of shares	% of share capital	Number of votes at the company's AGM	% of votes at the company's AGM
Janusz Filipiak	2,620,010	32.54	6,192,010	41.16
Elżbieta Filipiak	846,000	10.51	4,230,000	28.12
Other members of the company's Management Board	103,167	1.28	140,767	0.94
Other shareholders	4,482,460	55.67	4,482,460	29.78
<b>Total</b>	<b>8,051,637</b>	<b>100.00</b>	<b>15,045,237</b>	<b>100.00</b>

### 1.2. Comarch S.A.'s Board of Supervisors and Management Board

#### a) Members of Comarch S.A.'s Board of Supervisors as at 31<sup>st</sup> of December, 2012:

Name and surname	Position	Number of Comarch S.A. shares	Nominal value
Elżbieta Filipiak	Chairman of the Supervisory Board	846,000	846,000 PLN
Maciej Brzeziński	Vice-Chairman of the Supervisory Board	-	-
Danuta Drobniak	Member of the Supervisory Board	-	-
Wojciech Kucharzyk	Member of the Supervisory Board	-	-
Anna Ławrynowicz	Member of the Supervisory Board	-	-
Tadeusz Syryjczyk	Member of the Supervisory Board	-	-

#### b) Members of Comarch S.A.'s Management Board as at 31<sup>st</sup> of December, 2012:

Name and surname	Position	Number of Comarch S.A. shares	Nominal value
Janusz Filipiak	President of the Management Board	2,620,010	PLN 2,620,010
Piotr Piątosza	Vice-President of the Management Board	16,845	PLN 16,845
Paweł Prokop	Vice-President of the Management Board	39,974	PLN 39,974
Piotr Reichert	Vice-President of the Management Board	6,069	PLN 6,069
Zbigniew Rymarczyk	Vice-President of the Management Board	28,141	PLN 28,141
Konrad Tarański	Vice-President of the Management Board	6,069	PLN 6,069
Marcin Warwas	Vice-President of the Management Board	6,069	PLN 6,069

As at the publication date, there were no changes in membership of the Management Board in Comarch S.A.

Michał Bajcar, Dariusz Duralek, Anna Kleszcz, Tomasz Nakonieczny and Maria Smolińska are the company's proxies.

**c) Contracts that May Result in Future Changes in Holdings of Shareholders or Bondholders**

On 28<sup>th</sup> of June, 2010, the Annual General Meeting of Shareholders passed Resolution no. 23 on the managerial options programme for company's Key Employees for 2011-2013. The program is executed through offers of newly-issued shares in the company in 2012, 2013 and 2014 to Key Employees. More details were presented in point 14.2 of the statement.

**d) Agreements between the Issuer and the Managing Persons, which Plan for Compensation in Case of Resignation or Discharge from the Occupied Post without a Substantial Reason, or when Their Dismissing or Discharge are Caused by Merger through Takeover**

None present.

**e) Value of Paid, Due or Potentially Due Remuneration, Awards or Benefits, including those Resulting from Managerial or Bonus Programmes based on Issuer's Equity, Separately for Each of the Managing and Supervising Persons in the Dominant Unit**

Information is included in note 40 of the financial statement.

## 2. Basic Economics and Financial Values

### 2.1. Selected Financial Data

	2012	2011	2010	2009	2008	2007	2006
Revenues from sales	666,859	567,673	559,453	495,512	615,379	530,326	461,808
Operating profit	62,392	53,748	75,219	59,253	35,448	34,322	41,653
Net profit	41,604	55,191	68,470	51,351	39,144	25,823	42,463
Profit per share	5.17	6.85	8.53	6.45	4.92	3.24	5.74
Assets	1,060,650	953,265	880,873	772,192	732,520	506,314	427,236
Book value	629,386	609,697	559,208	494,119	456,784	264,948	238,691
Book value per share	78.17	75.72	69.45	62.07	57.38	33.28	31.75

Over 2012, revenues from sales were higher by 99.2 million PLN, i.e. 17.5% compared to the previous year. Operating profit reached 62.4 million PLN and increased by 16.1% compared to operating profit in 2011. Net profit diminished by 24.6% compared to that in 2011. As a result of a significant increase in sales, EBIT margin decreased from 9.5% to 9.4% and net margin decreased from 9.7% to 6.2%.

### 2.2. Employment and Production Capacity of the Group

As at 31<sup>st</sup> of December, 2012, in Comarch S.A. there were 3,062 employees compared to 2,807 persons as at 31<sup>st</sup> of December, 2011.

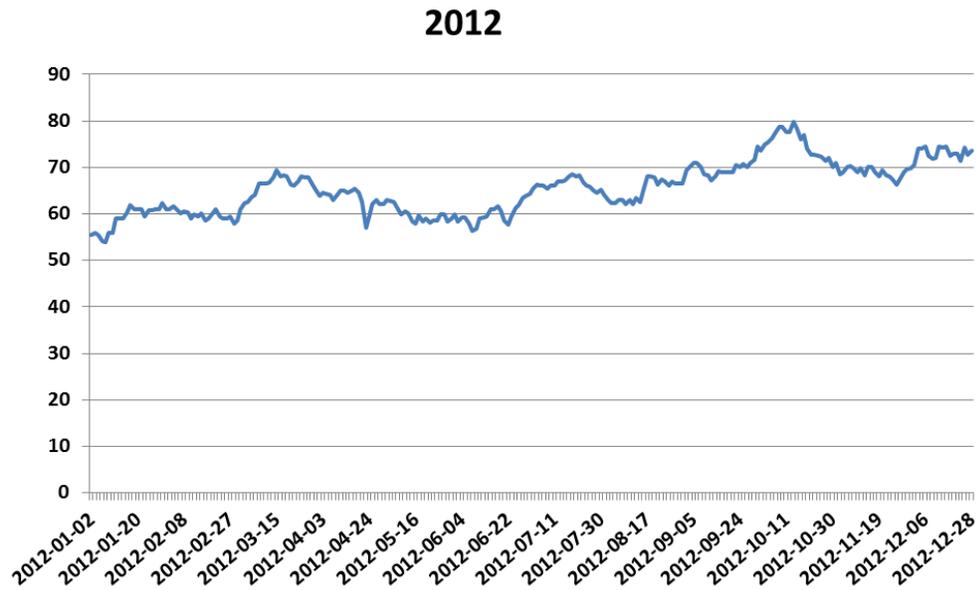
Average employment Comarch S.A. from 2008 to 2012 is presented in tables below:

	2012	2011	2010	2009	2008
<b>Number of employees:</b>					
- full-time	2,426	2,210	2,257	2,096	2,174
- co-workers	535	480	437	449	523
<b>Total</b>	<b>2,961</b>	<b>2,690</b>	<b>2,694</b>	<b>2,545</b>	<b>2,697</b>

	2012	2011	2010	2009	2008
<b>Employees:</b>					
- production employees and technical consultants	2,377	2,098	2,168	2,020	2,137
- marketing and sales	302	293	255	268	294
- management and administrative employees	282	299	271	257	266
<b>Total</b>	<b>2,961</b>	<b>2,690</b>	<b>2,694</b>	<b>2,545</b>	<b>2,697</b>

Most of production by Comarch consists in production of company's own, versatile software products and in production of computer software on the basis of customer orders. The basic factor limiting the production capacity is human resources. As the company makes active investments in new products and technologies, it strives to provide appropriately wide range of competencies for all its employees. The company flexibly manages teams of employees through continuous optimisation of placements for current commercial projects and internal R&D projects (developing new products and updating the existing ones, which are not directly connected to contractual requirements), using proprietary IT solutions for this target. In effect, there are almost no unused resources.

### 2.3. Comarch S.A. Stock Price Performance



Period	The highest	The lowest
Q1 2012	69.50	53.90
Q2 2012	65.40	56.45
Q3 2012	71.60	62.00
Q4 2012	79.90	66.25

In 2012, the closing rate of Comarch S.A. shares in the Warsaw Stock Exchange increased by 32.1% from PLN 55.65 to PLN 73.50.

### 3. Products and Services Offered by Comarch in 2012

Comarch is a producer of innovative IT systems for key sectors of economy: telecommunications, finance and banking, public administration, as well as large, small and medium-sized companies. A wide range of the Comarch offer includes ERP-class and financial and accounting systems, CRM systems and loyalty software, sales support, electronic document exchange, electronic banking, teleinformatic network management and billing systems, Business Intelligence, security and protection of data and many other solutions. Apart from providing innovative IT solutions to its customers, Comarch is focused on professional customer service and on providing consulting, advisory and integration services as a uniform package, with which our customers can take full advantage of the possibilities offered by modern IT systems.

#### **TELECOMMUNICATION SECTOR**

Since 1993, Comarch has helped numerous telecommunication service providers to optimize their business, shorten time to market and enhance customer experience, with the help of end-to-end portfolio of products and solutions designed to streamline the crucial areas of the telecom business.

The product portfolio covers all areas of the TMF Telecom Applications Map (TAM).

#### **PRODUCTS**

##### **CUSTOMER MANAGEMENT**

- **Comarch CRM for Telecoms** enables managing relationships with a customer, designed especially for telecommunication business. The solution is designed to integrate well with the existing OSS/BSS architecture. This flexible product for telecom operators provides a single customer view and automates key sales, marketing and customer care processes.
- **Comarch Self Care** is a web self-service tool enabling communications service providers to provide their end customers with an online portal, where they can manage their profiles and service subscriptions without help of a call centre agent.
- **Comarch Corporate Self Care** provides online ordering, data management and reporting for corporate customers. But it is also a telecom expense management solution.
- **Comarch Loyalty Management** enables managing loyalty programs created for both individual and business customers. Thanks to its intuitiveness and fluency of service, it enables defining and administering, among others, client accounts, contacts, rewards and promotions.

##### **REVENUE MANAGEMENT**

- **Comarch Convergent Billing** is a technologically advanced tool enabling an operator within billing area. It is a high capacity, scalable billing system which can process quantities of data. User-friendly interface ensures it is easy-to-use. The system provides new generation services thanks to 3G technology, which is based on events that may be configured for the needs of IP, VoIP, GPRS and UMTS services.
- **Comarch Service Controller Module** enables telecom operators to control digital services in real-time, as well as to manage complex integrations between the IT and the network equipment via a range of interfaces.

- **Comarch BSS Mediation** is a system supporting any kind of service and providing the chargeable data to any billing system. This solution enables data de-duplication, data filtering, data correlation, etc., and supports different data processing scenarios.
- **Policy & Charging Rules Function** is a solution for controlling network resources, introduction of tariff plans customised to services and management of network congestion.
- **Comarch Voucher and Top-Up Management** is an independent component which supports mobile and IP operators with the management of vouchers and recharging of user accounts. The system can be integrated with existing network infrastructure such as media gateways or delivered with a dedicated IVR module.

## PRODUCT MANAGEMENT

- **Comarch Central Product Manager** speeds up new product launches by providing a single place for managing your product catalogue and product life cycle. The product deals with offers and product specifications, defines relationships between various products, and specifies which of these are exclusive or sold only as a component of a bigger package.

## SERVICE FULFILLMENT

- **Comarch Next Generation Service Fulfilment** helps CSPs automate their service fulfilment & delivery processes. The solution assumes, among others, building services from pre-defined components.
- **Comarch Next Generation Service Assurance** enables a telecom operator to monitor complex services, automatically find problem root causes. As a result, it enables strong correlation engine to assure clear data presentation and root cause analysis.
- **Comarch Customer Experience Management** provides information on service quality by providing an insight into customers' perception of services. This also brings an additional benefit of pro-activeness deriving from the ability to monitor the network and predict the impact of network faults on customer services.
- **Comarch Service Monitoring** enables monitoring of complex services implemented over various network technologies and management domains.
- **Comarch Service Quality Management** allows for modelling services and their monitoring, as well as measuring the service quality by indexes and statistics from the perspective of the network impact and is presented on the customer level.
- **Comarch SLA Monitoring** allows to manage service level agreements ("SLA") and monitors whether a telecom operator fulfils conditions resulting from SLA prioritises network defects.
- **Comarch Service Inventory** enables management of network services and streamlines the service management process in fulfilment and assurance areas.
- **Comarch OSS Process Management** enables the fully monitored and controlled execution of all management processes within the Operations, Fulfilment and Assurance areas.

## RESOURCES MANAGEMENT

- **Comarch Next Generation Network Planning** is a fully integrated, multi-vendor, multi-technology mobile network management platform. It speeds-up and simplifies network planning, optimization, upgrades procedures, and automatizes network configuration and provisioning.

- **Comarch Network Inventory** stores the complete information about network resources and presents current, historical and future state of telecommunications/IT networks.
- **Comarch Fault Management** enables effectively control identification of problems and failures in telecommunication network. Through continuous monitoring of all elements of the network, displays and efficiently tracks alarms.
- **Comarch Performance Management** plays a significant role as a source of network metrics used by SQM for quality of services calculation, and for providing drill-down capability to pin down network performance issues causing customer experience problems.
- **Comarch Field Service Management** is a complete solution for scheduling, staffing, managing, and supporting workforce in the field. Efficiency is achieved by selecting the most suitable resources for each task as well as accounting for scheduling issues.
- **Comarch OSS Mediation** provides integration of the physical infrastructure of the network with Comarch OSS Suite. The system's goal is to reduce network complexity while keeping the service and customer base intact.

#### **SUPPLIER / PARTNER MANAGEMENT**

- **Comarch InterPartner Billing** enables service providers to exchange settlements and invoices, and share revenue or costs with other service providers. The system also facilitates managing relations with other business partners.
- **Comarch Roaming Agreement Management** is a comprehensive suite of tools for managing roaming agreements, costs and profits related to a telecom operator's business, as well as managing relations with roaming partners.
- **Comarch Commission & Incentive** enables telecoms managing multichannel sales and implementation of their own rules for commissions.

#### **APPLICATION INTEGRATION INFRASTRUCTURE**

- **Comarch Application Integration Framework** – IT systems IT for telecommunication need to be well integrated in a telecom operator's business environment and run within an optimized and agile process workflow. Thus, Comarch also offers solutions enabling integration of purchased products with other applications, both Comarch products and products of third parties, without any problems.

#### **SOLUTIONS THAT SUPPORT SPECIFIC BUSINESS AREA**

Comarch supplements its offer with a wide range of solutions and services. Thus, company offers complex service to telecommunication operators. Comarch solutions are created and developed with focus on specific business areas, and use a dedicated set of Comarch COTS products as well as knowledge gained from numerous project implementations in Poland and Europe.

#### **ENSURING THE HIGHEST QUALITY OF CUSTOMER SERVICES**

- **Comarch Enterprise Customer Management** is designed for managing services offered to enterprise customers in order to ensure the highest quality of enterprise customer service. It is dedicated for departments supporting corporate and strategic customers, in particular for multi-national Corporations.
- **Network Management and Customer-driven Operations** completes network resources and services with a prospect of satisfaction of an end-user, by giving a competitive advantage to operators.

- **Comarch Self-Organizing Network (SON)** enables automation of network failures management and optimisation of network processes, thus operators may not only diminish OPEX, but also shorten time to market for new technologies and network services.
- **Comarch Order-To-Cash Automation** is created to automate and thus speed up the end-to-end process, which starts from customer order capture and goes through service, network provisioning and activation and ends at billing the customer.
- **Comarch Bill Shock Prevention** solution is designed to enable mobile operators and MVNOs to prevent situations when users receive bills way in excess of the normal amount, which typically results from utilization of roaming services.

## INNOVATIVE SERVICES

- **Cloud Service Management** supports NG telecom operators in offering Cloud-based services in multiple business scenarios, including offering provisioning and customer support, billing for partner-branded applications, and a white labelling scenario, where all applications / services are sold under the operator's own brand
- **M2M Platform** supports mobile operators in entering and succeeding in the M2M (Machine-to-Machine) market. It enables them to provide M2M services, SIM cards and managing M2M business.
- **Comarch Smart BSS/OSS Suite for IP Services** is a compact platform for managing network and telecommunication business. This solution covers activating, controlling and billing such services in addition to monitoring and reporting.
- **Mobile Application and Device Certification** enables companies, such as suppliers of electronics or car producers, testing application and devices in the areas of meeting specified requirements, such as security and granting relevant certificates and attestations.

## IMPROVING BUSINESS PROCESS EFFICIENCY

- **BSS/OSS Managed Services** is a comprehensive offer including outsourcing system and / or process management. Comarch's offer of Managed Services includes advantageous methods of settlements: on the basis of actual use of systems or verified against agreed KPIs included in contracts.
- **BSS/OSS Transformations** is a service where Comarch is committed to participate in a telecom operators' transformation processes and IT environment analysis, by defining business requirements, offering a properly defined suit of IT systems, their hosting in data centre or taking the responsibility for success of the transformation within the frame of Managed Services model (see above).
- **Business Process Optimization** is an analysis carried out by Comarch consultants together with customer's representatives in order to rethinking and proper predefining of the existing operator's business and IT architecture.
- **End-to-end Project Delivery** is a service which, in addition to delivery of a system to a customer, encompasses the following services: requirement analysis and solution design, training, implementation and integration, as well as maintenance and support.
- **Outsourcing** is delivered by Comarch in the form of outsourcing of processes, R&D or systems, through their hosting in Comarch Data Centre (IaaS/PaaS model) from hosting and recovery centre.

## IMPROVEMENT OF NETWORK OPERATIONS

- **Network Planning Automation** is a complex tool for management of network infrastructure planning, making OSS landscape leaner and defining processes related to planning and development of the network.

## MOBILE FOR COMPANIES

- **Mobile CRM** is a solution enabling creation of a communication channel between central CRM system and a group of mobile devices used by employees in a company.
- **Application Development** for companies enables designing of mobile applications from travelling assistance, through mobile search and community building to security and business solutions. The scope of services is defined according to business requirements of an each customer.
- **Application Quality Assurance** is a complex planning and management of a process testing the mobile applications.
- **User Experience Consultancy** renders a comprehensive analysis of behaviours and profiles of users in order to design applications friendly to end users.

## EFFICIENT SERVICES FOR CABLE TV PROVIDERS

- **Cable and Multi-service Business Management** is a complex offer including a lot of BSS modules, integrated and configured on the basis of requirements of a cable provider, created based on Comarch experience from numerous implementations in this type of companies. This solution allows, among others, managing the product portfolio, creating personalised suits of services and their billing.
- **Cable Network Consolidation** is a solution aimed at big cable TV providers having their own network infrastructure. It secures crucial Cable Inventory and Planning Processes across whole organizations and technologies employed by various NE vendors.

## MANAGEMENT OF MOBILE VIRTUAL NETWORKS

- **MVNO Solution** is an end-to-end system aimed at MVNOs (Mobile Virtual Network Operators) that supports all the business needs of such an operator.
- **MVNE Solution** is aimed at companies delivering services to MVNO operators. The solution performs tasks related strictly to telecommunications (e.g. integration with a Mobile Network Operator), as well as those related to ERP.

## FINANCE, BANKING AND INSURANCE SECTOR

**Comarch Business Process Management** is a modern system designed for modelling and managing business processes in any institution. CBPM is also an integration platform based on mature and flexible architecture, that supports the connection of various distributed applications such as transactional systems, CRM, contact centre, data warehouses and document archives.

**Comarch Internet Banking** guarantees clients from all segments access to services offered by the bank, 7 days a week, 24 hours a day, using the internet and smartphone type mobile phone. Thanks to integration with various central systems, it is a universal, complete, efficient and safe supplement to the bank's IT environment. The Comarch Internet Banking platform offers solutions, which carry out financial services through the self-service channel, fulfilling large expectations of banks, brokerage houses, investment funds and other financial institutions. It is also an integration platform which links services and products offered by one financial institution, or by a whole financial group, into a whole.

**Comarch Personal Finance Management (PFM)** is a module for online banking. PFM is a solution enabling to manage personal finance and providing account aggregation giving consumers a view of their total financial relationship.

**Comarch Mobile Banking** - mobile financial services, which are becoming increasingly popular, are a natural consequence of technological advances. Comarch created an application which allows the managing of finance using mobile devices. Thanks to Comarch Mobile Banking, a money transfer, investment task, balance check or other banking operations are possible using a mobile phone.

**Comarch Smart Finance** a solution that provides intuitive personal finance management addressed to retail bank customers. It analyses customer financial habits and predicts monthly cash flows. Owing to such an advantage, customer personal preferences are recognized and bank offers customized individually. Without unwelcome sales pitches, customers receive relevant, highly personalized offers. Comarch Smart Finance combines functionalities of online banking and personal finance management in one solution that guides customers to financial fitness and help them make sound financial decisions – anytime and anywhere.

**Comarch Front End (CAFE)** - the integrated work environment of a customer advisor in any financial institution, which covers the functionalities of customer file, Comarch CRM system modules selected by the customer, as well as operational modules which provide a comprehensive service for a bank branch or an insurance broker with the use of one application environment, created with the use of 'light' IT technologies.

**Comarch aCRM** is a new generation tool for the real time processing of high data volumes from companies' internal systems and of data originating in external systems

**Comarch Customer Service** module enables maintenance of all bank products within the frame of one system.

**Comarch Data Connect** an e-banking channel enabling a direct integration of finance and banking system used by a corporate client with bank.

**Comarch Fraud Detection** is a powerful tool for discovering fraudulent subscriber behaviour in telecommunications networks.

**Comarch Content Management System** is dedicated to managing portal content and structure. It offers a set of tools that remotely update and manage www services. Comarch CMS gives users a great deal of freedom with full control over the content presented and a high security level. The customer does not need to install any extra software to work with the system as all the essential operations can be executed in Internet browsers.

**Comarch Contact Centre** is the strategic contact point integrating all channels of communication with the customer: the telephone (direct conversations, voice mail, SMS), facsimile, e-mail and Internet. This solution raises a company's competitiveness by building strong customer relations, making communications more effective and collecting and managing customer information. Comarch Contact Centre is a modern, modular platform which is easily expanded. It supports all communication methods including automatic IVR and customer care agents. The solution is based on Comarch's own application integrated and supported by the advanced mechanisms of selected hardware platforms.

**Comarch CRM Claim Management** is a complete claims management solution and is one of the modules that make up the Comarch customer relations platform (CRM). It is based on the proven *service-profit chain* used by the most successful companies. The service profit chain connects internal and external service quality, including claims management, with financial results. Thanks to this solution companies can compare expenditure on maintaining quality of service with expected financial results.

**Comarch CRM Sales Management** is a new generation integrated *front-end* application. It provides comprehensive customer relations support across the entire product range from the moment of winning a new customer, through the programs for cross selling and up-selling to an up-to date operational handling, using the whole scope of the product offer. The system offers functionality for customer care agents in the form of the Sales Application, while for the middle and back office staff responsible for managing the sales process it offers the Department Director and the Central applications.

**Comarch CRM Campaign Management** is a system supporting the entire cycle of marketing campaign management: from planning through tests, execution and modification to tests of performance. The system allows reaching the target group of customers of a precisely defined profile, at a proper time, with appropriate information, and through an appropriate communication channel. The possibility of integration of mass Above the Line (ATL) campaigns and direct Below the Line (BTL) campaigns is a unique solution, allowing achievement of the synergy effect between the two types of activities and winning savings on costs of reaching the customer.

**Comarch Survey Management** is an ergonomic, easy-to-use web form builder which is used for creating surveys for any group of users, then used as presentations in web applications, such as internet banking, portal, etc. The solution enables creating different types of surveys, beginning from simple one page questionnaires to multistage wizards.

**Comarch Commission & Incentive** is a commission system designed for institutions which use extended networks of agents, brokers and intermediaries in their businesses. The system enables integration of all data related to sales networks, commission policy for all distribution channels and settlements with sales network units in one place. Additionally, collecting all sales data in one system allows better control over sales and optimising incentive systems.

**Comarch Loyalty Management** is an advanced set of business applications for standard and advanced loyalty programs. The system is distinguished by its ease of operation, its flexibility, and its ergonomic user interface. Its scalable architecture ensures that the loyalty program can be expanded in step with the company's growth.

**Comarch Pricing & Billing** is a flexible tool which allows for the speedy design, testing and implementation of charges and commissions packages. The configuration model answers for the key area of the charge calculation system, thus, for the complex management of the policy which calculates charges and commissions in accord with individually set guidelines within the contract. It creates added value for the client and profit for the bank.

**Comarch Credit Process Management** is an application suite supporting service of credit processes in all clients segments: corporate clients, medium and small enterprises and retail clients. The modular design of this system enables selection of an optimum set of functionalities and support for the most important processes related to management of any credit products for any customer segment: product design, simulations, preparing an application, support for the decision-making process, preparing an agreement, activation of funds, hedging management, monitoring of active agreements, settlements of transactions, management of the sales network and calculation of commission, as well as vindication from unreliable customers.

**Comarch Scoring Engine** is a system platform helping credit analysts to find the best way to assess credit applications and credit risk and to analyse credit portfolios. Comarch Scoring Engine can be rapidly implemented and put to work as it integrates easily with existing systems and provides great flexibility in the scoring definitions used.

**Comarch Rating** a tool which supports the rating of corporate clients. It is possible to use the application to check the rating of transactions. The tool is fully configurable by bank employees as it does not require programming knowledge. Due to the high elasticity and integration with the credit process it is possible to change the risk management policy within a few minutes without the need to utilise IT resources.

**Comarch Credit Monitoring** - the system supports credit contract monitoring processes, especially the monitoring of escrow, repayments, contract conditions as well as the client's financial situation. Thanks to the built-in Comarch Credit Monitoring mechanisms, it automatically generates cases which fulfil the monitoring criteria, e.g. overdue repayments exceeding 7 days. The system works in the context of the client which means that the monitoring has to do with all the client's accounts. Additionally, because the system is based on the Comarch Business Process Management, application, Comarch Credit Monitoring can automatically send the debt to be collected, restructured or the credit conditions can be changed. The system uses functionalities from the Printout Management module, which makes it possible to generate reminders within the system for clients (together with a note about which reminder it is) as well as integration with the central printing machine (mass correspondence).

**Comarch Asset Management** - the system is addressed to companies which manage assets, bank depositaries, investment and pension funds, insurance companies as well as other institutions which deal with investment activity and portfolio handling. Among others, the system guarantees the modelling of portfolios, handling of orders, access to current portfolio structure, control of investment limits, filling of transactions and operations on portfolios, valuation of portfolio assets, reports and measures the effectiveness of risk management.

**Comarch Custody** is an application designed for banks dealing with trading in securities and trustee activity. The system allows registering and quantitative as well as financial settlements of transactions with securities in KDPW S.A. (the National Depository for Securities) and foreign deposit and settlement chambers. It fully complies with the new deposit-settlement system.

**Comarch Exchange Trading** is a brokerage core trading system characterized by highly efficient trade processing, a flexible and multicurrency register module, effective communication with markets and brokers.

**Comarch Internet Investments** - an independent system or functional supplement to Comarch Internet Banking. It guarantees access to investment financial services through the internet and other electronic distribution channels for brokerage house clients, trustees, investment funds, open pension funds as well as other institutions which operate on the capital market. The system has been continually developed from 1998 and offers the richest functionality on the market in terms of access to the brokerage account, investment funds register and specialised investment products.

**Comarch Quotation Online (NOL3)** - the most modern tool on the Polish market, which allows access to up to date stock exchange listings and market information, market analysis as well as individual stocks. It also realises tasks typical for Order Management System (OMS) solutions such as making dispositions directly from the listings table and sending them to the market at the right moment.

**Comarch Mobile Investments** – an innovative solution dedicated to brokerage houses customers who need unrestricted access to their brokerage accounts. The platform supports both passive access, e.g. viewing the list of transactions, access to current stock quotes, as well as active access, e.g. submitting orders.

**Comarch Risk Management** is a management system for risks related to investment and credit portfolios. It automates risk control processes aimed at limitation (restriction) of the impact of fluctuation of risk factors on the elements of commercial operations. It also enables identification of the possibility of using the observed fluctuations in investments.

**Comarch Performance Measurement & Attribution** - the system allows an active valuation of the effectiveness of investment portfolios, calculating affectivity indicators in terms of benchmarks and risk, an analysis of the profit source attributes and losses, incurred on individual classes of assets, as well as reporting the results of management.

**Comarch CAFE Broker** - application ensures consistency of information, operations and authorisation in headquarters, branches and a brokerage house *call centre*. The key functional features of Comarch CAFE

Brokers include complex customer investment account servicing, i.e. orders on different markets, access to an investment profile, order monitoring, account activity tracking as well as support of customer communication.

**Comarch Deal Management** is a solution which allows the processing of transactions made on the money and currency market as well as on debt instruments and derivatives, realised through the bank's *dealing room* or by internet banking clients. The tool guarantees a complex handling of the transactional process and accounting services with regards to the filling and valuation of instruments/transactions, the calculation of transactional limits for clients as well as the balance equivalent, and adequacy of the transaction in terms of capital.

**Comarch Investment Advisor** is a solution, which manages client relations and chooses the right investment-pension product, in accord with the client's expectations and possibilities as well as the monitoring of their investment.

**Comarch Fund Registers** solution allows for the presentation of data on transactions with participation units and fund shares, customers and distribution channels by interactive reports.

**Comarch Client Reporting & Communication** is a solution that generates reports of the highest calibre, which include the value, profitability and risk of the client's pension-investment product, which is based on investment funds, shares and other financial instruments. It links the process of managing a large database, its design and the generation of, distribution and publication of reports, in accord with the policy of the given institution.

**Comarch Trade Finance** supports the business processes connected with letters of credit, collections and guarantees. Comarch Trade Finance works as a component in other IT solutions used in banks, such as the core system, the general ledger and the data warehouse, and must be integrated with these systems.

**Comarch Factoring** is a complex solution servicing debt financing transactions, allowing for both electronic and paper invoices. This solution features high flexibility in modelling of the client service process. It enables the introduction of data related to the factorer, debtor and the definition of a financing program.

**Comarch NonLife Insurance** is an IT solution comprehensively supporting processes in property insurance companies. The solution ensures flexibility in the release of a new offer on the market. Comarch NonLife Insurance supports administration of insurance policies, liquidation of damages, management of information and improvement in the effectiveness of the insurance business. Implementations can include all modules and product lines. Because it is modular, the system can be implemented in specific operational areas or for particular products. A further option exists to tailor selected modules to the company's existing system architecture.

**Comarch Life Insurance** system is a comprehensive IT solution designed and produced for life insurance companies. The system is capable of supporting the entire operations of a life insurance company and there is some scope for it to be matched to existing architecture. Implementation of Comarch Life Insurance enables comprehensive and cohesive management of the insurance business. Additionally, the high flexibility of the system allows for the optimisation of operations and quick response to the changing needs of the market.

**Comarch Health Insurance** is a stable and efficient solution to all health service policies. The system supports health insurance maintenance and ensures the communication provided by the medical service provider.

**Comarch Insurance Claims** is a solution that provides comprehensive support of all types of life insurance claims and supplementary insurance. The solution functionality covers the entire process of

handling life insurance claims. The solution helps reduce costs incurred in handling claims thanks to the reduction of paper-based tasks.

**Comarch Insurance Front End** platform is a mash up solution, where optimum solutions for a customer are gathered. The main task of the platform is the execution of an insurance company within the implementation of sales support and customer service strategy. The advantage of the platform is its simplicity in linking functionalities to meet the business needs of insurance.

**Comarch Insurance Net** is a front office package of tools and solutions for insurance product distribution and support. It provides functionality for agents, employees, partners and individual customers. The system enables agents to perform offer simulations as well as efficiently and accurately complete insurance application forms. Comarch Insurance Net allows the registration of changes to the terms and conditions of insurance policies, as well as reporting on and keeping up with damage processes. A faster and more direct service and a possibility to preview the status of the application in a web portal are beneficial for customers.

**Comarch Internet Insurance** provides the functionality of an online insurance account. The solution enables the insured to perform basic insurance operations from the offer preparation and insurance simulation, through insurance claim submission, loss notification to the managing customer investments in terms of policies.

**Comarch Debt Management** is a comprehensive system facilitating notification and vindication processes, directed towards a diverse range of companies and financial institutions which conduct collection services, legal and enforcement proceedings, and exchange data with external cooperating entities. The Comarch Debt Management system guarantees the effective collection of overdue amounts among other things, through versatile support of multichannel contact with a debtor (phone, SMS, email) and by the organisation of debt collection teams' work including the prioritisation of cases. Growth of the collection rate of receivables is a significant benefit for customers that introduce the system.

**Comarch Insurance Data Warehouse** provides databases for insurance data. Production systems carefully collect data supporting internal and external reporting. They allow one to prepare and provide access for those entitled to information that is necessary for efficiently making decisions on different management levels in insurance companies.

**Comarch Insurance Scoring** is an IT system based on a flexible and definable rules engine. It allows assessing different kinds of objects (underwriting applications, customers, etc.). Comarch Insurance Scoring is a response to the increasing need for automation of insurance risk processes.

**Comarch Mobile Insurance** was designed to support insurance business companies in using mobile devices in insurance. The system offers wide functionalities for 3 different types of receivers: agents, claims adjusters and customers. Comarch Mobile Insurance gives advantage and ensures effective support for communication with customers.

**Comarch CentralLog** is a comprehensive solution for managing security data generated by the company's IT infrastructure. It includes tools for the centralisation, analysis and storage of the security audit information produced by various systems and applications. This includes those exclusively devoted to security and those that are independent, such as data bases.

**Comarch MobileID** is a new authentication and authorisation method based on cell phones, which combines reliable and secure, easy to use, inexpensive and technically advanced features in a single solution. The system functions as a stand-alone product and can also be integrated with Comarch Security Access Manager DRACO.

**Comarch Security Access Manager DRACO** supplies identification, authorisation, authentication and accounting that is in line with the latest security trends and adapts to individual customer needs. Comarch

Security Access Manager DRACO provides extensive options for a user and their rights managements, as well as access to protected resource management.

**Comarch MobilePKI** is a solution that supports authentication and authorisation using mobile technology. It enables full use of Public Key Infrastructure (PKI) on cell phones using SIM cards.

**Comarch SecureAdmin** is a user activity monitoring system which operates transparently at the level of the network layer (passive and active analysis). These features mean that implementing Comarch SecureAdmin does not require the modification or reconfiguration of existing applications or systems and its presence is not visible to users.

**System Comarch SOPEL (Electronic Signature Support System)** provides complete implementation of secure qualified electronic signature verification equipment and secures electronic signature submission software that is in compliance with the Act on Electronic Signatures.

**Comarch SafeDesktop** is Comarch's security solution for end-user workstations in IT systems. Comarch SafeDesktop makes it possible to obtain diverse functionality using microprocessor cards and USB tokens in heterogeneous environments, including the MS Windows 98SE/Me/2000/XP/2003/Vista/7 platform and Linux.

**Comarch SmartCard** is a java based cryptographic microprocessor card for the secure storage of sensitive information such as cryptographic keys and passwords. They are chiefly used in PKI (Public Key Architecture) systems and in banking, where very high security standards, for example for customer transactions, are required. The card's security rests on asymmetrical cryptography. Also, the private key used to sign for the transaction never leaves the microprocessor card: it is generated there and there is no way that it can be copied. Finally, only the card's owner knows the PIN number.

**Comarch SmartCard Bio** – the concept, which is based on the use of the fingerprint as an element, which secures access to the private key, which is stored on the cryptographic card.

**Comarch SmartToken** is a solution whose hardware is based on USB tokens. It combines cryptographic smart card and card reader features in one device. The programming, including the software inside the token, is produced by Comarch.

**Comarch T-Pro**, transaction protector token, is a solution developed by Comarch as a response to increasingly emerging malignant software, executing ManInTheBrowser or key logging attacks.

**Comarch SmartCard Workshop** manages the life cycles of smart cards and cryptographic tokens. As well as possessing the basic *workflow* process and smart card system status report functions, it also enables full integration with Comarch CertificateAuthority system.

**Comarch CertificateAuthority** is Comarch proprietary software for full implementation of PKI systems (Public Key Infrastructure). This involves issuing certificates for secure e-mail, web servers, communication channels, and user authentication and authorisation. Comarch CertificateAuthority supports the entire certificate life cycle from application through to expiry or annulment.

## **ERP SECTOR**

**Comarch ERP Altum** – the first, intelligent ERP platform that comprehensively supports all key business processes in medium and large commercial and service companies, as well as trading networks. This solution is tailored to the needs of the Polish market as well as foreign ones. The system is also available in the Software as a Service model (SaaS).

**Comarch ERP XL** – the most frequently chosen ERP system in Poland for many years now. The software was chosen by approximately 4,000 companies from various industries. The solution meets the specific needs of production as well as trade and service companies. The system is also available in the Software as a Service model (SaaS).

**Comarch ERP Optima** – the program supports sales, management, bookkeeping and payroll. It is designed for micro, small and medium businesses with different activity profiles. Along with the additional module, Accounting Office, and the portal Accounting Offices iKsięgowość24 Community, Comarch ERP Optima is a tool that guides and promotes accountancy offices and tax advisory firms. The program is also available in the Software as a Service model (SaaS)

**Comarch ERP iFakury24** is a modern online application for invoicing and storage simplifying accounts and available through a Web browser. The solution is dedicated to micro and small businesses. Its main advantage is simplicity in use and its availability. The solution is available only in the Software as a Service model (SaaS).

**Comarch ERP Retail** – a standalone system for conducting retail sales which allows to efficiently managing a commercial network in a comprehensive manner, starting from the front-office through the back-office and to point of sale (POS).

**Comarch ERP Mobile** – a suit of mobile applications supporting ERP systems: Comarch ERP Optima, Comarch ERP XL and Comarch ERP Altum. It includes: Comarch ERP Mobile Warehouseman which supports work of warehousemen possible to work online or offline; Comarch ERP Mobile Salesman – a SFA application that allows the user to work on Android smartphone or tablet, supporting workforce in the field, such as sales representatives and sales assistants in stores; Comarch ERP Mobile BI – an application for managers enabling review of Business Intelligence reports on Android smartphone or tablet.

**Comarch Business Intelligence** – a system based on data warehouse technology, designed for large and medium-sized companies and international corporations. The solution supports decision-making processes and tasks related to reporting services. It is dedicated to the following industries: financial and insurance institutions, FMCG, services and manufacturing.

**iBard24 Backup Online** – a solution for online data archiving and backup, as well as cloud data sharing, which allows to access files from anywhere in the world, 24 hours a day. Data is stored in the Comarch Data Centre. iBard24 also allows you to archive Comarch ERP databases.

**iKsięgowość24** – accounting services for businesses, conducted by accountants using Comarch OPT! MA.

**Comarch ERP e-Sklep** - an online store application integrated with the Comarch ERP system, which cooperates with price comparison sites, integrated with Allegro.pl and Wszystko.pl, online payment services.

**Wszystko.pl** – online shopping mall (formerly [www.iMall24.pl](http://www.iMall24.pl)), which allows selling directly online from the ERP system. Products can be offered by those companies that have Comarch software.

## **PUBLIC ADMINISTRATION SECTOR**

Comarch specialises in designing, implementing and integrating modern IT systems for public administration, developing comprehensive turnkey solutions and creating network hardware infrastructure. In view of the changes taking place in Polish public administration, Comarch has developed a series of e-government solutions. They are designed for roles specific to public sector institutions. Comarch solutions

are designed and developed according to the latest international standards and are implemented by the best specialists. The most important solutions implemented in public sector are:

**Comarch Semiramis**

It is the ERP II class solution developed for comprehensive support of business processes. The system was developed using Java technology, which guarantees the compatibility with various databases and operation in three-tier architecture. The system is fitted with a broad range of frameworks (groups of functionalities) supporting processes in trade and production companies in a complex way. Apart from standard production functions, logistics or finances, the system has an integrated data warehouse.

**Comarch Workflow**

It supports electronic (and paper) documents management in enterprises and institutions (industry versions were developed for various recipients).

**Comarch Portal**

Besides information publishing, Content Management System enables advanced communication and data interchange. The system allows co-operation with social media and e-learning. With video-chats, forums and the FAQ option, the system supports wide-range information interchange.

**Comarch e-Investor**

It is a modern system to support investors (individuals, institutions and enterprises). It is used in many fields of investments (information, research, organisation, spatial management and transport).

**Comarch e-Tourist**

It is the interactive platform for multi-level promotion of popular tourist destinations. Interactive maps may include visualisations of tourist trails, descriptions of night accommodation and places of active rest, as well as the weather forecast. The system may allow booking of services (group guides, attractions and support in selected languages) for individual tourists and groups (including 3D).

**Comarch Egeria**

This is an integrated ERP system which supports company management and decision making processes. This is a comprehensive and flexible solution which may be adjusted to individual needs of every client. It is offered in different types of enterprises and institutions (government administration, utilities, health services, etc.).

**Comarch Egeria Education**

It is a tool dedicated to provide support for higher education facilities. The system consists of the FrontOffice tool to support academic processes, student and academic issues, and the BackOffice tool responsible for support of the college facility administration. The system is equipped with developed reporting tools.

**Comarch Egeria Leasing**

This is an integrated IT system which supports companies providing finance services, including leasing. It supports the sale of financial products with calculators, templates and tools which allow adjustment of the offer to changing market requirements.

**Comarch ReCourt**

Comarch is a developer of an integrated, multimedia hardware and software platform enabling to record trials and hearings, as well as archiving and managing a library of collected data. The system's aim is to simplify and automatize process of audio and video registration, make commentaries and remarks, and then work on collected materials.

**Comarch Work Expenditures Recording**

The system assists in planning tasks for the employees, re-cording the attendance and executing the entrusted tasks. This solution offers settlement of labour costs, optimization of employee effectiveness and friendly reporting.

**Comarch e-government**

Comarch e-government is a platform of on-line public services which contains a set of modules enabling the realisation of tasks assigned to a local government unit by the legislator. The intuitive tools enable autonomous management of the application ensuring the support of creation and publication of contents. Comarch e-Government consists of the following modules: Digital Office, Public Information Bulletin, Information Portal and Intranet.

**Comarch CBO Turnover - for media trading companies and distributed recipients**

This is a solution dedicated to electricity distribution companies, energy, gas, or water companies, and to individual customers. It ensures quick access to the data collected from various sources (for example distribution companies, Independent Reading Operator), tracking utility consumption and multiplane analysis of the received data. The system data is a reliable source for the settlement of accounts, planning purchases and conducting proactive business activities. The system supports forecasting requirements, tariff analysis and client segmentation.

**Comarch CBO Distribution - for media distribution companies**

It enables the enterprise to carry out the function of a measurement operator. It provides a number of mechanisms to help acquire data that is optimised for effectiveness and scalability, verification, supplementing, making it accessible and for multidimensional analysis. It makes it easier to integrate systems used by companies in managing their network property, billings and other items important to their activities. This solution allows reading measurements from electricity meters and other utility meters, including water, heat and gas.

**Comarch System of Management of Network Assets**

This is a solution dedicated to network enterprises, such as electricity distribution companies, gas distribution companies or water and sewage companies. The system ensures complete registry and management of data concerning a company's network infrastructure and improves an execution of main business processes, such as recipients connecting, planning and realisation of investment and modernisation, network exploitation, service of applications, network complaints, emergency events and exclusions.

**Comarch IT Cost & Risk Analysis**

It is a tool that determines the total costs of providing IT support versus the lack of IT support. The system allows calculation of cost and risk related to migration of business processes support. It offers assessment of economic indexes related to profitability of providing IT support for example ROI, NPV and IRR. It allows simulation of the results for processes, systems and whole models of providing IT support.

**Comarch Business Intelligence**

Comarch theme data base warehouses comprise diverse range of data and realise manifold purposes. We created warehouses being knowledge bases, tools for medical and financial analysis, supporting business activity. Our solutions are best for management of high number of data from many systems and localisations.

**Comarch Database Archive**

It is a tool used to optimise and manage archived data. It provides a way to create new data partitions by selecting them out from active partitions, properly restructuring or re-building databases, partition disconnection and archiving, and authorisation of data deletion and restoring.

**Services Sector****Solutions for management of marketing activities**

**Comarch EMM (Enterprise Marketing Management)** is a comprehensive platform for support of marketing activities and relations with clients. This is a suit of three advanced applications offering service

of full range of processes related to planning marketing operations, complex service of loyalty programmes, advanced segmentation of customers, creating a specific offers, generating personalised communication, automation of marketing campaign, advanced analytics and forecasting. Comarch EMM is a part of **Comarch CRM & Marketing**.

**Comarch Loyalty Management** is a world-class system for comprehensive management over loyalty programmes of different size, both multi-partner and executed in a stand-alone model. The system enables functioning of the loyalty programmes, from managing information on programme's participants, through communication via channels: POS, email, sms, Call Centre, direct mail, customer's portal, mobile application, logistics, and rewards, creating business rules for promotional campaigns, cross- and up-selling, cooperation with partners, to integration with external systems.

**Comarch Campaign Management** is a system dedicated for management of multi-stage marketing campaigns, processes automation for their execution, monitoring and analyses of results from individual marketing actions. The solution includes a tool enabling segmentation and personalised communication, which make possible to create a personalised communication through different communication channels, such as email, SMS, direct mail, websites, call centres, even for the most numerous customers' base.

**Comarch Smart Analytics** is a Business Intelligence class system which allows obtaining and simultaneously using information about clients, their behaviour or preferences. This solution aggregates data from loyalty management systems, CRM, marketing campaign management, as well as recording and financial systems, income registration or controlling systems. This guarantees that the analyses created are as credible as possible and reflect the market dynamics.

#### **Solutions for document management and processes**

**Comarch ECM (Enterprise Content Management)** is a complex 20-year-old platform in Switzerland, Germany and Austria developed within the frames of Polish and Swiss research and development works carried out in the Comarch Capital Group. Core functionalities are: smooth efficient capture of data from different sources (fax, email, scanner, disc resources), scalable archive, technologically advanced searching engines, management and review of documents, as well as integration capacity, providing support for billing systems, ERP, FK, CRM or HR. Key element of the platform is productive BPM engine enabling for efficient designing of a process and its performance. Comarch ECM includes also BI module and dedicated business modules supporting works in particular company's areas of activity, such as purchase processes, HR administration or contracts' management. Comarch ECM encompasses, both Comarch own product of Enterprise Content Management class, and services of implementation, consulting, support and technological integration, i.e. IBM FileNet or MS Sharepoint.

**Comarch EDI (Electronic Data Interchange)** is a platform for quick and secure electronic data interchange. It enables to reduce costs and optimise business processes in a short period of time. Comarch EDI enables fast deployment of secure communication with business partners without necessity of complex system modifications or changing standards which are already in use. The platform services over 17,000 entities from 30 countries, and provide them with: mapping (no need to adapt own IT systems to import/export files depending on the formats used in your business partners' systems – Comarch EDI enables file mapping/translation from/to many formats, including XML, EDIFACT, Tradacom, SAP IDOC, flat file and others) and document validation (the contents of each EDI document processed by Comarch EDI is validated for both technical and business feasibility. As a result, the sender can quickly correct errors in a document, while the recipient will significantly improve the quality of the received data).

**Comarch EDI E-Invoicing** is a solution for complex processing electronic invoices pursuant to binding law. It includes electronic archiving and sending documents through portal which is graphically adapted to the expectations of a customer.

**Comarch EDI Tracking** provides quick document status information and quick reaction in case of any problems.

**Comarch EDI Reporting** is a solution providing reliable data on cooperation with partners on the basis of from EDI.

**Comarch EDI Financing** helps creditors receive due amounts earlier and allows debtors to prolong payment terms. Thanks to integration with banks, the solution enables full service of an invoice (from invoice selection to payment completion).

**Comarch EDI EMCS** allows communicating with the national EMCS system for entities handling movements of excise goods. We provide exchange of all required messages in a manner which customised to a customer's technology.

### **Solutions to support sales and distribution**

**Comarch SFA** is a comprehensive platform to provide sales support for trade organisations. Within Comarch SFA, we offer Mobile Sales Force Applications systems and Online Sales Support Applications.

**Mobile Sales Force Applications** is the Sales Force Automation class system ensuring full support for points of sale, executed by mobile field employees. Comarch SFA can operate depending on the user's needs and the character of their work. Users may use mobile application on smartphones or tablets, and application available on-line or installed on a computer. Mobile applications are available to Microsoft Windows Mobile and Google Android.

**Comarch SFA Online Sales Support Applications** is a sophisticated B2B platform integrating business partners: producers, distributors and shops, and ensuring support for departments of sale and marketing in a trade organization. As a part of Comarch SFA, it also provides applications for managers and business administrators managing sales resources in a company.

The **Comarch SFA Online Distribution** platform automatically and daily reports data to producers from a traditional sales channel, such as stocks status or re-sales.

**Comarch SFA Online Sales Support** is a Business to Business portal enabling complex communication, reporting and execution of tasks related to merchandising and sales by business partners.

**Comarch SFA Online Manager and Comarch SFA Online Administrator** are applications for managers and business administrators managing sales resources in a company. The applications provide functionalities related to reporting and work control of sales or medicine representatives working in the field.

### **Solutions for the travel and transport industries**

**Comarch Travel CRM** is a suite of integrated applications aimed at gathering and analysis of data on clients of firms of the transport and travel industries. It includes 5 products which are profiled to response to needs from airlines, airports, hotels, railway carriers, and car rentals.

**Comarch Travel CRM Airline Suite** encompasses 6 products. Comarch Loyalty Management for Airlines is a platform that supports loyalty programmes, both for any type of airline; be it legacy, regional, low cost or hybrid carrier. Comarch Corporate Flyer is a system that supports loyalty programmes in B2B relationships (programmes for enterprises having their employees on business trips). Comarch Smart Analytics is a BI tool supporting analytics related to economy of loyalty programmes. Comarch Campaign Management is a software which supports creating and conducting marketing campaigns. Comarch Smart Portal is solution that supports designing, hosting and maintenance of websites of air carriers. Comarch Travel Assistant for Airlines is a mobile application which enables buying a ticket and check-in using intelligent telephones.

**Comarch Travel CRM Airport Suite** is a package of 4 products. Comarch Loyalty Management powers loyalty programs in retail. It is dedicated to airports wishing to implement an airport loyalty programme for

their customers shopping at the Airport City. Comarch Smart Analytics and Comarch Campaign Management support, respectively, analytics and creating and conducting marketing campaigns. Comarch Travel Assistant for Airports is a mobile application for airports developed with special attention paid to the information needs of Airport City visitors, including requirements for localization and navigation services.

**Comarch Travel CRM Hotel Suite** is a package of 2 products. Comarch Loyalty Management Hospitality Edition a platform that supports complex hotel loyalty programmes. It was designed on the basis of Comarch's vast experience in loyalty programmes for retail trade and airlines (hotel solutions are hybrids). Comarch Smart Analytics is an addition to this package.

**Comarch Travel CRM Railway Suite** is a package of 4 products. Comarch Loyalty Management for Railways is a solution related to the system for airlines and it supports new generation railway loyalty programmes. Comarch Travel Assistant for Railways is a mobile application which enables checking the railway connections, buying a ticket, or review of a railway timetable to the nearest railway station. In addition, Comarch Smart Analytics and Comarch Campaign Management are also in this package.

**Comarch Travel CRM Car Rental Suite** is a package of 2 products: Comarch Smart Analytics and Comarch Campaign Management.

## **IT SERVICES OFFERED FOR ALL SECTORS**

Comarch Outsourcing IT is a package of continuous services, aimed at ensuring a comprehensive IT service for a client, beginning from full support for end-user (service desk and helpdesk), through LAN/WAN network administration, platform and security infrastructure, to IT processes management, according to good practices of ITIL library. We provide services profiting from experienced engineers and service managers according to determined SLA parameters.

Comarch's consultants provide a comprehensive service on a continuous basis, offering technical support in 24/7. This is Comarch's answer to still growing customer's needs in relation to quality of rendered services and their scope.

Telecommunication solutions offered by Comarch are aimed at improvement of communication inside an organization and with its business partners and clients. Our fundamental purpose is ensuring a customer with comprehensive support in relation to selection, maintenance and servicing of telecommunication infrastructure, as well as providing the teleinformatic services of the highest quality.

### **Comarch Contact Centre**

This is a comprehensive solution supporting customer relationship management of many communication areas. The solution enables an efficient information management in an enterprise and allows optimising customer service process using IT systems owned by a client. Within the framework of the proposed solution, we provide a delivery of, both hardware, i.e. servers, gateways, telephones or headphones, and application integrated with it, including modules of business logic.

### **Comarch Contact Centre as A Service**

Comarch Contact Centre as a Service (C2aS) is a service provided in SaaS model which enables access to Comarch Contact Centre. A customer obtains an access to Contact Centre infrastructure and required number of agents' desks (IP telephone with CC licence, CC agent application and headphones), and it has only to provide CC agents and access to Internet.

### **Comarch IP Telephony**

It is a comprehensive solution enabling modernisation, replacing PBX central with IP PBX, designing and installation of dispersed voice systems' structures (IP telephony, VoIP). Comarch IP Telephony is a complex solution enabling communication, both inside one organisation and with customers.

### **Comarch Interactive Suite**

It is a suite of applications enabling communication, both inside the company and in B2B or B2C relations. The package includes: video communication, video-web, telepresence, and virtual reality.

### **Comarch Unified Communication**

### **Comarch Data Centre**

Comarch has been providing Data Centre services since 2001. It is distinguished by the most complex offer on the market and well thought-out solutions. In the years 2001-2002, Comarch opened its own Data Centre in Warsaw and Krakow. Since then, the Comarch Data Centre offer is continuously expanded, with new services introduced, and new DCs constructed abroad (Germany, France, etc.), we also rent external DCs in other countries (USA). We accompany a customer on the all stages of a project performance, beginning from preparation of an initial concept, through solution their designing, implementation and migration, to their maintenance and management.

### **Server Housing**

Server housing is a service enabling access to physical space servers, mass memories, network devices and any other devices applicable to be installed in racks, where technical infrastructure and infallible network access are available.

**Hosting (PaaS)**

Under the Hosting service the customer receives a guarantee of business system availability through secure infrastructure and management services including:

- providing hardware and collocation
- ensuring all necessary third party licences
- administration and management of operating system, databases
- network and security management
- providing telecommunication network
- monitoring 24x7
- one SLA level for the whole system

**Comarch Cloud Computing**

Comarch Cloud Computing is a particular version of PaaS services and belongs to private cloud family. Difference between hosting and Comarch Cloud Computing is that a client receives computing power exactly in the amount it is needed to use the system (application), thus initial costs of a project are reduced even more. This kind of approach is possible thanks to virtualisation technics or other logic isolation methods, wherever virtualisation is not recommended. The service was created to achieve sufficient level of provided services compared to their costs. Comarch guarantees very high levels of accessibility and security, thus the service is provided also to important production systems working on-line and which are critical to a business.

**SaaS (Software as a Service)** is the most comprehensive service rendered by Comarch Data Centre, including:

- Platform as a Service (hosting)
- Comarch applications or, in specific cases, third party applications
- applications administration
- single contact for a client and one SLA for the whole solution
- help-desk for end-users as an option

**Disaster Recovery Centre (DRC)** is an additional and optional service to all described above solutions offered by Comarch Data Centre. It encompasses delivery of a back-up centre for data processing which are critical for a customer. The service is offered in different models including:

- basic data centre – back-up centre is located in a customer's localisation,
- back-up data centre – basic centre is located in a customer's localisation,
- basic and back-up data centre – both centres are located in one or two physical localisations,

The service may be delivered in PaaS or SaaS model ensuring data replication between two centres and launching back-up environment after breakdown in a basic localisation.

**Comarch IT Security****Comarch Secure Internet**

Secure Internet is a package offering a number of specialised solutions dedicated for protection of particular segments of teleinformatic infrastructure. They include firewall/UTM systems, systems detecting cracks, website content filtration, anti-spam, anti-virus, virtual servers' protection, strong authentication and management of smart cards systems.

**Comarch Station Protection** is dedicated for protection of computers and media.

**Comarch DLP (Data Leak Prevention)** is a concept of solution dedicated for protection of fragile company data, ensuring advanced options for monitoring documents processed in a company and proactive protection against data leak.

**Comarch Security Management**

Security management includes security audits of infrastructure IT, drawing up a security policies and plans for business continuity.

### Comarch Mobile Business

Comarch Mobile Business is a solution dedicated to companies and institutions, regardless size or type of operations, which require a secure method for remote access to internal IT systems for mobile employees, trade partners, subcontractors, branches and divisions.

## 4. Position of the Group in the IT Market and Information about Markets and Sources of Supply

Due to the type of IT systems offered by Comarch S.A., medium-size and large companies (who are the largest clients of advanced IT solutions all over the world) constitute the main group of clients. Majority of company's products are addressed to specific groups of customers, while IT services are of universal nature and are offered to all groups of customers. The company's offer is dedicated to both Polish and foreign customers. Currently, the company's strategy is based on the sale of an increasing number of products on international markets, especially in Western Europe. Sale in the company is highly diversified, with no dependency on one major client. In 2012, the share of none of the customer exceeded 10% of the sale in Comarch S.A. sales.

Due to the specific nature of the industry, in which Comarch S.A. manages its operations, international concerns, which are producers of computer systems and programmers tools, Polish branches and representatives of such concerns, as well as Polish distributing companies and subcontractors for systems, have to be considered sources of supply. In 2012, no supplier provided products and merchandise at the value exceeding 10% of Comarch S.A. proceeds on sale.

## 5. Sales Structure

### 5.1. Revenues from Sales- Geographical Structure (in thousands of PLN)

	2012	%	2011	%	2010	%
Domestic	478,496	71.8%	396,836	69.9%	427,088	76.3%
Export	188,363	28.2%	170,837	30.1%	132,365	23.7%
<b>Total</b>	<b>666,859</b>	<b>100.0%</b>	<b>567,673</b>	<b>100.0%</b>	<b>559,453</b>	<b>100.0%</b>

In 2012, revenues from the company's sales increased by 99.2 million PLN, i.e. 17.5%, which is mostly result of an increase of 81.7 million PLN, i.e. 20.6% in domestic sales compared to the previous year. Export sales increased by 10.3 million PLN, i.e. 17.5%. The significant growth of domestic sales is mostly a consequence of sales of third party software to bank PKO BP in the fourth quarter of 2012. The geographical sales structure has remained at the stable level throughout the year, except for the performance of the afore-mentioned contract with bank PKO BP.

### 5.2. Revenues from Sales – Market Structure (in thousands of PLN)

	2012	%	2011	%	2010	%
Telecommunication, Media, IT	154,055	23.1%	158,249	27.9%	137,489	24.6%
Finance and Banking	217,943	32.7%	120,148	21.2%	129,546	23.2%
Trade and Services	57,669	8.6%	61,540	10.8%	86,886	15.5%
Industry & Utilities	66,238	9.9%	58,580	10.3%	67,140	12.0%
Public Sector	92,525	13.9%	90,214	15.9%	65,543	11.7%
Small and Medium Enterprises	73,986	11.1%	72,566	12.8%	67,547	12.1%
Others	4,443	0.7%	6,376	1.1%	5,302	0.9%
<b>Total</b>	<b>666,859</b>	<b>100.0%</b>	<b>567,673</b>	<b>100.0%</b>	<b>559,453</b>	<b>100.0%</b>

In 2012, there were noticeable changes in the market's sales structure. There was a substantial increase in sales to the finance and banking sector compared to the previous year (an increase of 97.8 million PLN, i.e. 81.4%). At the same time, their share in total sales grew from 21.2% to 32.7%. This is a consequence

of one-time high-valued delivery of third party software performed in the fourth quarter of 2012. There was also an increase in sales to the industry and utilities sector (an increase of 7.7 million PLN, i.e. 13.1%), however their share in total sales maintained the previous year's level. There was an increase in sales to the public sector (an increase of 2.3 million PLN, i.e. 2.6%) and to the SME (an increase of 1.4 million PLN, i.e. 2%). Sales to the telecommunication, media and IT sector and to the trade and services sector decreased (a decrease of 4.2 million PLN, i.e. 2.7% and 3.9 million PLN, i.e. 6.3%, respectively). The market sales structure has remained at the stable level throughout the 2012, except for the fourth quarter of 2012 when there was a significant increase of sales to banking sector in relation to performance of the contract with bank PKO BP.

### 5.3. Revenues from Sales – Products Structure (in thousands of PLN)

	2012	%	2011	%	2010	%
Services	410,719	61.6%	391,682	69.0%	370,951	66.3%
Proprietary Software	84,624	12.7%	90,665	16.0%	74,114	13.2%
Third party Software	128,512	19.3%	50,451	8.9%	74,889	13.4%
Hardware	35,567	5.3%	28,708	5.0%	33,338	6.0%
Others	7,437	1.1%	6,167	1.1%	6,161	1.1%
<b>Total</b>	<b>666,859</b>	<b>100.0%</b>	<b>567,673</b>	<b>100.0%</b>	<b>559,453</b>	<b>100.0%</b>

Sales of IT services are still the largest and continuously developing part of Comarch S.A.'s revenue year by year. In 2012, there was a growth of 19 million PLN, i.e. 4.9% in these sales and they constituted 61.6% in overall sales. Sales of third party software also grew (an increase of 78.1 million PLN, i.e. 154.7%), and this is mostly a consequence of a contract with bank PKO BP performed in the fourth quarter of 2012. Sales of Comarch own software slightly diminished (a decrease of 6 million PLN, i.e. 6.7% compared to the previous year's level). Sales of hardware increased by 6.9 million PLN, i.e. 23.9%. Looking back at 2012, the structure of sales by product type remained at a stable level, except for those in the fourth quarter when sales of third party software significantly grew.

## 6. Factors Essential for Development of the Issuer

### 6.1. Internal Factors

- a) Increase in export sales and significance of foreign sales,
- b) Position and reputation of the company affecting the nature of clients acquired;
- c) Commercial operations of Comarch S.A. in the special economic zone in Krakow;
- d) Significant share of standard (repetitive) products offered for sale, which means:
  - lower costs, especially variable costs related to a single contract,
  - the possibility of significant increase in profitability of a single contract with simultaneous reduction in charges for clients (license fees),
  - broader and more diversified circle of clients, which means a broader scale of activities;
- e) Attractive training policy and attractive work conditions offered for employees of the company;
- f) Increasing awareness of the Comarch brand among prospective clients by promotion managed through MKS Cracovia SSA and AS Nancy;
- g) Necessity of continuous investment in human resources to maintain the company's competitive edge in future years;
- h) High levels of investment expenditure designated for research and development activity, and development of new products and IT services;
- i) High level of investment expenditure designated for the development of production sources in Poland (material investment) and for expansion on foreign markets (capital investment).

### 6.2. External Factors

- a) Enhanced requirements from clients for IT systems. There is an increase in demand for large, complex IT systems dedicated for specific users. This gives advantage to large IT companies such as Comarch

S.A., which offer a number of different technologies and products and which are able to provide technologically advanced solutions;

b) Increased significance of mobile technologies broadly used in IT solutions for all groups of customers;

c) Change in business models in many branches as well as change in business strategies of many companies related to technological progress and economic growth, which shape the demand for new IT systems, broadening software sales in the *cloud computing* model means an increase in capital and resources requirements for IT companies;

d) An access of Polish companies to resources from structural funds related to Polish membership in European Union that will be dedicated in part to develop IT systems and finance research and development works;

e) Growing competition, causing decrease in achieved margins; competition between IT companies;

f) Pressure on increase in remuneration in IT sector; number of graduates from technical universities having IT skills decreases;

g) The international economic situation, taking into particular consideration the situation on financial markets that effects levels of demand for products and IT services;

h) Exchange rate levels fluctuations, especially EUR/PLN and USD/PLN, and which affect the profitability of export sales.

## 7. Other Significant Factors, including Risks and Threats

The company is exposed to the following main types of financial risk:

### 7.1. Credit Risk

Comarch S.A. establishes the financial credibility of potential clients before signing contracts for the supply of IT systems and adjusts the conditions of each contract to the potential risk depending on its assessment of the financial standing of the client. Concentration of credit risk is limited due to diversification of the Comarch's sales to a significant number of customers in different branch of economy, in different world's regions.

### 7.2. Risk of Change in Interest Rates

The company is exposed to the risk of changes in interest rates related to cash and cash equivalents, as well as long-term investment credits to finance the construction of new production buildings in the Special Economic Zone in Krakow. These are credits at variable interest rates based on the WIBOR and EURIBOR index. The group has not been hedging this interest rate risk; however it monitors market situation in this scope. The influence of interest rate changes on the amount of interest on credit paid is partly compensated for by a change in the amount of interest received on cash and cash equivalents.

### 7.3. Risk of Fluctuation in the Exchange Rates

The company is exposed to foreign exchange risk in relation to export sales and sales denominated in foreign currencies, especially in relation to foreign exchange of EURO/PLN and USD/PLN. At the same time, part of the dominant unit's costs are also expressed in, or related to, exchange rates for foreign currencies. In individual cases, the company hedges future payments with forward contracts, as well as tries to use natural hedging through adjusting structures of assets, liabilities and equity denominated in foreign currencies (for example through a change of credit's currency from PLN to EUR performed lately). The balance sheet value of assets and financial liabilities of the Group denominated in foreign currencies is related to receivables and liabilities due to deliveries and services as well as cash as at the balance sheet date.

### 7.4. Financial Liquidity Risk

The company has a liquidity risk management system to manage its short, medium and long-term funds. The fundamental financial liquidity risk arises because the majority of costs incurred by the company are fixed, while revenue from sales, as is typical for a services company, fluctuates. The company manages liquidity risk by holding the appropriate amount of working capital, by holding reserve credit lines in the

current account, by constantly monitoring the forecasted and actual cash flows and by analysing the maturity profiles of financial assets and liabilities.

## **8. Perspectives of Development in the Company and Anticipated Financial Situation in 2013**

In the company's opinion, in relation to ongoing fluctuations on financial markets and the economic slowdown of main world economies, there was a decrease in demand in the third quarter of 2012. Demand for IT products and services improved in the fourth quarter of 2012. As a result, company's backlog ensures full use of its productive capacity in the following periods. Economic situation in Poland and abroad will still have a detrimental impact on situation on the IT market and the financial results achieved by the Comarch Group in 2013. The consistently executed strategy of positioning itself on the market as a technological and product-based company reaps results in the form of an annually increasing client base; most of these being international companies. It allows for the limitation of activities' risk during a period of economic slowdown. Dynamically developing activity of Comarch in international markets should additionally increase sales volume and enhance the image of Comarch S.A. among international corporations, thus strengthening the competitive position of Comarch. Execution of Comarch strategy largely depends on macroeconomic conditions, beyond the Group, especially on the level of IT investments in medium-size and large companies in Poland and abroad and on the fact that competition in the IT sector becomes more and more fierce. At the same time, effective management of operational risks is the necessary condition for execution of the strategy. Growth in demand for delivery of IT solutions in services model is a chance for company, as Comarch S.A. holds wide suits of own products, own infrastructure, as well as human and capital resources and it may flexibly fit to business models required by customers.

The most important risks related to the company's operations are:

- a) risks related to R&D work (developing proprietary software products);
- b) risks related to assessment of time requirements for long-term contracts;
- c) risks related to failure to observe contract terms and conditions and contractors taking advantage of the provided performance guarantees;
- d) risk of foreign legal and political environment related to execution of export contracts;
- e) risk of decreased possibility (difficulty) of controlling and monitoring financial standing of foreign contractors;
- f) risk of employees rotation, and risk of a lack of possibility to hire the appropriate number of qualified employees.

The company does not expect of significant changes in its financial situation.

## 9. Financial Analysis

	31 December 2012	%	31 December 2011	%	2012/2011	%
<b>I. Non-current assets</b>	<b>578,820</b>	<b>54.6%</b>	<b>529,740</b>	<b>55.3%</b>	49,080	9.3%
1. Intangible assets	10,563	1.0%	6,717	0.3%	3,846	57.3%
2. Property, plant and equipment	211,348	19.9%	202,178	24.3%	9,170	4.5%
3. Long-term investment	349,593	33.0%	316,762	30.5%	32,831	10.4%
4. Non-current prepayments	7,316	0.7%	4,083	0.2%	3,233	79.2%
<b>II. Current assets</b>	<b>481,830</b>	<b>45.4%</b>	<b>423,525</b>	<b>44.7%</b>	58,305	13.8%
1. Inventories	34,798	3.3%	33,204	4.7%	1,594	4.8%
2. Current receivables	403,608	38.1%	321,474	32.5%	82,134	25.5%
3. Short-term investment	20,118	1.9%	55,706	6.1%	-35,588	-63.9%
4. Current prepayments	23,306	2.2%	13,141	1.4%	10,165	77.4%
<b>Total assets</b>	<b>1,060,650</b>	<b>100.0%</b>	<b>953,265</b>	<b>100.0%</b>	107,385	11.3%

As of the end of 2012, the value of the company's assets grew by 11.3% compared to 2011, i.e. from 953.3 million PLN to 1,060.7 million PLN. This is the result of both an increase of 9.3% in non-current assets and an increase of 13.8% in current assets. The growth of 49.1 million PLN in non-current assets is mostly the result of an increase in long-term investment from 316.8 million PLN to 349.6 million PLN, and this is mostly a consequence of purchases of interest and shares in subsidiaries. The share of particular items of non-current assets in the total structure of assets has remained at a similar level to those in 2011. The increase of 58.3 million PLN in current assets is mostly a consequence of an increase of 25.5% in current receivables from 321.5 million PLN to 403.6 million PLN (mostly in relation to receivables from related entities). The share of other items of current assets in the total structure of assets has remained at a similar level to those in 2011.

	31 December 2012	%	31 December 2011	%	2012/2011	%
<b>I. Equity</b>	<b>629,386</b>	<b>59.3%</b>	<b>609,697</b>	<b>63.5%</b>	19,689	3.2%
1. Share capital	8,051	0.7%	8,051	0.9%	0	0.0%
3. Supplementary capital	458,146	43.2%	415,032	39.3%	43,114	10.4%
4. Revaluation reserve	120,664	11.4%	130,502	15.4%	-9,838	-7.5%
5. Other reserve capitals	745	0.1%	745	0.1%	0	0.0%
6. Previous years' profit (loss)	176	0.0%	176	0.0%	0	0.0%
7. Net profit (loss)	41,604	3.9%	55,191	7.8%	-13,587	-24.6%
<b>II. Liabilities and provisions for liabilities</b>	<b>431,264</b>	<b>40.7%</b>	<b>343,568</b>	<b>36.5%</b>	87,696	25.5%
1. Provisions for liabilities	100,483	9.5%	96,248	9.1%	4,235	4.4%
2. Non-current liabilities	83,849	7.9%	75,418	9.6%	8,431	11.2%
3. Current liabilities	238,050	22.5%	166,562	16.9%	71,488	42.9%
4. Accruals	8,882	0.8%	5,340	0.9%	3,542	66.3%
<b>Total equity and liabilities</b>	<b>1,060,650</b>	<b>100.0%</b>	<b>953,265</b>	<b>100.0%</b>	107,385	11.3%

Over the course of 2012, the share structure of total equity and liabilities has not changed significantly. Equity grew over the year 2012 by 3.2%, which was mostly the result of high net profit generated in 2011. The share of equity in total equity and liabilities was at a little lower level than that in 2011 (59.3% in 2012 compared to 63.5% in 2011). Liabilities and provisions for liabilities constituted 40.7% in total equity and liabilities compared to 36.5% in the previous year. Like in previous years, there was a significant increase of 71.5 million PLN in current liabilities resulting mostly from liabilities to other entities in relation to deliveries and services. Their share in total equity and liabilities also grew (from 16.9% to 22.4%).

Provisions for liabilities grew by 4.4%, i.e. 4.2 million PLN, mostly as a result of an increase in provisions for premiums and contracts' costs. Value of non-current liabilities increased by 8.4 million PLN, among others due to change in presentation of a short-term credit, which is currently presented in non-current liabilities as a result of signing of an annex to the agreement in 2012 extending its repayment date. Accruals increased by 66.3%, however their share in total equity and liabilities remained at the previous year's level. Other items of total equity and liabilities did not changed significantly.

	12 months ended 31 December 2012		12 months ended 31 December 2011		2012/2011 %	
I. Net revenues from sales of products, finished goods and materials	666,859	100.0%	567,673	100.0%	99,186	17.5%
II. Cost of products, finished goods and materials sold	496,325	74.4%	377,500	66.3%	118,825	31.5%
III. Gross profit (loss) from sales (I-II)	170,534	25.6%	190,173	33.7%	-19,639	-10.3%
IV. Costs of sales	62,302	9.3%	61,245	10.2%	1,057	1.7%
V. Administrative costs	42,697	6.4%	40,719	6.5%	1,978	4.9%
VI. Profit (loss) on sales (III-IV-V)	65,535	9.9%	88,209	16.9%	-22,674	-25.7%
VII. Other operating revenues	10,321	1.5%	3,572	0.1%	6,749	188.9%
VIII. Other operating costs	13,464	2.0%	38,033	3.6%	-24,569	-64.6%
IX. Profit (loss) on operating activities (VI+VII-VIII)	62,392	9.4%	53,748	13.4%	8,644	16.1%
X. Financial revenues	6,384	0.9%	20,632	1.1%	-14,248	-69.1%
XI. Finance costs	25,160	3.8%	11,689	1.2%	13,471	115.2%
XII. Profit (loss) on business activities (IX+X-XI)	43,616	6.5%	62,691	13.3%	-19,075	-30.4%
XIII. Gross profit (loss) (XII)	43,616	6.5%	62,691	13.3%	-19,075	-30.4%
XIV. Income tax	2,012	0.3%	7,500	1.1%	-5,488	-73.2%
XV. Net profit (loss) (XIII-XIV)	41,604	6.2%	55,191	12.2%	-13,587	-24.6%

Over 2012, revenues from sales were higher by 99.2 million PLN, i.e. 17.5% compared to the previous year. Operating profit reached 62.4 million PLN and increased by 16.1% compared to operating profit in 2011. Net profit diminished by 24.6% compared to that in 2011. As a result of the increase in revenue, EBIT margin decreased from 9.5% to 9.4% and net margin decreased from 9.7% to 6.2%.

<b>Profitability Analysis:</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
Margin on sales	25.6%	33.5%	33.7%	30.2%
EBIT margin	9.4%	9.5%	13.4%	12.0%
Gross margin	6.5%	11.0%	13.3%	11.5%
Net margin	6.2%	9.7%	12.2%	10.4%
Return on assets	3.9%	5.8%	7.8%	6.7%
Return on equity	7.1%	10.0%	14.0%	11.6%

Profitability analysis in 2012 indicates that the company achieved very favourable results. Although, margins diminished slightly as a result of an increase in sales of third party software, compared to those in 2011, however they have maintained the satisfactory levels.

<b>Liquidity analysis:</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
Current ratio	1.95	2.46	2.52	2.59
Quick ratio	1.72	2.19	2.18	2.24
Cash to current liabilities ratio	0.08	0.32	0.35	0.55

In 2012, the company maintained very good financial liquidity. In the Management Board's opinion, the company has no problems with meeting contracted financial liabilities on-time. Temporarily free funds are invested by the company in safe financial instruments like bank deposits and shares in financial investment funds.

<b>Turnover analysis</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
Current asset turnover ratio	1.38	1.34	1.42	1.60
Receivables turnover ratio (days)	218	204	184	147
Inventories turnover ratio (days)	21	25	32	25
Liabilities turnover ratio (days)	193	182	181	164
Liabilities turnover excluding liabilities due to investment credit ratio (days)	143	125	115	94

Turnover ratios confirm the effective use of the company's funds. In 2012, the receivables turnover ratio increased; however at the same time the liabilities turnover ratio, the liabilities turnover excluding liabilities due to non-current credits ratio, also increased. The inventory turnover ratio decreased in comparison to the previous year due to an increase in costs compared to the previous year. An increase in the current assets turnover ratio is a consequence of a significant increase in sales in 2012.

<b>Debt analysis:</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
Debt ratio	40.7%	36.0%	36.5%	36.0%
Debt ratio due to non-current credits	7.9%	7.9%	9.6%	10.8%
Debt/equity ratio	68.5%	56.4%	57.5%	56.3%

In 2012, debt ratios increased compared to the previous year's levels. Debt/equity ratio increased from 56.4% to 68.5% and debt ratio due to credits maintained the previous year's level of 7.9%. 59.3% of the company's funds come from internal financing and 40.7% come from outside financing.

### **Methods of Calculation of Financial Ratios**

$$\text{Debt ratio} = \frac{\text{Liabilities and provisions for liabilities}}{\text{Total equity and liabilities}}$$

$$\text{Debt ratio due to non-current credits} = \frac{\text{Non-current liabilities}}{\text{Total equity and liabilities}}$$

$$\text{Debt/equity ratio} = \frac{\text{Liabilities and provisions for liabilities}}{\text{Equity}}$$

### **Profitability Ratios**

$$\text{Return on equity} = \frac{\text{Net profit}}{\text{Equity} - \text{Net profit}}$$

$$\text{Margin on sales} = \frac{\text{Gross profit from sales}}{\text{Net revenues from sales of products, finished goods and materials}}$$

$$\text{EBIT margin} = \frac{\text{Operating profit}}{\text{Net revenues from sales of products, finished goods and materials}}$$

$$\text{Gross margin} = \frac{\text{Gross profit}}{\text{Net revenues from sales of products, finished goods and materials}}$$

$$\text{Net margin} = \frac{\text{Net profit}}{\text{Net revenues from sales of products, finished goods and materials}}$$

**Liquidity ratios**

$$\text{Current ratio} = \frac{\text{Current assets}}{\text{Current liabilities} + \text{Prepayments}}$$

$$\text{Quick ratio} = \frac{\text{Current investment} + \text{Current receivables}}{\text{Current liabilities} + \text{Prepayments}}$$

$$\text{Cash to current liabilities ratio} = \frac{\text{Current investment}}{\text{Current liabilities} + \text{Accruals}}$$

**Turnover ratios**

$$\text{Current asset turnover ratio} = \frac{\text{Net revenues from sales of products, finished goods and materials}}{\text{current assets}}$$

$$\text{Receivables turnover ratio (days)} = \frac{(\text{current receivables}) * 360}{\text{Net revenues from sales of products, finished goods and materials}}$$

$$\text{Inventories turnover ratio (days)} = \frac{\text{inventory} * 360}{\text{costs of products, goods and materials sold} + \text{costs of sales} + \text{administrative costs}}$$

$$\text{Liabilities turnover ratio (days)} = \frac{(\text{non-current liabilities} + \text{current liabilities}) * 360}{\text{costs of products, goods and materials sold} + \text{costs of sales} + \text{administrative costs}}$$

$$\begin{aligned} \text{Liabilities turnover excl. liabilities due to invest. credit ratio (days)} &= \\ &= \frac{(\text{current liabilities}) * 360}{\text{costs of products, goods and materials sold} + \text{costs of sales} + \text{administrative costs}} \end{aligned}$$

**10. Credits, Loans, Suretyships, Bank Guarantees****10.1. Comarch S.A. Credit Lines:**

As at the 31<sup>st</sup> of December, 2012, Comarch S.A. had liabilities due to credits in the amount of 94.78 million PLN.

a) An investment credit from BNP Paribas Bank Polska S.A. (previously Fortis Bank Polska S.A.) with its registered office in Warsaw in the amount of 20 million PLN for the financing of the first construction stage of production and office buildings in the Special Economic Zone in Krakow. The crediting period may last a maximum of 10 years, i.e. until 2015. This credit has a variable interest rate (EURIBOR 1M+0.95%). On 5<sup>th</sup> of January, 2009, the company revaluated the remaining credit to be paid into EUR. A promissory note, the mortgage on land and the building insurance policy are security for this credit. As at 31<sup>st</sup> of December, 2012, the value of the credit to be repaid amounted to 1.25 million EUR, i.e. 5.11 million PLN.

b) An investment credit from BZ WBK Bank S.A. (formerly Kredyt Bank S.A.) with its registered office in

Warsaw, for the financing of the second construction stage of production and office buildings in the Special Economic Zone in Krakow. The credit amounts to 80% of the investment value up to a maximum of 26.82 million PLN. The crediting period may last a maximum of 16 years, i.e. until 2022. This credit has a variable interest rate (WIBOR 1M+0.85%). A promissory note, the mortgage on land and the building insurance policy are security for this credit. As at 31<sup>st</sup> of December, 2012, the value of the credit to be repaid amounted to 17.46 million PLN. On the 31<sup>st</sup> of January, 2013, the company repaid total due amount resulting from the afore-mentioned credit. The information was announced in current report RB-2-2013 dated the 31<sup>st</sup> of January, 2013. On the 8<sup>th</sup> of March, Comarch S.A. received a notice from the District Court for Krakow-Podgórze in Krakow, the Fourth Land and Mortgage Register on deletion of mortgages on a real estate owned by Comarch S.A. The mortgages were established as a security for the afore-mentioned investment credit. The information was announced in current report no. 5/2013 dated the 8<sup>th</sup> of March, 2013.

c) An investment credit from BNP Paribas Bank Polska S.A. (previously Fortis Bank Polska S.A.) with its registered office in Warsaw, for the financing of the third construction stage of production and office buildings in the Special Economic Zone in Krakow. The credit amounts to 85% of the investment value up to a maximum of 44 million PLN. The crediting period may last a maximum of 16 years, i.e. until 2024. This credit has a variable interest rate (EURIBOR 1M+0.95%). It was taken out by 30<sup>th</sup> of September, 2008. A promissory note, the mortgage on land and the building insurance policy are security for this credit. On the 5<sup>th</sup> of October, 2011, the company revaluated the remaining credit to be paid into euro. As at 31<sup>st</sup> of December, 2012, the value of the credit to be repaid amounted to 7.28 million EUR, i.e. 29.76 million PLN.

d) An investment credit from Bank Pekao S.A. with its registered office in Warsaw, for the financing of purchase of land in the Special Economic Zone in Krakow. The credit amounts to 15.1 million PLN. The crediting period may last a maximum of 5 years, i.e. until 2012. This credit has a variable interest rate (WIBOR 1M+0.95%). A promissory note and the mortgage on the land are security for this credit. At the beginning, the crediting period was 5 years, till 2012, however on the 29<sup>th</sup> of May, 2012, an annex was concluded which extended it till 2015. As at 31<sup>st</sup> of December, 2012, the value of the credit to be repaid amounted to 15.1 million PLN.

e) An investment credit from Bank DnB NORD Polska S.A. with its registered office in Warsaw, for the financing of the fourth construction stage of production and office buildings in the Special Economic Zone in Krakow. The credit amounts to a maximum of 80% of the investment value of up to 22 million PLN. The crediting period may last 11 years, i.e. until 2021. This credit has a variable interest rate (EURIBOR 1M+2.65%). The real estate mortgage and cession of rights in the bank guarantee issued for the debtor are security for this credit. On the 30<sup>th</sup> of December, 2011, the company revaluated the remaining credit to be paid into euro. As at 31<sup>st</sup> of December, 2012, the value of the credit to be repaid amounted to 4.51 million EUR, i.e. 18.45 million PLN.

f) An investment credit from BNP Paribas Bank Polska S.A. (previously Fortis Bank Polska S.A.) with its registered office in Warsaw, for the financing of the purchase of hardware and software for a project related to data centre services. The credit amounts to 2.4 million EUR. The crediting period may last until 2016. The loan was drawdown on the 7<sup>th</sup> of August, 2012. This credit has a variable interest rate (EURIBOR 3M+1.3%). Transfer of debts from the contract and the registered pledge on the financed property, plant and equipment in use are security for this credit. As at 31<sup>st</sup> of December, 2012, the value of the credit to be repaid amounted to 2.18 million EUR, i.e. 8.92 million PLN.

## 10.2. Current Credit Lines (Variable Interest)

As at 31<sup>st</sup> of December, 2012, Comarch S.A. has the credit limits in current account in the amount of 55 million PLN.

a) Credit limit in current account in bank Pekao S.A. with its registered office in Warsaw in the amount of 35 million PLN. It can be used by the 31<sup>st</sup> of May, 2013. An authorisation to manage Comarch S.A.'s accounts in PEKAO S.A. and a declaration of submission to enforcement are security for this credit. As at the 31<sup>st</sup> of December, 2012, the value of the credit used was 2.45 million PLN.

b) Credit limit in current account in bank Powszechna Kasa Oszczędności Bank Polski S.A. ("PKO BP S.A.") with its registered office in Warsaw in the amount of 10 million PLN. It can be used by the 13<sup>th</sup> of December, 2013. An authorisation to manage Comarch S.A.'s accounts in PKO BP S.A. and a promissory note are security for this credit. As at the 31<sup>st</sup> of December, 2012, the credit was not used.

c) Credit limit in current account in bank BPH S.A with its registered office in Krakow in the amount of 10 million PLN. It can be used by the 30<sup>th</sup> of September, 2013. A promissory note and a declaration of submission to enforcement are security for this credit. As at the 31<sup>st</sup> of December, 2012, the credit was not used.

### 10.3. Loans

#### a) Loans Taken by Comarch S.A.

In the fourth quarter of 2012, Comarch S.A. signed a loan agreement with IBM Polska Sp. z o.o for financing of delivery of IBM hardware and licences in relation to an IT project performed by the Comarch Group. The loan amounts to 7.35 million PLN and drawdown was made in the fourth quarter of 2012. Loan will reach its maturity date in August, 2013. It has a fixed interest rate (an effective interest rate is approx. 2.8%). The loan is not secured.

On the 27<sup>th</sup> of December, 2012, Comarch S.A. signed a loan agreement with IBM Polska Sp. z o.o for financing of delivery of IBM hardware in relation to an IT project performed by the Comarch Group. The loan amounts to 0.34 million PLN and drawdown was made after the balance sheet date, i.e. in the first quarter of 2013. Loan will reach its maturity date in December, 2015. It has a fixed interest rate (an effective interest rate is approx. 5.63%). The loan is not secured.

#### b) Loans Granted to Companies in Comarch Group

As at 31<sup>st</sup> of December, 2012, the following companies of the Capital Group were indebted towards Comarch S.A. for loans granted:

Company	Due date	Value	Currency	Interest (variable interest rate)	Value in PLN
OOO Comarch	30.06.2014	150,000.00	USD	2.73%	464,940.00
Comarch SAS	30.06.2014	200,000.00	EUR	2.93%	817,640.00
	31.12.2013	100,000.00	EUR	2.93%	408,820.00
	31.12.2013	150,000.00	EUR	2.93%	613,230.00
	30.06.2014	200,000.00	EUR	2.42%	817,640.00
iReward24 S.A.	31.12.2013	30,000.00	PLN	6.77%	30,000.00
	31.03.2013	40,000.00	PLN	6.65%	40,000.00
MKS Cracovia SSA	30.06.2014	100,000.00	EUR	3.40%	408,820.00
	30.06.2014	120,000.00	EUR	3.16%	490,584.00
	30.06.2014	1,000,000.00	PLN	6.20%	1,000,000.00
	30.06.2014	300,000.00	PLN	5.86%	300,000.00
	30.06.2014	500,000.00	PLN	6.07%	500,000.00
	30.06.2014	300,000.00	PLN	7.09%	300,000.00
	30.06.2014	400,000.00	PLN	7.12%	400,000.00
	30.06.2014	420,000.00	PLN	7.11%	420,000.00
	30.06.2014	125,000.00	PLN	7.11%	125,000.00
	30.06.2014	300,000.00	PLN	7.11%	300,000.00
	30.06.2014	200,000.00	PLN	6.92%	200,000.00
	30.06.2014	385,000.00	PLN	6.65%	385,000.00

iMed24 S.A.	30.06.2014	600,000.00	PLN	7.13%	600,000.00
	30.06.2014	200,000.00	PLN	6.90%	200,000.00
	30.06.2014	500,000.00	PLN	6.80%	500,000.00
	31.12.2013	130,000.00	PLN	6.77%	130,000.00
	30.06.2013	100,000.00	PLN	6.21%	100,000.00
SolInteractive S.A.	30.06.2014	75,000.00	PLN	6.98%	75,000.00
	25.05.2014	53,364.00	EUR	2.65%	218,163.00
<b>Total</b>					<b>9,844,837.00</b>

The value of the revaluation write-off of the above-mentioned loans amounts to 0.47 million PLN and is related to OOO Comarch.

**c) Loans Granted to Employees of Comarch S.A.**

As at 31<sup>st</sup> of December, 2012, there are no unpaid housing loans granted to employees in Comarch S.A.

**d) Loans Granted to Members of the Management Board and Members of the Supervisory Board**

As at 31<sup>st</sup> of December, 2012, there are no unpaid loans as well as there are no guarantees nor suretyships granted by Comarch S.A. to members of the Management Board and members of the Supervisory Board and their relatives.

**10.4. Suretyships**

a) Due to conclusion in August, 2010, of a contract with E-Plus, issuer has granted a guarantee for the benefit of E-Plus Mobilfunk GmbH&Co. KG. This guarantee has been provided for the duration of the contract with E-Plus and guarantees the satisfactory fulfilment of any obligations resulting from the contract by Comarch AG, a subsidiary of Comarch S.A. The value of the guarantee equals the value of the contract with E-Plus. The current value of the contract and guarantee equals approximately EUR 54,580,752, i.e. PLN 227,896,471.9. The financial conditions, that the guarantee was provided on, do not differ from the market conditions. The company announced changes in current report no. RB-18-2012 on the 15<sup>th</sup> of November, 2012.

b) Due to DnB Nord Polska S.A. granting a credit line for bank guarantees to CA Consulting SA, a Comarch S.A. subsidiary, on the 13<sup>th</sup> of May, 2010, the issuer granted a surety for the benefit of DnB Nord Polska S.A. in order to guarantee the fulfilment of any obligations resulting from the credit agreement by CA Consulting S.A. The value of the surety equals PLN 2,000,000 and is valid till the 28<sup>th</sup> of March, 2014. On the 2<sup>nd</sup> of February, 2012, and in relation to an extension of credit line validity, this surety was extended till the 28<sup>th</sup> of February, 2017. On the 10<sup>th</sup> of May, 2012, as a consequence of an increase in credit limit, the amount of the surety grew to 3 million PLN.

c) Due to conclusion of lease agreements by Comarch Software und Beratung AG, a Comarch S.A. subsidiary, the parent company granted a surety for the obligations resulting from these contracts for the benefit of IBM Deutschland Kreditbank GmbH and IBM Deutschland GmbH. The value of the surety equalled 0.3 million EUR and expired on the 31<sup>st</sup> of August, 2012.

d) Due to conclusion of a contract for implementation, hosting and maintenance of loyalty system, signed by Comarch Inc., a subsidiary of Comarch S.A., on the 28<sup>th</sup> of April, 2011, Comarch S.A. granted a surety for the benefit of a customer in order to guarantee the fulfilment of any obligations resulting from the contract by Comarch Inc. The value of the surety equals a maximum of 3 million USD and is valid till November, 2016.

e) Due to conclusion of a contract for sales of licences and implementation of Comarch Network & Service Inventory, Comarch Next Generation Service Assurance and Comarch OSS Mediations, as well

as sales of licences for Comarch SLA Management, signed by Comarch AG, a subsidiary of Comarch S.A., on the 11<sup>th</sup> of August, 2011, Comarch S.A. granted a surety for the benefit of a customer in order to guarantee the fulfilment of any obligations resulting from the contract by Comarch AG. The value of the surety equals value of obligations resulting from the contract (5.55 million EUR annually) and is valid until the 31<sup>st</sup> of March, 2014.

f) Due to Bank Pekao S.A. granting a loan in the amount of 15,888,666.42 PLN to iMed24 SA, a Comarch S.A. subsidiary, on the 1<sup>st</sup> of September, 2011, Comarch S.A. granted a surety in order to guarantee the fulfilment of any obligations resulting from the contract. The value of the surety equals 23,832,999.63 PLN and is valid until the 31<sup>st</sup> of December, 2021.

g) Due to conclusion of a lease agreement by Comarch Software und Beratung AG, a subsidiary of Comarch S.A., on the 1<sup>st</sup> of January, 2012, the parent company granted a surety for the benefit of IBM Deutschland GmbH in order to guarantee the fulfilment of any obligations resulting from the contract. The value of the surety equals 147,669 million EUR and is valid until the 31<sup>st</sup> of March, 2015.

h) Due to conclusion of contracts for fuel cards service signed between BP Europa SE and iMed24 SA, Comarch Polska S.A., iReward24 S.A. and CA Consulting SA, subsidiaries of Comarch S.A., on the 1<sup>st</sup> of June, 2012, Comarch S.A. granted a surety for the benefit of BP Europa SE in order to guarantee the fulfilment of any obligations resulting from the contracts by iMed24 SA, Comarch Polska S.A., iReward24 S.A. and CA Consulting S.A. The total value of the sureties equalled to 0.18 million PLN and they were valid until the 31<sup>st</sup> of May, 2012.

Due to conclusion of contracts for fuel cards service signed by iMed24 S.A., Comarch Polska SA, iReward24 S.A. and C.A. Consulting S.A., subsidiaries of Comarch S.A., on the 1<sup>st</sup> of June, 2012, Comarch S.A. granted a surety for the benefit of an operator of fuel cards in order to guarantee the fulfilment of any obligations resulting from the contracts by iMed24 S.A., Comarch Polska SA, iReward24 S.A. and CA Consulting S.A. The value of the surety equals 0.2 million PLN (0.05 million PLN for each company) and is valid until the 31<sup>st</sup> of May, 2013.

i) Due to conclusion of a subcontracting agreement between CA Consulting S.A., a subsidiary of Comarch S.A., and IBM Polska Sp. z o.o. in relation to a contract with a client, Comarch S.A. granted a surety for obligations of CA Consulting S.A. The surety was granted up to the amount of liabilities of CA Consulting S.A. resulting from subcontracting agreement, i.e. to the maximum amount of PLN 6,698,434.82 and USD 1,356,861.70, and it is valid till the moment when all payments resulting from the agreement will be made, however not later than till the 31<sup>st</sup> of December, 2013.

j) Due to conclusion of a contract for implementation and maintenance of BSS system, signed on the 9<sup>th</sup> of October, 2012 by Comarch UK, a subsidiary of Comarch S.A., Comarch S.A. granted a surety for obligations of Comarch UK. The surety was granted up to the amount of liabilities of Comarch UK resulting from the aforementioned agreement, i.e. to the amount of GBP 807,680 and in addition, GBP 86,400 for SLA service annually, and it is valid for the whole term of the agreement.

k) Due to conclusion of an eFinancing agreement for financing of suppliers, signed by Comarch Polska S.A., a subsidiary of Comarch S.A., and Bank PEKAO S.A., Comarch S.A. granted a surety for obligations of Comarch Polska S.A. The surety was granted up to the maximum amount of liabilities of Comarch Polska S.A. resulting from this agreement, i.e. PLN 13,000,000 and is valid till the 31<sup>st</sup> of March, 2013.

l) Due to granting a credit to iReward24 S.A, a subsidiary of Comarch S.A., for treasury transactions through Bank BPH S.A., Comarch S.A. granted a surety for obligations of iReward24 S.A. The surety was granted up to the amount of PLN 450,000 and is valid for the whole term of the credit.

m) Due to conclusion of a loan agreement for financing of delivery of hardware related to an IT project, signed by Consulting S.A., a subsidiary of Comarch S.A., and IBM Polska Sp. z o.o., Comarch S.A. granted a surety for obligations of CA Consulting S.A. The surety was granted up to the amount of PLN 13,215,846.60 and is valid till all payment obligations related to the loan agreement are completed.

n) Due to conclusion of a contract for implementation of Next Generation Performance Management Solution, signed by Comarch AG, a subsidiary of Comarch S.A., Comarch S.A. granted a surety for the benefit of a customer in order to guarantee the fulfilment of any obligations resulting from the contract by Comarch AG. The value of the surety equals value of a maximum of EUR 3,692,115 and is valid for the whole term of the contract, i.e. until the March, 2018.

o) Due to conclusion of a contract for implementation of Planning and Inventory Application (PIA), signed by Comarch AG, a subsidiary of Comarch S.A., Comarch S.A. signed a letter of comfort upon which it ensures proper contract performance by Comarch AG. The letter of comfort is valid for 24 months from contract completion, i.e. till March, 2020. Contract's value amounts to EUR 3,504,513.

#### **10.5. Bank Guarantees**

On 31<sup>st</sup> of December, 2012, the value of bank guarantees and letters of credit issued by banks on order from Comarch S.A. in reference to executed agreements and participation in tender proceedings was 67.86 million PLN, whereas it was 35.12 million PLN on 31<sup>st</sup> of December, 2011.

### **11. The Most Important Events in 2012 and after the Balance-Sheet Date**

#### **11.1 Contracts the most Significant for Issuers' Activities**

The most important contracts signed in 2012 are:

##### **11.1.1. Contract with Tauron Dystrybucja S.A.**

On the 15<sup>th</sup> of June, 2012, a contract was signed between Comarch S.A., the leader of the Consortium including: Comarch S.A., Apator Rector Sp. z o.o., Tukaj Mapping Central Europe Sp. z o.o. and Eurosystem S.A. (hereinafter referred to as the: "Consortium") and Tauron Dystrybucja S.A. (hereinafter referred to as the: "Tauron"). The tasks covered by the contract are delivery and implementation of the IT system enabling the management of network assets in Tauron Dystrybucja S.A. and the system maintenance (case number ENION/DL/2/2010/U). The contract's net value amounts to 78,886,748.94 PLN. The contract objectives shall be accomplished during 96 months from the 2<sup>nd</sup> of July, 2012. Comarch S.A.'s net revenue amounts to approximately 20 million PLN. The company announced details in current report no. 9/2012 dated the 15<sup>th</sup> of June, 2012.

##### **11.1.2. Contract with Inspektorat Uzbrojenia**

On the 28<sup>th</sup> of June, 2012, a contract was signed between Inspektorat Uzbrojenia with its registered office at ul. Królewska 1/7, 00-909 Warsaw (hereinafter referred to as the: "Inspektorat Uzbrojenia") and Comarch S.A., the leader of the Consortium including: Comarch S.A. and Fujitsu Technology Solutions Sp. z o. o. The tasks covered by the contract are delivery of the licences for Microsoft Corporation software. The contract objectives shall be accomplished during 48 months from the contract's signing date. The contract's net value amounts to Euro 15,930,653.31, i.e. approximately PLN 68,119,473.55. The maximum value of contractual penalties shall not exceed 11% of the total net value of the contract. The payment of contractual penalties does not exclude the possibility of a claim for damages in an amount exceeding the value of these penalties. The company announced details in current report no. 12/2012 dated the 29<sup>th</sup> of June, 2012.

##### **11.1.3. Contract with PKO BP SA**

A contract dated the 20<sup>th</sup> of December, 2012, was signed between Comarch S.A. and Powszechna Kasa Oszczędności Bank Polski S.A. (hereinafter referred to as the: "Bank"). The tasks covered by the contract are delivery of Microsoft Corporation licences in relation to the Enterprise Agreement, Microsoft Select Agreement and additional services in relation to the Enterprise Agreement. The contract's net value amounts to EUR 21,257,635.53, i.e. PLN 86,550,463.06. The contract was concluded for definite period and shall be binding till the 30<sup>th</sup> of September, 2015. The company announced details in current report no. 19/2012 dated the 24<sup>th</sup> of December, 2012.

#### **11.1.4. Agreement for Purchase of MKS Cracovia SSA Shares and Registration of an Increase in Share Capital**

On the 24<sup>th</sup> of February, 2012, an agreement was signed between Comarch S.A. and MKS Cracovia SSA on the purchase of MKS Cracovia SSA series E shares (current report no. 3/2012 dated the 27<sup>th</sup> February, 2012 and its correction dated the 29<sup>th</sup> of February, 2012). MKS Cracovia SSA invited Comarch S.A. to purchase 38,631 series E shares of nominal value of 100 PLN. MKS Cracovia SSA invited Comarch S.A. to purchase the afore-mentioned shares for a total issue price of PLN 15,912,495.21, i.e. for issue price of PLN 411.91 for one series E share. The issue price of the afore-mentioned shares was paid in cash contribution in the amount of PLN 15,912,495.21 which was made by Comarch S.A. on the 27<sup>th</sup> of February, 2012. As a consequence of registration of an increase in share capital of MKS Cracovia SSA (a notice from the District Court for Krakow-Śródmieście in Krakow, the Eleventh Economic Division of the National Court Register, dated the 14<sup>th</sup> of March, 2012; current report no. 5/2012 of 16<sup>th</sup> of March, 2012), Comarch S.A. held 59.82% of votes at the agm of MKS Cracovia SSA.

### **AFTER THE BALANCE SHEET DATE**

#### **11.1.1. Agreement for Purchase of MKS Cracovia SSA Shares and Registration of an Increase in Share Capital**

On the 20<sup>th</sup> of February, 2013, an agreement was signed between Comarch S.A. and MKS Cracovia SSA on the purchase of MKS Cracovia SSA series F shares. MKS Cracovia SSA invited Comarch S.A. to purchase 11,400 series F shares of nominal value of PLN 100. MKS Cracovia SSA invited Comarch S.A. to purchase the afore-mentioned shares for a total issue price of PLN 4,695,774, i.e. for issue price of PLN 411.91 for one series F share. The issue price of the afore-mentioned shares was paid in cash contribution in the amount of PLN 4,695,774 which was made by Comarch S.A. on the 20<sup>th</sup> of February, 2013. As a result of the registration of the increase in MKS Cracovia SSA's share capital (a notice from the District Court for Krakow-Śródmieście in Krakow, the Eleventh Economic Division of the National Court Register, dated the 6<sup>th</sup> of March, 2013; current report no. 6/2013 dated the 14<sup>th</sup> of March, 2013), Comarch S.A. holds 62.16% of votes at the company's general meeting. The company announced details in current report no. 4/2013 from 20<sup>th</sup> of February, 2013.

### **11.2 Other**

#### **11.2.1. Resolution of the AGM Regarding Dividend for 2011**

The General Shareholder's Meeting decided that the earned in the fiscal year 1 January 2011-31 December 2011 net profit in the amount of PLN 55,191,262.72 will be divided as follows:

1. PLN 12,077,455.50 will be paid as dividend.

Persons who were the company's shareholders on the 31<sup>st</sup> of July, 2012, got the dividend in the amount of PLN 1.50 per one share. The dividend was allocated to 8,051,637 shares and was paid out on the 16<sup>th</sup> of August, 2012.

2. The remaining part of the net profit in the amount of PLN 43,113,807.22 was passed in total to supplementary capital.

#### **11.2.2. Pledge Register on Computer Hardware**

On the 11<sup>th</sup> of October, 2012, received notices from the District Court for Krakow-Śródmieście, the Seventh Division of the Pledge Register, dated the 9<sup>th</sup> of October, 2012, on registration of pledges related to hardware owned by Comarch S.A. The bases for this registration are agreements dated the 3<sup>rd</sup> of August, 2012 signed between BNP Paribas Bank Polska S.A. and Comarch S.A. The agreements were concluded to secure bank's claims in relation to non-revolving credit no. WAR/2002/12/67/CB granted by BNP Paribas Bank Polska S.A. on the 16<sup>th</sup> of July, 2012, to a maximum amount of security, i.e. EUR 4,080,000.00 including due interests and commissions, fees and other receivables. The value of assets under the pledges amounts to 6,033,265.63 PLN in total and was established on the basis of their net purchase price. There is no relation between Comarch S.A., its managing or supervising persons and BNP Paribas Bank Polska S.A. Company announced details in current report no. 16/2012 dated the 11<sup>th</sup> of October, 2012.

### 11.2.3. Growing Needs for Working Capital

In Q4 2012, Group performed contracts for delivery of goods and IT services, which resulted in an increased demand for working capital. As a consequence, cash and cash equivalents' level decreased and short-term liabilities' level increased through, among other things, conclusion of agreements for financing.

#### AFTER THE BALANCE SHEET DATE

None present.

## 12. Major Domestic and Foreign Investment (Securities, Financial Instruments, Intangible Assets and Real Estate), including Capital Investment Made outside the Group of Related Parties, as well as a Description of their Financing, as well as an Appraisal of Ability for Executing Investment Plans, Including Capital Investment Compared to the Amount of Resources Owned

The Group does not restrict its interest to the territory of Poland alone. With products featuring international competitive edge, Comarch will consistently aim at increase in international sales, especially in Western Europe. The sales will be executed directly to the final client (through Comarch S.A. or another company from the Comarch Group) or through partner companies.

Within the following years, the Comarch Group will continue investment projects which will enable further expansion of the company to new commercial areas and new markets. They will be financed with the means accorded by the companies at the Comarch Group, and bank credits.

### 12.1. Capital Investment

On the 9<sup>th</sup> of January, 2012, the District Court for Krakow-Śródmieście, the Eleventh Economic Division of the National Court Register registered a company CA Finance Sp. z o.o. On the 19<sup>th</sup> of September, 2012, the District Court for Krakow-Śródmieście, the Eleventh Economic Division of the National Court Register registered a name change of CA Finance Sp. z o.o. to Opso Sp. z o.o., an increase in share capital from PLN 5,000 to PLN 205,000, a change of shareholder from iMed24 S.A. to Comarch S.A. and an extension of activities by catering services.

On the 24<sup>th</sup> of February, 2012, an agreement was signed between Comarch S.A. and MKS Cracovia SSA on the purchase of MKS Cracovia SSA series E shares (current report no. 3/2012 dated the 27<sup>th</sup> February, 2012 and its correction dated the 29<sup>th</sup> of February, 2012). MKS Cracovia SSA invited Comarch S.A. to purchase 38,631 series E shares of nominal value of 100 PLN. MKS Cracovia SSA invited Comarch S.A. to purchase the afore-mentioned shares for a total issue price of 15,912,495.21, i.e. for issue price of 411.91 PLN for one series E share. The issue price of the afore-mentioned shares was paid in cash contribution in the amount of 15,912,495.21 PLN which was made by Comarch S.A. on the 27<sup>th</sup> of February, 2012. As a consequence of registration of an increase in share capital of MKS Cracovia SSA (a notice from the District Court for Krakow-Śródmieście in Krakow, the Eleventh Economic Division of the National Court Register, dated the 14<sup>th</sup> of March, 2012; current report no. 5/2012 of 16<sup>th</sup> of March, 2012), Comarch S.A. held 59.82% of votes at the agm of MKS Cracovia SSA.

On the 20<sup>th</sup> of February, 2013, an agreement was signed between Comarch S.A. and MKS Cracovia SSA on the purchase of MKS Cracovia SSA series F shares. MKS Cracovia SSA invited Comarch S.A. to purchase 11,400 series F shares of nominal value of PLN 100. MKS Cracovia SSA invited Comarch S.A. to purchase the afore-mentioned shares for a total issue price of PLN 4,695,774, i.e. for issue price of PLN 411.91 for one series F share. The issue price of the afore-mentioned shares was paid in cash contribution in the amount of PLN 4,695,774 which was made by Comarch S.A. on the 20<sup>th</sup> of February, 2013. As a result of the registration of the increase in MKS Cracovia SSA's share capital (a notice from the District Court for Krakow-Śródmieście in Krakow, the Eleventh Economic Division of the National Court Register, dated the 6<sup>th</sup> of March, 2013; current report no. 6/2013 dated the 14<sup>th</sup> of March, 2013), Comarch

S.A. holds 62.16% of votes at the company's general meeting. The company announced details in current report no. 4/2013.

On the 9<sup>th</sup> of March, 2012, the Amtsgericht Dresden registered an increase of 6.5 million EUR in share capital of Comarch AG. New shares were purchased by Comarch S.A. In the first quarter of 2012, Comarch S.A. made payments in the total amount of 13 million EUR into supplementary capital of Comarch AG.

On the 20<sup>th</sup> of March, 2012, a company Comarch UK Ltd. with its registered office in London was registered in the Companies House. Capital in the amount of GBP 50,000 was paid in May, 2012. On the 25<sup>th</sup> of May, 2012, an increase of USD 50,000 in share capital of Comarch Vietnam Company Limited was registered.

On the 20<sup>th</sup> of June, 2012, the District Court for Krakow-Śródmieście in Krakow, the Eleventh Economic Division of the National Court Register registered an increase of PLN 50,000 in share capital of Comarch Management Sp. z o.o.

On the 28<sup>th</sup> of June, 2012, an agreement was concluded. Comarch S.A. purchased 30% of Comarch R&D S.à. r.l. shares from a current shareholder for the total price of EUR 100,000.

In the fourth quarter of 2012, Comarch S.A. purchased 1 CA Consulting S.A. share from the previous shareholder. Comarch S.A. holds 100% of shares and votes of Consulting S.A.

On the 9<sup>th</sup> of April, 2013, an increase up to 15 million euro in the share capital of Comarch AG was registered.

On the 15<sup>th</sup> of April, 2013, a sole shareholder of Comarch SAS acting through general meeting decided to increase the company's share capital from EUR 1,800,000 to EUR 2,800,000 by issuance of 1,000,000 new shares.

## **12.2. Real Estates**

In 2012, Comarch S.A. purchased an office building in Łódź for 3.5 million PLN from its internal funds. After adaptation works it will be used in relation to activities of Comarch Group.

Company is currently preparing another stage of an investment in the Special Economic Zone in Krakow (SSE6), related to construction of an office building and data centre. Beginning of construction works is planned for the second half of 2013.

## **13. Resolutions of the AGM and the Board of Supervisors**

### **13.1. Corporate Governance Principles**

Pursuant to the rule number 3) included in the third part, point 1 of the "Corporate Governance Principles", in current report no. EBI 1/2012, Comarch S.A.'s Management Board reported that on the 11<sup>th</sup> of May, 2012, Supervisory Board of Comarch S.A. passed the resolution no. 8/5/2012 in which projects of the resolutions at the AGM, to be held on the 25<sup>th</sup> of June, 2012, are given positive opinions.

Pursuant to the rule number 1) included in the third part, point 1 of the "Corporate Governance Principles", in current report no. EBI 2/2012, Comarch S.A.'s Management Board presented 2011 activities' report of Comarch S.A.'s Supervisory Board and assessment of the company's situation in 2011 including assessment of the company's internal system control and risk management of the company.

**13.2. Annual General Meeting – 25.06.2012**

## a) Convention of the AGM, Agenda of the Meeting and Information on Participation in the Company's General Meeting

On the 22<sup>nd</sup> of May, 2012, pursuant to article 398, 399 § 1, 402<sup>1</sup> and 402<sup>2</sup> of the Commercial Companies' Code and pursuant to article 14 of the company's Statute, the Management Board of Comarch S.A. convened the Annual General Shareholders' Meeting of Comarch S.A., to be held at 10:00 o'clock on the 25<sup>th</sup> of June, 2012, at Aleja Jana Pawła II 41e in Krakow, Poland. Agenda of the meeting and projects of resolutions to be presented on AGM were also published on the 22<sup>nd</sup> of May, 2012. Pursuant to art. 402<sup>2</sup> of the Commercial Companies Code, the company's Management Board has presented information on participation in the company's General Meeting, including:

- Shareholder's right to demand the inclusion of specific issues in the agenda of the nearest General Meeting,
- A shareholder's right to introduce projects of resolutions,
- Method of exercising the right to vote by proxy,
- The possibility and the method of participating in the General Meeting using means of electronic communication,
- The method of giving one's opinion during the General Meeting using means of electronic communication,
- The method of exercising a voting right in by correspondence or by using means of electronic communication,
- Date of registration for participation in the General Meeting: 9<sup>th</sup> of June, 2012,
- Information about the right to participate in the General Meeting,
- List of shareholders,
- Access to documentation,
- The company's website and e-mail address.

The company announced details in current report no. 8/2012.

## b) Content of the Resolutions Passed at the AGM

On the 25<sup>th</sup> of June, 2012, the AGM passed the resolutions related to:

- election of Chairman of the General Meeting;
- removing from the agenda of the meeting the point regarding the election of the Returns Committee;
- passing the agenda of the meeting;
- approving the company's financial statement for the fiscal year 1.01.2011 - 31.12.2011;
- approving the report of the Management Board regarding the activities of the company in 2011;
- approving the financial statement of the Capital Group for the fiscal year 1.01.2011 - 31.12.2011;
- approving the report of the Management Board of Comarch S.A. regarding the activities of the Capital Group in 2011;
- approving the activity report of the company's Board of Supervisors for the fiscal year 2011, including assessment of the company's situation;
- distribution of the company's net profit for the fiscal year 1.01.2011 - 31.12.2011;
- acknowledging the fulfilment of duties by the members of the Management Board and the Supervisory Board in the fiscal year 1.01.2011 - 31.12.2011;
- dismissal and election of the Supervisory Board's and Management Board members.

The full content of the resolutions was published on 25<sup>th</sup> of June, 2012, in the current report no. 10/2012.

## c) Resolution of the AGM Regarding Dividend for 2011

The General Shareholder's Meeting decided that the earned in the fiscal year 1 January 2011-31 December 2011 net profit in the amount of PLN 55,191,262.72 will be divided as follows:

1. PLN 12,077,455.50 will be paid as dividend.

Persons who were the company's shareholders on the 31<sup>st</sup> of July, 2012, got the dividend in the amount of PLN 1.50 per one share. The dividend was allocated to 8,051,637 shares and was paid out on the 16<sup>th</sup> of August, 2012.

2. The remaining part of the net profit in the amount of PLN 43,113,807.22 was passed in total to supplementary capital.

d) The List of Shareholders Participating the Annual General Shareholders Meeting

Accordingly to the list of shareholders participating the Annual General Shareholders Meeting of Comarch S.A. on the 25<sup>th</sup> of June, 2012, Elżbieta Filipiak and Janusz Filipiak held at least 5% of the total number of votes represented at this Meeting:

1. Janusz Filipiak - 893,000 registered preference shares which gave 4,465,000 votes at the AGM, which constituted 51.01% of the all votes at this AGM and which constituted 29.68% of the total number of votes;  
2. Elżbieta Filipiak - 846,000 registered preference shares which gave 4,230,000 votes at the AGM, which constituted 48.32% of the all votes at this AGM and which constituted 28.12% of the total number of votes.  
The total number of votes from all emitted Comarch S.A. shares is 15,045,237. Shareholders participating the Annual General Shareholders Meeting of Comarch S.A. on the 25<sup>th</sup> of June, 2012 held shares giving 8,753,438 votes.

## 14. Operations on Comarch S.A Shares

### 14.1. Purchase/Disposal Transactions on Comarch S.A. Shares

Between the 10<sup>th</sup> and 17<sup>th</sup> of September, 2012, a Comarch S.A.'s managing person bought 100 ordinary bearer Comarch S.A. shares for average price of 69.6 PLN or each share and sold 100 ordinary bearer Comarch S.A. shares for average price of 70.4 PLN for each share. The above-mentioned transactions were concluded on the regulated market at the Warsaw Stock Exchange. Company announced details in current report no. 14/2012 dated the 20<sup>th</sup> of September, 2012.

Between 24<sup>th</sup> and 26<sup>th</sup> of October, 2012, a member of Comarch S.A.'s Management Board sold 595 ordinary bearer shares of Comarch S.A. for average price of 72 PLN each. Particular transactions were made within the following terms and volumes:

1. 24.10.2012 r.: volume: 200, price per 1 share: PLN 72.00, value: PLN 14,400.00,
2. 25.10.2012 r.: volume: 200, price per 1 share: PLN 72.00, value: PLN 14,400.00,
3. 26.10.2012 r.: volume: 195, price per 1 share: PLN 72.00, value: PLN 14,040.00.

The above-mentioned transactions were concluded on regulated market at the Warsaw Stock Exchange. Company announced details in current report no. 17/2012 dated the 31<sup>st</sup> of October, 2012, corrected on the 21<sup>st</sup> of December, 2012.

### AFTER THE BALANCE SHEET DATE

None present.

### 14.2. Managerial Option Program for Members of the Management Board and Other Key Employees for 2011-2013

On 28<sup>th</sup> of June, 2010, the Annual General Meeting of Shareholders passed Resolution no. 23 on the managerial options programme for company's Key Employees for 2011-2013. The objective of the programme is to additionally motivate members of the Management Board and Key Employees by options on Comarch shares (hereinafter referred to as the "Option") dependent on increases in the value of the company and increase in its capitalisation. The program will be executed through offers of newly-issued shares in the company in 2012, 2013 and 2014 to Key Employees. The value of the Option is to be at all times equivalent to the difference between the average closing price of the company's shares of each year of the execution of the programme (beginning with 2011) and the issue price of shares offered to Key Employees. The basis for the calculation of the value of the Option shall be increases in company capitalisation, calculated as follows:

- for 2011 – as the difference between the average capitalisation of the company in 2011 and the average capitalisation of the company in 2010,

- for 2012 – as the difference between the average capitalisation of the company in 2012 and the average capitalisation of the company in 2011,
- for 2013 – as the difference between the average capitalisation of the company in 2013 and the average capitalisation of the company in 2012,

where the average capitalisation of the company in the given year is the arithmetical average of the daily capitalisations of the company in the given year, and the daily capitalisation is the number of shares of the company multiplied by the stock exchange closing rate for shares of the company in the given day.

In the fourth quarter of the year that precedes the year of the Programme execution, the Board of Supervisors shall establish a list of Key Employees and Individual Option Ratios. The list of Key Employees and Individual Option's Ratios will be established independently for each year of the Programme. Total value of Individual Option Ratios for all Key Employees in the given year will amount to 3.6% (three and six tenths per cent) of the increase in the company's capitalization.

Pursuant to IFRS2, the company is obliged to calculate the value of the Option and classify it as a cost in the income statement in the Option period, i.e. from its issue date until its expiry date. The company will recognise the value of the particular options beginning from the options' acquiring, i.e. an establishment by the Supervisory Board a list of Key Employees and single option factors for each subsequent year.

The company notes that despite the fact that the value of the Option decreases the net profit of the company and of Group, this operation does not affect the value of cash flows. Moreover, the economic cost of the Option shall be classified in the income statement through its inclusion in the "diluted net profit" of newly issued shares for the participants of the programme. Despite the fact that the IFRS2 standard was officially adopted by the European Union to companies listed on the stock exchange in the preparation of consolidated statements, many experts point out its controversial nature – in their opinion, placing the cost of the Option in the income statement results in the double inclusion of the effect of the Option programme (once by result and second by dilution).

The determined Option's value amounted to 0.325 million PLN and was recognised in the income statement for 2012.

The difference between the average capitalisation in December, 2011 and the average capitalisation in December, 2010 is negative, which means that the basic condition of the programme has not been met. As a result, shares for members of the Management Board and Key Employees were not issued in 2012.

The difference between the average capitalisation in December, 2012 and the average capitalisation in December, 2011 is negative, which means that the basic condition of the programme has not been met. As a result, shares for members of the Management Board and Key Employees will not be issued in 2013.

## **15. Other Events in 2012 and after the Balance Sheet Date**

### **15.1. Dates of Periodical Financial Reports in 2012**

Pursuant to § 103 sec. 1 of the Regulation issued by the Minister of Finance on the 19<sup>th</sup> of February, 2009, concerning current and periodical information pertaining to companies listed on the stock exchange, as well as conditions for recognizing the equivalence of information required by legal regulations binding in a country which is not a member state, with current report no. 1/2012, Comarch S.A.'s Management Board presented terms of periodical financial reports in 2012.

### **15.2. The List of Comarch S.A. Current Reports and Financial Statements Made Public in 2011**

On 10<sup>th</sup> of May, 2012, Management Board of Comarch S.A. presented the list of Comarch S.A.'s current reports and financial statements made public in 2011 (current report no. 7/2012). The originals of these documents are located at al. Jana Pawła II 41e, Krakow, Poland. They are also available at

<http://www.comarch.pl/relacje-inwestorskie/raporty-biezace/params/date/2011>

<http://www.comarch.com/investors/investor-reports/params/date/2011/>

### **15.3. Declaration Regarding the Acceptance of the Corporate Governance Principles**

Pursuant to § 29 section 5 of the Rules for Warsaw Stock Exchange, the Management Board of Comarch S.A. presented declaration of the Management Board regarding the acceptance of the corporate governance principles in the company as attachment to the annual statement published on 30<sup>th</sup> of April, 2012.

### **AFTER THE BALANCE SHEET DATE**

#### **15.4. Dates of Periodical Financial Reports in 2013**

On the 8<sup>th</sup> of January, 2013, in current report no 1/2013, Comarch S.A.'s Management Board set dates of periodical financial reports in 2013:

- 1) Q4 2012 - on 1<sup>st</sup> of March, 2013
- 2) Q1 2013 - on 15<sup>th</sup> of May, 2013
- 3) Q3 2013 - on 14<sup>th</sup> of November, 2013
- 4) Consolidated half-year report which include condensed consolidated financial statement and condensed financial statement for the first half of 2013 - on 30<sup>th</sup> of August, 2013
- 5) Annual report for 2012 - on 30<sup>th</sup> of April, 2013
- 6) Consolidated annual report for 2012 - on 30<sup>th</sup> of April, 2013

#### **15.5. Creation of a Mortgage on Assets Owned by Comarch S.A.**

On the 6<sup>th</sup> of February, 2013, Comarch S.A.'s Management Board announced that received a notice from the District Court for Krakow-Podgórze, the Fourth Division of the Land and Mortgage Register, on registration of a mortgage, dated the 30<sup>th</sup> of January, 2013, and related to a real estate located in the Special Economic Zone in Krakow and owned by Comarch S.A. Current book value of the real estate amounts to PLN 18,952,737.42. The basis for this registration is a non-revolving, long-term credit agreement dated the 4<sup>th</sup> of January, 2013, signed between bank BZ WBK S.A. and Comarch S.A. Its value amounts to EUR 7,400,000 i.e. 30,932,740 PLN. Bank BZ WBK S.A.'s claims in relation to the above-mentioned agreement are secured to the amount of EUR 11,100,000, i.e. 46,399,110 PLN. There is no relation between Comarch S.A., its managing or supervising persons and BZ WBK S.A. The company announced details in current report no. 3/2013 dated the 6<sup>th</sup> of February, 2013.

#### **15.6. Forward Contracts Concluded after the Balance Sheet Date**

Between the 1<sup>st</sup> of January, 2013 and the 30<sup>th</sup> of April, 2013, Comarch S.A. concluded forward contracts for the sale of 6.73 million EUR and 0.5 million USD, and for the purchase of 1.6 million EUR. The total net value of open forward contracts as of the 30<sup>th</sup> of April, 2013 amounted to 6.83 million EUR and 1 million USD. The open forward contracts as of the 30<sup>th</sup> of April, 2013 were valued at plus 1.35 million PLN. The contracts will be settled within nineteen months from the balance sheet date. All forward contracts have been concluded in order to limit the influence of currency exchange rates on the financial results related to the contracts carried out by Comarch S.A., in which the remuneration is set in a foreign currency.

## **16. Achievements within Research and Development**

Globalisation of world economy, as well as liberalisation of trade, result in disappearance of barriers for companies and their products. The IT market becomes an open and global market where prices and quality of available products are continuously compared against each other. Along with increase in the presence of foreign capital in Poland, even IT companies conducting operations solely in the Polish market must offer competitive products from the point of view of the global market. Comarch, since the very beginning of its operations, has had reputation of a technological company developing and successfully selling products competitive internationally. Therefore, the main strategic objectives of the company are still development of new competitive products to enable further development of Comarch and, as a result, increasing its value. Maintaining dynamics of sales requires expenditures for development of products as well as their proper promotion and marketing. This applies to both modifications of already existing products and technologies as well as developing new products.

The present policy of Comarch assumes running research and development work related to implementation of new products and standardisation of products from the very beginning of their preparation for the client. Thus, even in cases when a product was developed for the needs of a particular client, a part or whole of software / code may be then used for preparation of a standard product. This results in higher profitability of particular contracts and expansion of the client base. Expenses for research and development works amounted to 65.45 million PLN, thus reached almost 10% of revenue in 2012. Comarch allocated there internal funds as well as acquired actively European funds.

In 2012, Comarch S.A. continued 13 contracts signed in 2010 within the Operational Programme Innovative Economy 1.4 – 4.1 (December 2010). The research and development projects financed within the OPIE include:

- ✓ Innovative Platform for Developing Business Applications in the SaaS model,
- ✓ Automated Information Exchange Between Telecommunications Operators,
- ✓ Secure Internet Transaction Authorization System Based on External Devices,
- ✓ Implementation of an Environment Dedicated to Analysing Financial Instruments and the Effectiveness of Portfolio Management,
- ✓ Comarch Mobile Finance,
- ✓ Customer Relationship Management System,
- ✓ Innovative IT System for the Factoring Process,
- ✓ Comprehensive Interfaces for the Electronic Data Interchange System,
- ✓ Advanced Marketing Information Management Platform,
- ✓ Innovative Mobile Sales Support Platform ECOD Agent 3.0,
- ✓ Reporting and Customers Service platform for Traditional Distribution Channels, ECOD Distribution 3.0,

In addition, in 2012, Comarch continued the project co-financed by the European Union: "Innovative Platform for Market Research Analysis" funded through the IniTech initiative. The project is implemented on the basis of the agreement with the National Centre for Research and Development (NCBiR). In 2012, project performed within the scope of a grant agreement with the Polish Ministry of Science and Higher Education: "Integration of Selected PLM Functionalities into ERP Systems for the SME Market" was completed.

In December, 2012, project "Protection of Critical Teleinformatic Infrastructure to Secure Business Continuity in Economy, Administration and Defence" was completed. The project was performed with AGH University of Science and Technology in Krakow which coordinated the project (agreement with the Polish Ministry of Science and Higher Education).

### **New Projects in 2012**

Within the scope of priority 1.4 of the Sectoral Operational Programme "Improvement of the Competitiveness of Enterprises Comarch S.A. signed a grant agreement with the National Centre for Research and Development for a project in the area of e-Medicine: "Effective, Efficient and Safe System for Viewing and Transmitting Medical Images".

The goal of the project is to conduct research and development work aimed at creating new knowledge as well as prototypes of an innovative system and applications used to assist modern medicine in the area of image diagnostics. The system will Enable safe and efficient access to medical images regardless where the patient, or doctor are physically located.

Within the 7<sup>th</sup> Framework Programme, Comarch is a partner in the "Shaping the Future of Electronic Identity" (FutureID) project, in the area of IT safety and security.

## 17. Capital Affiliations

### 17.1. Organisational Structure of the Comarch Group

On 31<sup>st</sup> of December, 2012, the following entities formed the Comarch Group (in parentheses, the share of votes held by Comarch S.A. unless otherwise indicated):

- Comarch Spółka Akcyjna with its registered office in Krakow,
- Comarch AG with its registered office in Dresden in Germany (100%),
  - Comarch Software und Beratung AG with its registered office in Munich in Germany (100% subsidiary of Comarch AG\*),
    - Comarch Solutions GmbH with its registered office in Innsbruck in Austria (100% subsidiary of Comarch Software und Beratung AG),
    - SoftM France S.à r.l. with its registered office in Oberhausbergen in France (100% subsidiary of Comarch Software und Beratung AG),
- Comarch S.A.S. with its registered office in Lezennes in France (100%),
  - Comarch R&D S.à r.l. with its registered office in Montbonnot-Saint-Martin in France (70.00% votes held by Comarch SAS, 30.00% votes held by Comarch S.A.),
- Comarch Luxembourg S.à r.l. with its registered office in Luxembourg in Luxembourg (100%),
- Comarch, Inc. with its registered office in Rosemont in United States of America (100%),
  - Comarch Panama, Inc. with its registered office in Panama in Panama (100% subsidiary of Comarch, Inc.),
- Comarch Canada, Corp. with its registered office in New Brunswick in Canada (100%),
- Comarch Middle East FZ-LLC with its registered office in Dubai in United Arab Emirates (100%),
- Comarch LLC with its registered office in Kiev in Ukraine (100%),
- OOO Comarch with its registered office in Moscow in Russia (100%),
- Comarch Software (Shanghai) Co. Ltd. with its registered office in Shanghai in China (100%),
- Comarch Vietnam Company Ltd. (Comarch Co., Ltd.) with its registered office in Ho Chi Minh City in Vietnam (100%),
- Comarch Oy with its registered office in Espoo in Finland (100.00%),
- Comarch UK Ltd. with its registered office in London in United Kingdom (100%),
- UAB Comarch with its registered office in Vilnius in Lithuania (100%),
- Comarch s.r.o. with its registered office in Bratislava in Slovakia (100%),
- SouthForge Sp. z o.o. with its registered office in Krakow in Poland (100%),
- CA Consulting S.A. with its registered office in Warsaw in Poland (100%),
- Opso Sp. z o.o. with its registered office in Krakow in Poland (100%),
- Comarch Management Sp. z o.o. with its registered office in Krakow in Poland (100%),
- Comarch Corporate Finance Fundusz Inwestycyjny Zamknięty with its registered office in Krakow in Poland („CCF FIZ”) (Comarch S.A. holds 100% of issued investment certificates),
  - Comarch Management Sp. z o.o. SK-A with its registered office in Krakow in Poland (63.03% votes held by CCF FIZ; 36.97% votes held by Comarch S.A.; shares purchased by Comarch Management Sp. z o.o. SK-A to be redeemed don't give any votes),
  - Bonus Management Sp. z o.o. SK-A with its registered office in Krakow in Poland (100% votes held by CCF FIZ),
  - Bonus Development Sp. z o.o. SK-A with its registered office in Krakow in Poland (100% votes held by CCF FIZ),
  - Bonus Management Sp. z o.o. II Activia SK-A with its registered office in Krakow in Poland (100.00% votes held by CCF FIZ),
  - Bonus Development Sp. z o.o. II Koncept SK-A with its registered office in Krakow in Poland (100.00% votes held by CCF FIZ),
  - iMed24 S.A. with its registered office in Krakow in Poland (100% votes held by CCF FIZ),
  - Comarch Polska S.A. with its registered office in Krakow in Poland (100% votes held by CCF FIZ),
  - iReward24 S.A. with its registered office in Krakow in Poland (100% votes held by CCF FIZ),
  - Infrastruktura24 S.A. with its registered office in Krakow in Poland (100% votes held by CCF FIZ),
  - iComarch24 S.A. with its registered office in Krakow in Poland (100% votes held by CCF FIZ),
  - CASA Management and Consulting Sp. z o.o. SK-A with its registered office in Krakow in Poland

(100% votes held by CCF FIZ),

- A-MEA Informatik AG with its registered office in Arbon in Switzerland (100% votes held by CASA Management and Consulting Sp. z o.o. SK-A.),
  - ESAProjekt Sp. z o.o. with its registered office in Chorzow in Poland (100% held by CASA Management and Consulting Sp. z o.o. SK-A.),
  - Comarch Swiss AG with its registered office in Buchs in Switzerland (100% subsidiary of CASA Management and Consulting Sp. z o.o. SK-A)
- MKS Cracovia SSA with its registered office in Krakow in Poland (59.82%).

*(\*) including 2.68% CSuB AG shares borrowed from an entity outside the Comarch Group*

On 31<sup>st</sup> of December, 2012, an associate of the parent company is:

- through Comarch Corporate Finance Fundusz Inwestycyjny Zamknięty: SolInteractive S.A. with its registered office in Krakow in Poland (30.72% votes held by CCF FIZ).

The associated companies are not consolidated. Shares are valued with equity method.

## 17.2. Changes in Ownership and Organisational Structure in 2012

On the 9<sup>th</sup> of January, 2012, the District Court for Krakow-Śródmieście, the Eleventh Economic Division of the National Court Register registered a company CA Finance Sp. z o.o. On the 19<sup>th</sup> of September, 2012, the District Court for Krakow-Śródmieście, XI Economic Division of the National Court Register registered a name change of CA Finance Sp. z o.o. to Opso Sp. z o.o., an increase in share capital from PLN 5,000 to PLN 205,000, a change of shareholder from iMed24 S.A. to Comarch S.A. and an extension of activities by catering services.

On 27<sup>th</sup> of January, 2012, Comarch S.A. announced (current report no. 2/2012 dated the 27<sup>th</sup> of January, 2012) that CASA Management and Consulting Sp. z o.o. SK-A ("CASA"), a subsidiary of Comarch SA, purchased 100,000 ordinary bearer's A-MEA Informatik AG ("A-MEA") shares of nominal value of 1 CHF (i.e. 3.5147 PLN). Total acquisition price will not exceed either an amount of 2 million CHF (i.e. 7.03 million PLN) or value of A-MEA net equity as of 31<sup>st</sup> of March, 2012. The transaction will be settled till the end of the first quarter of 2013. As a result of the aforementioned transaction, CASA holds 100,000, i.e. 100% A-MEA shares which entitle to 100,000, i.e. 100% of total number of votes at the company's general meeting. A-MEA is a company with a long standing experience in sales and implementation of ERP solutions on the Swiss market, including Comarch ERP Enterprise.

On the 24<sup>th</sup> of February, 2012, an agreement was signed between Comarch S.A. and MKS Cracovia SSA on the purchase of MKS Cracovia SSA series E shares (current report no. 3/2012 dated the 27<sup>th</sup> February, 2012 and its correction dated the 29<sup>th</sup> of February, 2012). MKS Cracovia SSA invited Comarch S.A. to purchase 38,631 series E shares of nominal value of 100 PLN. MKS Cracovia SSA invited Comarch S.A. to purchase the afore-mentioned shares for a total issue price of 15,912,495.21, i.e. for issue price of 411.91 PLN for one series E share. The issue price of the afore-mentioned shares was paid in cash contribution in the amount of 15,912,495.21 PLN which was made by Comarch S.A. on the 27<sup>th</sup> of February, 2012. As a consequence of registration of an increase in share capital of MKS Cracovia SSA (a notice from the District Court for Krakow-Śródmieście in Krakow, the Eleventh Economic Division of the National Court Register, dated the 14<sup>th</sup> of March, 2012; current report no. 5/2012 of 16<sup>th</sup> of March, 2012), Comarch S.A. held 59.82% of votes at the agm of MKS Cracovia SSA.

On the 9<sup>th</sup> of March, 2012, the Amtsgericht Dresden registered an increase of 6.5 million EUR in share capital of Comarch AG. New shares were purchased by Comarch S.A. In the first quarter of 2012, Comarch S.A. made payments in the total amount of 13 million EUR into supplementary capital of Comarch AG.

On the 15<sup>th</sup> of March, 2012, the District Court for Krakow-Śródmieście, the Eleventh Economic Division of the National Court Register registered a name change of iFin24 S.A. to Comarch Polska S.A.

On the 20<sup>th</sup> of March, 2012, a company Comarch UK Ltd. with its registered office in London was registered in the Companies House. Capital in the amount of 50,000 GBP was paid in May, 2012.

On the 10<sup>th</sup> of April, 2012, the District Court for Krakow-Śródmieście in Krakow, XI Economic Division of the National Court Register registered an increase of 250,000 PLN in share capital of iMed24 S.A.

On the 10<sup>th</sup> of April, 2012, Comarch AG informed Comarch Software und Beratung AG on exceeding of 95% share in share capital of Comarch SuB AG and demanded calling the company's annual general meeting in order to resolve on Comarch AG's purchases of shares held by current shareholders (minorities) for a proper reward.

On the 27<sup>th</sup> of April, 2012, the Management Board of Comarch S.A. announced that CASA Management and Consulting Sp. z o.o. SK-A ("CASA"), a subsidiary of Comarch SA, purchased 50 shares in ESAPROJEKT sp. z o.o. ("ESAPROJEKT") of nominal value of 2,460 PLN each. Total acquisition price amounted to 12.2 million PLN. As a result of the aforementioned transaction, CASA holds 50 shares, i.e. 100% of shares in ESAPROJEKT which entitle to 100% of total number of votes at the company's general meeting. ESAPROJEKT is a leading Polish producer and IT solution provider for medicine sector.

On the 25<sup>th</sup> of May, 2012, an increase of 50,000 USD in share capital of Comarch Vietnam Company Limited was registered.

On the 20<sup>th</sup> of June, 2012, the District Court for Krakow-Śródmieście in Krakow, XI Economic Division of the National Court Register registered an increase of 50,000 PLN in share capital of Comarch Management Sp. z o.o.

On the 28<sup>th</sup> of June, 2012, an agreement was concluded. Comarch S.A. purchased 30% of Comarch R&D S.à. r.l. shares from a current shareholder for the total price of 100,000 EUR.

On the 30<sup>th</sup> of July, 2012, extraordinary shareholders' meeting of iMed24 S.A. passed the resolution concerning an increase from 1.25 million PLN to 1.45 million PLN in the company's share capital. The increase in the company's share capital will be performed by issuance of 2,000 new series D shares of nominal value of PLN 100.00 each.

On the 13<sup>th</sup> of August, 2012, general shareholders' meeting of CSuB passed the resolution on purchase of shares from current minority shareholders. This was performed by Comarch AG for payment of EUR 2.95 per share.

On the 17<sup>th</sup> of August, 2012, a fusion of Comarch Schilling GmbH and Comarch SuB AG was registered.

On the 21<sup>st</sup> of August, 2012, there was an increase of PLN 85,000 in share capital of CASA Management and Consulting Sp. z o.o. SK-A by issuance of 850 shares of nominal value of PLN 100 each.

On the 2<sup>nd</sup> of October, 2012, the District Court for Krakow-Śródmieście, XI Economic Division of the National Court Register registered an increase in share capital of iMed24 S.A. from PLN 1,250,000.00 to PLN 1,450,000.00.

On the 5<sup>th</sup> of October, 2012, (RB-15-2012) Comarch Software und Beratung AG ("CSuB") received a notice from the court register in Munich (Amtsgericht Munchen-Registergericht) dated the 2<sup>nd</sup> of October, 2012 registering a resolution of CSuB's general meeting related to transferring CSuB shares from minority shareholders to Comarch AG with its registered office in Dresden, the majority shareholder. In conjunction with the aforementioned, Comarch AG, a subsidiary of Comarch S.A. holds currently 100% of CSuB shares and votes.

On the 29<sup>th</sup> of October, 2012, extraordinary shareholders' meeting of iMed24 S.A. passed the resolution concerning an increase from 1.45 million PLN to 1.6 million PLN in the company's share capital. The increase in the company's share capital will be performed by issuance of 1,500 new series E shares of

nominal value of PLN 100.00 each. The afore-mentioned increase in share capital was registered on the 22<sup>nd</sup> of November, 2012 pursuant to a notice from the District Court for Krakow-Śródmieście, the Eleventh Economic Division of the National Court Register.

On the 8<sup>th</sup> of November, 2012, transaction was completed in relation to purchase of Comarch R&D S.à r.l. shares by Comarch SAS from Comarch AG for the amount of 5,250 euro.

On the 13<sup>th</sup> of November, 2012, Comarch Solutions GmbH's office was transferred from Kirchbichl to Innsbruck.

On the 14<sup>th</sup> of December, 2012, Comarch Software und Beratung AG sold 100% of Comarch Swiss AG shares to CASA Management and Consulting Sp. z o.o. SKA.

On the 21<sup>st</sup> of December, 2012, extraordinary shareholders' meeting of iMed24 S.A. passed the resolution concerning an increase from 1.6 million PLN to 1.75 million PLN in the company's share capital. The increase in the company's share capital will be performed by issuance of 1,500 new series F shares of nominal value of PLN 100.00 each.

On the 27<sup>th</sup> of December, 2012, an agreement for purchase of 6,230 shares by Comarch Management Sp. z o.o. SK-A from CCF FIZ 6 230 to be redeemed was signed. Purchase price was PLN 237.35 per 1 share.

In the fourth quarter of 2012, Comarch S.A. purchased 1 CA Consulting S.A. share from the previous shareholder. Comarch S.A. holds 100% of shares and votes of CA Consulting S.A.

### **17.3. Changes in Ownership and Organisational Structure in Comarch Group after the Balance Sheet Date**

On the 21<sup>st</sup> of January, 2013, CAMS AG with its registered office in Luzern in Switzerland was registered. CASA Management and Consulting Sp. z o.o. SK-A holds 51% of shares.

Between 8<sup>th</sup> and 11<sup>th</sup> of February, 2013, CASA Management and Consulting Sp. z o.o. SK-A paid a second rate in the amount of 300,000 CHF for A-MEA Informatik AG shares purchased in 2012.

On the 12<sup>th</sup> of February, 2013, an increase in iMed24 SA's share capital from 1.6 million PLN to 1.75 million PLN was registered pursuant to a notice from the District Court for Krakow-Śródmieście, the Eleventh Economic Division of the National Court Register.

On the 20<sup>th</sup> of February, 2013, an agreement was signed between Comarch S.A. and MKS Cracovia SSA on the purchase of MKS Cracovia SSA series F shares. MKS Cracovia SSA invited Comarch S.A. to purchase 11,400 series F shares of nominal value of PLN 100. MKS Cracovia SSA invited Comarch S.A. to purchase the afore-mentioned shares for a total issue price of PLN 4,695,774, i.e. for issue price of PLN 411.91 for one series F share. The issue price of the afore-mentioned shares was paid in cash contribution in the amount of PLN 4,695,774 which was made by Comarch S.A. on the 20<sup>th</sup> of February, 2013. As a result of the registration of the increase in MKS Cracovia SSA's share capital (a notice from the District Court for Krakow-Śródmieście in Krakow, the Eleventh Economic Division of the National Court Register, dated the 6<sup>th</sup> of March, 2013; current report no. 6/2013 dated the 14<sup>th</sup> of March, 2013), Comarch S.A. holds 62.16% of votes at the company's general meeting. The company announced details in current report no. 4/2013.

On the 26<sup>th</sup> of March, 2013, extraordinary shareholders' meeting of iMed24 S.A. passed the resolution concerning an increase from 1.75 million PLN to 2.05 million PLN in the company's share capital. The increase in the company's share capital will be performed by issuance of 3,000 new series G shares of nominal value of PLN 100.00 each.

On the 26<sup>th</sup> of March, 2013, a merger between A-MEA Informatik AG and Comarch Swiss AG, and transferring Comarch Swiss AG's office to Luzern in Switzerland were registered.

On the 9<sup>th</sup> of April, 2013, an increase up to 15 million euro in the share capital of Comarch AG was registered.

On the 15<sup>th</sup> of April, 2013, a sole shareholder of Comarch SAS acting through general meeting decided to increase the company's share capital from EUR 1,800,000 to EUR 2,800,000 by issuance of 1,000,000 new shares.

## **18. Branches of Comarch S.A.**

As at 31<sup>st</sup> of December, 2012, Comarch S.A. had branches in the following cities:

- Tirana (branch in Albany),
- Bielsko-Biała,
- Gdańsk,
- Katowice,
- Kraków,
- Lublin,
- Łódź,
- Poznań,
- Warszawa,
- Wrocław.

Activities conducted in branches are related to the basic activities of the company.

## **19. Transactions Concluded by the Issuer or its Subsidiary with Related Parties on Terms Different from Market Conditions**

None present.

## **20. Commentary on Differences between Financial Results Presented in Annual Report and Results Forecast for the Given Year Published Before**

The company has not published the results forecast for 2012.

## **21. Factors and Events of Unusual Nature that Affect the Issuer Activities and the Achieved Results, as well as Their Appraisal**

In 2012, deferred tax assets related to temporary differences was recognised in the amount of 3.389 million PLN and dissolved in part those created as at 31<sup>st</sup> of December, 2011 and amounted to 0.998 million PLN. Total of the above-mentioned operations on the net profit of 2012 was 2.391 million PLN.

## **22. Changes in Methods of Company Management and Its Capital Group Management**

None present.

### 23. Data Referring to the Agreement Signed with the Entity Entitled to Audit Financial Statements

With resolution no. 1/7/2011, dated the 19<sup>th</sup> of July, 2011, the Supervisory Board of Comarch S.A. selected Deloitte Audyt Sp. z o. o., with its registered seat in Warsaw at ul. Piękna 18 (currently at ul. Jana Pawła II 19), registered at no. 73 in the list of entities entitled to audit financial statements, to audit and review the financial statements of Comarch S.A. Comarch S.A. has used the services of Deloitte Audyt Sp. z o. o. within the scope of reviewing the financial statements for the first 6 months of 2006, 2007, 2008 and 2009, as well as auditing the annual financial statements of Comarch S.A. and the annual consolidated financial statements of Comarch S.A for 2006, 2007, 2008 and 2009.

The Supervisory Board selected the expert auditor according to article 19 section 2 point 5) of the company's Statute, pursuant to binding law and professional standards. A two-year agreement shall be concluded within the scope of:

- a) Reviewing the financial statement of Comarch S.A. and the consolidated financial statement of Comarch S.A. for the first 6 months of 2011 and the first 6 months of 2012;
- b) Auditing the annual financial statement of Comarch S.A. and the annual consolidated financial statement of Comarch S.A for 2011 and 2012.

Details related to the remuneration of entities entitled to audit financial statements were included in note 45 of the financial statement.

### 24. Systems that Control Employees Shares Programmes

None present.

### 25. Significant Legal, Arbitration or Administrative Proceedings

#### 25.1. Proceedings Related to Liabilities or Receivables of the Issuer or a Subsidiary, which Value Constitutes at least 10% of Equities

None present.

#### 25.2. Two or More Proceedings Related to Liabilities or Receivables of Issuer's or a Subsidiary, which Total Value Constitutes at least 10% of Equities and the Issuer's Opinion on the Matter

None present.

Krakow, 30<sup>th</sup> of April, 2013

<b>Janusz Filipiak</b> President of the Management Board	<b>Piotr Piątosza</b> Vice-President of the Management Board	<b>Paweł Prokop</b> Vice-President of the Management Board
<b>Piotr Reichert</b> Vice-President of the Management Board	<b>Zbigniew Rymarczyk</b> Vice-President of the Management Board	<b>Konrad Tarański</b> Vice-President of the Management Board
<b>Marcin Warwas</b> Vice-President of the Management Board		

**REPORT REGARDING THE ACCEPTANCE  
OF CORPORATE GOVERNANCE PRINCIPLES  
IN COMARCH S.A. IN 2012**

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## 1. Corporate Governance Principles that Apply to an Issuer

The Warsaw Stock Exchange Supervisory Board by motion of the WSE Management Board adopted the new corporate governance rules compiled in the "Best Practices of WSE Listed Companies" on 4<sup>th</sup> of July, 2007

<http://www.corp-gov.gpw.pl/assets/library/polish/publikacje/dpsn2010.pdf>

<http://www.corp-gov.gpw.pl/assets/library/english/publikacje/dpsn%202010%20enx.pdf>

There were changed with the following resolutions of the Warsaw Stock Exchange Supervisory Board: resolution dated the 19<sup>th</sup> of May, 2010 (effective from 1<sup>st</sup> of July, 2010), resolution dated 31<sup>st</sup> of August, 2011 (effective from 1<sup>st</sup> of January, 2012), resolution dated 19<sup>th</sup> of October, 2011 (effective from 1<sup>st</sup> of January, 2012) and resolution dated the 21<sup>st</sup> of November, 2012 (effective from 1<sup>st</sup> of January, 2013). Currently binding document may be found at:

[http://www.corp-gov.gpw.pl/assets/library/polish/regulacje/dobre\\_praktyki\\_16\\_11\\_2012.pdf](http://www.corp-gov.gpw.pl/assets/library/polish/regulacje/dobre_praktyki_16_11_2012.pdf)

[http://www.corp-gov.gpw.pl/assets/library/english/regulacje/dobrepraktykien\\_2012.pdf](http://www.corp-gov.gpw.pl/assets/library/english/regulacje/dobrepraktykien_2012.pdf)

The Best Practices include 4 sections:

- I. Recommendations for Best Practices of Listed Companies;
- II. Best Practices of Management Boards of Listed Companies;
- III. Best Practices of Supervisory Board Members;
- IV. Best Practices of Shareholders.

Pursuant to § 29, section 5 of the Rules of the Warsaw Stock Exchange, the Management Board of Comarch S.A. presented declaration of the Management Board regarding the acceptance of the corporate governance principles in the company as attachment to the annual statement published on 30<sup>th</sup> of April, 2012.

## 2. Recommendations for Corporate Governance Principles not Implemented by the Issuer along with an Explanation of the Circumstances and Reasons surrounding the Decision not to Implement a Particular Principle

### a) Recommendations for Best Practices of Listed Companies

1. *„A company should pursue a transparent and effective information policy using both traditional methods and modern technologies ensuring fast, secure and broad access to information. Using such communication methods to the broadest extent possible, a company should ensure adequate communication with investors and analysts, enable on-line broadcasts of General Meetings over the Internet, record General Meetings, and publish the recordings on the company website.”*

The company doesn't enable the on-line broadcast of General Meetings over the Internet and doesn't publish the recordings on the website. However, it will consider that recommendations made after changes in the company's statute would be made.

2. *A company should have a remuneration policy and rules of defining the policy. The remuneration policy should in particular determine the form, structure, and level of remuneration of members of supervisory and management bodies. Commission Recommendation of 14 December 2004 fostering an appropriate regime for the remuneration of directors of listed companies (2004/913/EC) and Commission Recommendation of 30 April 2009 complementing that Recommendation (2009/385/EC) should apply in defining the remuneration policy for members of supervisory and management bodies of the company.*

Comarch S.A. has a remuneration policy which specifies form, structure and level of employees' remuneration, including members of management and supervisory boards. Management board's compensation scheme ensures linkage between remuneration, company's financial results and performed services of salaried persons.

A significant part of the rules resulting from the Recommendation of 14<sup>th</sup> of December, 2004, fostering an appropriate regime for the remuneration of directors of listed companies (2004/913/EC) and Commission Recommendation of 30<sup>th</sup> of April, 2009, complementing that Recommendation (2009/385/EC) has been included in the compensation scheme applied at Comarch S.A. They are:

- a) The total remuneration and other benefits for members of the company's management and supervising staff are presented in annual financial statements,
- b) Option programmes are approved at the company's general meeting and detailed information related to the managerial option programme is presented in financial statements,
- c) The compensation scheme specifies variable and non-variable components of the management's remuneration, and a variable component is linked to specified in-advance performance criteria,
- d) The value of termination payments does not exceed the equivalent of two-years of the non-variable component of the remuneration,
- e) Shares do not constitute the remuneration form for non-executive directors nor members of the supervisory board,

However, the company's remuneration policy does not include some recommendations of the European Commission, such as:

- a) Compensation scheme is not a subject to the prior approval of the annual general shareholders' meeting,
- b) The company does not disclose „the remuneration statement” on its website (detailed information in relation with that subject are included in the financial statement),
- c) Share-based property rights, when executing share options, may be effective before 3 years from the date of their receiving, and it is not mandatory to hold a specific number of shares during the time of fulfilling the function of a managing person,
- d) There is no Remuneration Committee in the company,

Managing persons may be also employed on a labour contract, under provisions specified in regulations binding in the company and Work Code. Values of remuneration for employment contracts of the members of the management board and the amount of the lump sum for the meeting of the management board shall be determined by the Supervisory Board according to an adopted resolution.

Remuneration of the supervisory board are established by a resolution at the company's general shareholders' meeting.

In time to come, the company does not anticipate any changes in applied remuneration policy.

3. *The WSE recommends to public companies and their shareholders that they ensure a balanced proportion of women and men in management and supervisory functions in companies, thus reinforcing the creativity and innovation of the companies' economic business.*

The company makes every effort to ensure balanced share of women and men in performing functions of management and supervisory boards' members in companies. Compliant with Working Rules for employees in Comarch SA, employer is obliged to: „*counteract discrimination in employment, in particular in relation to gender, age, disability, race, religion, nationality, political beliefs, union affiliation, ethnic origin, creed, sexual orientation.*” Moreover, employees in Comarch SA „*should be treated equally within the scope of beginning and terminating work, employment conditions, promotion and trainings availability in order to improve professional qualification, in particular regardless of gender, age, disability, race, religion, nationality, political beliefs, union affiliation, ethnic origin, creed, sexual orientation, and regardless whether employed definite or indefinite time, full-time or part-time.*” Comarch SA policy does not create any barriers in relation to gender, views, sexual orientation, ethnic or race origin within the scope of employing and personal policy. It does not contribute to direct or indirect discrimination due to gender, age, disability, race, religion, nationality, politic beliefs, union affiliation, ethnic origin, creed and sexual orientation.

There are three women within a 6-person membership of the Comarch SA Supervisory Board. All 7 members of the Comarch SA Management Board are men, which is mostly the result of the nature of the activities conducted by the company and the specification of the IT branch, where men constitute a significant majority. It is noteworthy that current members of the Management Board in Comarch SA are persons related to the company for many years (at

least 3 years as management board members) with broad IT technology knowledge and with high qualifications necessary to their held posts. Having that in mind one should assume that in the nearest future there will be no change in women's membership in this management body. In Comarch SA there is a bias towards increasing the number of employed women, qualifications are considered the most important, not gender, as men have equal chances to be employed for the post. Women constitute approximately 26% of Comarch SA employees, and 17% of executive posts, which is a high share in total employment, especially considering the technical nature of the IT company.

### 3. Shareholders Holding Directly or Indirectly Significant Shares in Votes at the General Shareholders Meeting as at 30<sup>th</sup> of April, 2013

Shareholders	Number of shares	% of share capital	Number of votes at the company's AGM	% of votes at the company's AGM
Janusz Filipiak	2,620,010	32.54	6,192,010	41.16
Elżbieta Filipiak	846,000	10.51	4,230,000	28.12
Other members of the Board	103,167	1.28	140,767	0.94
Other shareholders	4,482,460	55.67	4,481,865	29.78
<b>Total</b>	<b>8,051,637</b>	<b>100.00</b>	<b>15,045,237</b>	<b>100.00</b>

### 4. Owners of Securities Entitling them to Special Control Rights as well as a Description of these Rights

Janusz Filipiak, President of the Management Board, holds 893,000 registered share preference votes (1:5). These entitle him to 4,465,000 votes at the company's general shareholders' meeting. Elżbieta Filipiak, Chairman of the Supervisory Board, holds 846,000 registered share preference votes (1:5). These entitle her to 4,230,000 votes at the company's general shareholders' meeting. Pawel Prokop, Vice-President of the Management Board, holds 9,400 registered share preference votes (1:5). These entitle him to 47,000 votes at the company's general shareholders' meeting.

### 5. All Restrictions Relating to Execution of Voting Rights, i.e. Restriction of Voting Rights through Holding a Particular Share or Number of Votes, Time Restrictions regarding Voting Rights or Records according to which, in Collaboration with the Company, Capital Rights Related to Securities are Separated from Securities Holdings

None present.

### 6. All Restrictions Regarding Transferring the Holding Rights of an Issuer's Securities

According to art. 8 point 5 of Comarch S.A.'s statute  
*„5. Disposing registered shares requires consent of the Management Board provided in writing. In case of refusal of disposing, the Management, within 2 months of filing with the Company of the intention of assigning shares, appoints the purchaser and price of shares. Price of shares may not be lower than average stock exchange price from the three recent months preceding the month of filing, provided that shares of the Company are in stock exchange trading. Otherwise, price of shares may not be lower than the book value per share as of the last balance sheet date. Price is due within one month of the date of resolution of the Management indicating the purchaser of shares.”*

## **7. Principles for the Appointing and Dismissing of Management and their Rights, notably the Right for Decision Making on Shares Issue or Buyout**

### **A) Principles for Appointing and Dismissing**

According to the Statute of the company, the Management Board of the company consists of 2 to 8 persons appointed and dismissed by the Annual General Meeting. Members of the Management Board are appointed for the common term of office of three years. The AGM defines salaries for the Management Board, provided that this competency may be passed on in part or in entirety to the Supervisory Board. The Supervisory Board suspends on important reasons, selected or all members of the Management Board in their duties and delegating members of the Supervisory Board for the period not longer than 3 months for temporary execution of activities of those members of the Management Board who have been dismissed, who resigned or who cannot execute their duties on other reasons.

### **B) Rights according to art. 9, 20 - 22 of the Comarch S.A.'s Statute and the Commercial Companies Code**

- The Management Board may appoint proxies.
- President of the Management Board single-handedly or two members of the Management Board acting jointly or one member of the Management Board acting jointly with a proxy are authorised for making statements on behalf of the company and representing the company in Court and off Court.
- In agreements between the company and members of the Management Board and in disputes with them, the company is represented by the Supervisory Board or by a proxy appointed with a resolution of the General Meeting. The Supervisory Board may authorise, by way of a resolution, one or more members of the Supervisory Board to perform such legal actions.
- The Management Board defines internal organisation of the company.
- According to art. 445 and 446 of the Commercial Companies Code, the General Meeting passes a resolution on amendments to the statutes, providing for the authorisation for the management board to increase the share capital within the limits of the authorised capital. According to art. 9 sec. point 5 of the Comarch S.A.'s statute, within the target capital, the Management Board of the Company may issue shares only in conversion for cash contributions and may not issue preferential shares or allocate personal rights for the shareholder, referred to in Article 354 of the Code of Trade Companies. In the scope of all the issues related to increasing the share capital within the target capital, in particular on excluding or limiting collection right and determining the issue price, obtaining consent of the Supervisory Board is required.

## **8. Description of Principles for Changes in Statute or an Issuer's Deed of Partnership**

A General shareholders' Meeting may pass a resolution regarding changes in statute, including an increase or a decrease in share capital, and a resolution on a significant change in the company's subject matter.

## **9. Description of Operating Principles for General Meetings and Their Essential Rights and Shareholders' Rights as well as Modality, in particular Principles resulting from Rules for General Shareholders' Meeting if such Rules were passed, unless these Information Results from Law**

1. Annual General Shareholders' Meetings may be ordinary or extraordinary.
2. An ordinary General Meeting of the Management Board shall be called no later than the end of June each year.
3. General meetings shall be called in accordance with the Polish Commercial Companies Code, the company's Statute and with the Rules for General Shareholders' Meeting dated the 28<sup>th</sup> of June, 2010.
4. Meetings shall take place at the company's headquarters.
5. At least two members of the company's Management Board and at least two members of its Supervisory Board should take part in the Annual General Shareholders' Meeting.

6. If the subject of debate is to concern the financial affairs of the company an auditor shall be present.
7. Representatives of the media may attend the General Shareholders' Meeting as observers..
8. Only persons who are company shareholders 16 (sixteen) days prior the date of the General Meeting are entitled to participate in the General Meeting.
9. Shareholders who are physical persons may take part in the Annual General Shareholders' Meeting as well as exercise their right to vote themselves or via a proxy.
10. Shareholders who are not physical persons may take part in the Annual General Shareholders' Meeting as well as exercise their right to vote via a person empowered to submit a declaration of intent in their name, or via a proxy.
11. The chairman of the Annual General Shareholders' Meeting conducts debates, takes decisions in matters of the agenda and procedure, and is authorized to interpret the present rules.
12. The duties of the chairman of the Annual General Shareholders' Meeting include:
- Ensuring that debates are conducted in accordance with the agenda and procedure as stipulated,
  - Directing the debate: deciding who shall speak and in what order,
  - Receiving proposed and draft resolutions and opening them to debate and,
  - Organizing and conducting the voting.
13. The Annual General Shareholders' Meeting shall choose a three-person returns committee from the candidates notified by the chairman. The returns committee shall ensure that each vote is correctly conducted, supervise the practical aspects of the vote and check, confirm and declare the results. Where the Annual General Shareholders' Meeting is attended by a small number of shareholders a returns committee shall not be selected unless a shareholder or proxy submits a request for a returns committee to be selected. Where a returns committee is not selected its functions shall be performed by the chairman of the Annual General Shareholders' Meeting.
14. The Annual General Shareholders' Meeting shall take decisions in the form of resolutions adopted by open voting except:
- Voting on an issue of selecting or deselecting members of bodies of the company, or liquidators,
  - Motions to prosecute members of bodies of the company or liquidators,
  - In personal matters,
  - At the request of at least one shareholder,
  - In other circumstances stipulated in the regulations currently binding.
15. Shareholders shall notify the chairman of the Annual General Shareholders' Meeting of their candidates for membership of the Supervisory Board in writing or verbally.
16. Proposals for Supervisory Board candidates should be supported in detail with particular emphasis placed on the candidate's education, qualifications and professional experience.
18. The Company may organise the General Meeting in such a way as to enable shareholders to participate at the General Meeting using means of electronic communication.

**10. Membership, Changes in Membership during Last Financial Year and Rules of Operations of the Company's Managing and Supervising Persons as well as Their Committees**

**A) Members of the Comarch S.A.'s Supervisory Board as at 31<sup>st</sup> of December, 2012:**

<b>Name and Surname</b>	<b>Position</b>
Elżbieta Filipiak	Chairman of the Supervisory Board
Maciej Brzeziński	Vice-Chairman of the Supervisory Board
Danuta Drobnik	Member of the Supervisory Board
Wojciech Kucharzyk	Member of the Supervisory Board
Anna Ławrynowicz	Member of the Supervisory Board
Tadeusz Syryjczyk	Member of the Supervisory Board

The Supervisory Board shall undertake constant supervision of all areas of the company's operations. The Supervisory Board shall operate according to the regulations of the Polish Commercial Companies Code, the company's Statute, the Corporate Governance Principles in force at the company and the Rules for the Supervisory Board dated 30 June 2003 approved at the Annual General Shareholders' Meeting (and amendments). The detailed operations of the

Supervisory Board were presented in the above-mentioned documents.

**The most important rules included in the Rules for the Supervisory Board are:**

1. The Supervisory Board shall contain three to seven people chosen by the Annual General Shareholders' Meeting. The Meeting shall, by a resolution, specify the number of members of the Supervisory Board before voting commences to select candidates for that Board.
2. Supervisory Board members shall be appointed for a common term of office lasting three years.
3. Members of the Supervisory Board shall perform their rights and duties directly and in person. Any member of the Supervisory Board may be dismissed before their term of office has been completed. Members of the Supervisory Board may be re-elected.
4. General Shareholders' Meeting shall appoint from among members of the Supervisory Board the Chairperson, the Vice Chairperson, and also the Secretary of the Supervisory Board, as needed.
5. The chairman of the Supervisory Board:
  - a) convenes meetings of the Supervisory Board,
  - b) conducts meetings of the Supervisory Board,
  - c) opens debates at the Annual General Shareholders' Meeting.
6. When the chairman is absent his place shall be taken by the vice-chairman of the Supervisory Board.
7. The Supervisory Board may select supervisory committees from amongst its members for specific sectors of the company's operations. In particular, this shall concern an auditing committee.
8. These committees may sit separately and may vote on resolutions. These may concern the findings of inspections and audits concerning the way the company operates.
9. Meetings of the Supervisory Board shall be convened by the chairman of the Supervisory Board. The Management Board or another member of the Supervisory Board may demand that the chairman convene a meeting of the Supervisory Board. This demand should be accompanied by a proposed agenda. The chairman of the Supervisory Board shall convene a meeting within two weeks of receiving the demand. If the meeting is not convened in accordance with the procedure stipulated above, the petitioner may himself call the meeting.
10. The agenda of meetings of the Supervisory Board shall be stipulated by the convener and, along with any relevant materials, be sent to members of the Supervisory Board three (3) days before the planned date of the meeting unless circumstances arise to justify shortening this period.
11. The agenda of meetings of the Supervisory Board may only be changed or supplemented.
12. Meetings of the Supervisory Board should be convened at least four times in each financial year.
13. Resolutions of the Supervisory Board shall be adopted by a majority of the votes present. Where there is a tie the chairman shall have the deciding vote.
14. A resolution of the Supervisory Board shall be valid where all its members have been invited and where more than half the members of the Supervisory Board, including the chairman or vice-chairman of the Supervisory Board, are present.
15. Provided all members of the Supervisory Board express their written agreement to this, resolutions of the Supervisory Board may be adopted by written ballot without a meeting being convened.
16. Meetings of the Supervisory Board may also be conducted using resources for remote communication, such as the telephone, facsimile machines, electronic mail and teleconferencing, by using the Internet in another manner and by the use of other telecommunications resources.
17. Members of the Supervisory Board may take part in voting on resolutions of the Supervisory Board by voting in writing via another member of the Supervisory Board.
18. The mode of voting on resolutions by the Supervisory Board specified above is not acceptable in the matters set out in art. 388 paragraph 4 of the Polish Commercial Companies Code. These are:
  - a) The selection of the chairman and vice-chairman of the Supervisory Board,
  - b) The appointment and dismissal of a member of the Management Board,
  - c) The suspension of a member of the Management Board
19. Members of the Management Board may take part in meetings of the Supervisory Board. The Management Board shall be informed of all dates and agendas of meetings of the Supervisory Board.

20. The Supervisory Board may invite members of the Management Board to take part in a meeting.
21. At each of its meetings the Supervisory Board shall be informed by the company of the current individual and consolidated financial results of the company and of significant matters concerning the company's operations. Where this is justified by the company's situation, this shall include the risk associated with operations and ways to manage this risk.
22. Members of the Management Board shall not take part in those sections of meetings of the Supervisory Board which concern the dismissal, scope of responsibility, or pay and conditions of Management Board members.
23. Meetings of the Supervisory Board shall be minuted. The minutes should include the agenda for debate, the name and surname of all the Supervisory Board members present and the results of the votes on resolutions.
24. The Supervisory Board conducts the overall supervision of the company's operations.
25. The specific competences of the Supervisory Board are as follows:
- a) Assessing the company's annual financial statement and the consolidated financial statement of the Comarch capital group;
  - b) Assessing the Management Board's reports on the company's operations and on the Comarch capital group and, in addition, assessing the Management Board's conclusions on distributing profits and covering losses;
  - c) Submitting a written report containing the information required by points a) and b) of the present section;
  - d) Scrutinizing the work of the Management Board in effecting resolutions adopted at the Annual General Shareholders' Meeting;
  - e) Selecting statutory auditors for the financial statements of the company and of the Comarch capital group. The Supervisory Board may adopt a resolution to apply stricter criteria for the statutory auditor's independence than are demanded by the legal regulations;
  - f) Appointing and dismissing members of the Management Board, stipulating the compensation attracted by performing the function of member of the Management Board, suspending – for substantial reasons – individual members, or all members, of the Management Board, designating members of the Supervisory Board to temporarily perform the functions of members of the Management Board, or suspending the Management Board itself;
  - g) Giving consent to increase share capital within the context of authorized capital;
  - h) Giving consent to acquire and dispose of real estate or shares in real estate;
  - i) Giving consent to conclude an agreement with an issue underwriter in accordance with the provisions set out in art. 433 paragraph 3 of the Polish Commercial Companies Code;
  - j) Exercising, in respect of members of the Management Board and on behalf of the company, rights and privileges arising from an employment relationship;
  - k) Approving the company's growth strategy;
  - l) Expressing its opinion on draft resolutions for the Annual General Shareholders' Meeting sent to it by the Management Board and shareholders.
26. Once every year the Supervisory Board must adopt a resolution in the matter of its assessment of the company's situation. This document shall be passed on to the Annual General Shareholders' Meeting.
27. To aid it in performing its function, the Supervisory Board has the right to see all the company's documents and may demand reports and explanations from the Executive Board and from company employees. The Supervisory Board may also conduct a review of the state of the company's assets.
28. The Supervisory Board operates as a collective body but may, however, delegate its individual members to particular supervisory activities.
29. Members of the Supervisory Board should hold the interests of the company as their highest priority.
30. Members of the Supervisory Board shall be bound to inform other members of the Supervisory Board of any conflict of interest arising and, following this, not take part in the debate concerning the matter that is subject to a conflict of interest. Where it is uncertain whether a conflict of interest has arisen, the Supervisory Board shall vote on a resolution to resolve this uncertainty.
31. Members of the Supervisory Board shall keep secret all information they acquire in the course of their duties concerning the company's activities and the activities of companies within the Comarch capital group.
32. Within fourteen days of their selection a member of the Supervisory Board shall make a written submission of any economical, familial or other involvements with a shareholder holding

five per cent or more of the votes at the Annual General Shareholders' Meeting. The Management Board shall inform the Supervisory Board in writing at that board's next meeting of any case where any entity acquires five per cent or more of the votes at the Annual General Shareholders' Meeting. Where information of this nature is passed to them, the members of the Supervisory Board shall submit – within fourteen days of the sitting of the Supervisory Board at which they were informed – written information concerning any conflict of interest arising. Should the involvements referred to in the present section change, members of the Supervisory Board are obliged – without summoning the company to meet – to provide details of these changes within fourteen days.

33. Members of the Supervisory Board delegated to long-term, individual supervisory duties may not, unless the company gives permission, involve themselves in competing business interests or participate in the business of a competitor company as a partner or associate, or as a member of a body of a joint-stock company. Further, they may not participate in the business of a competitor company in a different legal personality as a member of a company body. Additionally, members of the Supervisory Board are forbidden to participate in a competitor capital group where they hold ten per cent or more of the shares or participation rights, or where they enjoy the right to appoint at least one member of the Management Board.

34. Permission for members of the Supervisory Board delegated to long-term, individual supervisory duties to pursue competing commercial interests shall be granted according to a decision of the Supervisory Board.

35. Duties and Responsibilities of members of the Supervisory Board:

a) Members of the Supervisory Board shall inform the company and Financial Supervision Authority when they or related persons, on their own account, acquire or dispose of shares in the company or when they acquire or dispose of shares in a company, derivatives related to the company's shares and other financial instruments related to these securities, admitted to regulated stock exchange or being in the process of seeking admission to such trading, where this exceeds 5000 EURO in one year or a transaction exceeds 5000 EURO. Members of the Supervisory Board shall submit this information within five working days of the date of transaction. Whenever the sum of transactions, mentioned in the section 1, do not exceed 5000 EURO in one year, providing the information mentioned in the section 1 shall be done by 31 January of the year following the year of the transaction.

b) Members of the Supervisory Board delegated to long-term supervisory tasks shall submit a monthly, written report detailing their activities to the Supervisory Board.

c) Members of the Supervisory Board should not resign their positions in mid-term where this would make it impossible for the Supervisory Board to function or where, especially, this would delay the adoption of vital resolutions.

d) Members of the Supervisory Board shall receive compensation according to terms stipulated by the Annual General Shareholders' Meeting.

e) Two members of the Supervisory Board shall participate in the debates at the Annual General Shareholders' Meeting. Members of the Supervisory Board shall themselves select these delegates to represent the Board at the Annual General Shareholders' Meeting.

f) Members of the Supervisory Board should make all efforts to participate in Supervisory Board meetings.

g) Members delegated to long-term, individual supervisory tasks have the right to participate in meetings of the Management Board.

36. The compensation for members of the Supervisory Board delegated to long-term, individual supervisory tasks shall be stipulated by the Supervisory Board.

37. The company shall cover the costs of the Supervisory Board's operation.

38. The Supervisory Board shall use the company's office space, equipment and material.

39. The company's Management Board shall provide the Supervisory Board with administrative and technical support.

## Audit Committee

According to a resolution of the Supervisory Board, a new Audit Committee was called and all members of the Supervisory Board became members. According to information possessed by the company, four members of the Audit Committee fulfil independency conditions and at least one of them is qualified in accountancy and financial review.

Tasks of the Audit Committee are, in particular:

- 1) Monitoring the process of financial reporting;
- 2) Monitoring the effectiveness of internal control systems, internal audits and risk management;
- 3) Monitoring financial reviews;
- 4) Monitoring the independency of the export auditor and the entity entitled to audit financial statements;
- 5) The Audit Committee make recommendations to the Supervisory Board or to an alternate supervisory organisation in relation to the entity entitled to audit financial statements.

Comarch SA provides the Audit Committee with information related to the accountancy policy, finance, company's operating activity and information on settlement methods of significant one-off events. On the Audit Committee's request, the Finance Director participates in its meetings.

### B) Members of Comarch S.A.'s Management Board as at 31<sup>st</sup> December, 2012:

Name and surname	Position
Janusz Filipiak	President of the Management Board
Piotr Piątosza	Vice-President of the Management Board
Paweł Prokop	Vice-President of the Management Board
Piotr Reichert	Vice-President of the Management Board
Konrad Tarański	Vice-President of the Management Board
Zbigniew Rymarczyk	Vice-President of the Management Board
Marcin Warwas	Vice-President of the Management Board

The Management Board leads the affairs of the company and operates according to the provisions of the Polish Commercial Companies Code, the company's Statute, resolutions of the Supervisory Board, resolutions of the Annual General Shareholders' Meeting, the Rules for the Management Board dated 15<sup>th</sup> of February, 2010 (update of document dated 30<sup>th</sup> of June, 2003) and to the generally binding legal regulations. The detailed operations of the Management Board were presented in the above-mentioned documents.

### The most important rules included in the Rules for the Management Board are:

1. The Management Board performs its functions jointly and takes resolutions at meetings of the Management Board and in the manner stipulated below.
2. Meetings of the Management Board shall be held at least once every month. In 2012 all meetings of the Management Board were held on the company's premises at Al. Jana Pawła 41e in Krakow.
3. A meeting of the Management Board shall be called by the President of the Management Board or, in his absence, a member of the Management Board acting as the President of the Management Board.
4. Where all members of the Management Board are present at a meeting of the Management Board, a meeting of the Management Board may be called informally.
5. The President of the Management Board or, in his absence, the person acting as President of the Management Board, may call a meeting of the Management Board at the request of any member of that Board and with the agenda specified by the member making the request. Meetings of the Management Board called in this way shall, however, not be restricted exclusively to this agenda and may consider other items placed on the agenda.
6. Meetings of the Management Board shall be chaired by the President of the Management Board, a person acting as the President of the Management Board or a person nominated by the President of the Management Board.
7. The Management Board shall take decisions in the form of resolutions adopted by open vote.
8. The chairman shall order a secret vote where even one member of the Management Board taking part in the meeting requests this.

9. Resolutions shall be adopted by an absolute majority of votes.
10. A resolution adopted at a meeting of the Management Board is valid only where at least four members of the Management Board, including the President of the Management Board or the person acting as the President of the Management Board, are present.
11. The Management Board may adopt a resolution outside meetings of the Management Board in the following ways:
- a) By written vote – in this case each member of the Management Board votes in writing and gives this to the President of the Management Board or to the person acting as President of the Management Board;
  - b) By written vote – each member of the Management Board signs the contents of the resolution and gives this to the President of the Management Board or to the person acting as the President of the Management Board;
  - c) Voting by facsimile or Internet.
  - d) Votes cast in the manner set forth in a-c) shall be recorded in the book of resolutions and appended to the minutes of the meeting of the Management Board.
  - e) Where adopted in the manner set out in point c), a resolution shall require the votes of all members of the Management Board to be valid.
12. Non-members of the Management Board may be invited to attend its meetings.
13. All meetings of the Management Board require that minutes be taken. These should include at least:
- a) The date and place of the meeting.
  - b) The agenda of the meeting.
  - c) The names and surnames of the members of the Management Board present at the meeting.
  - d) The names and surnames of people invited to the meeting of the Management Board and present at the meeting.
  - e) The exact content of resolutions.
  - f) The number of votes cast for and against resolutions including the number of abstentions.
  - g) The subjects discussed.
  - h) A written record of dissenting opinions expressed.
  - i) The signatures of the members of the Management Board present at the meeting.
14. The minutes of Management Board meetings shall be kept in the Minutes Book. The Minutes Book shall be maintained by the CEO secretariat.
15. The minutes of Management Board meetings shall be drawn up immediately by CEO secretariat.
16. Where there is a direct or indirect conflict between the interests of a member of the Management Board and those of the company, that member shall inform the company's Supervisory Board that this is the case.
17. Two members of the Management Board shall participate in the debates of the Annual General Shareholders' Meeting. Members of the Management Board shall themselves decide on which of their number should represent them at the Annual General Shareholders' Meeting.

#### **11. A Description of the Basic Features of the Internal Control and Risk Management Systems the Issuer Uses and How These Relate to the Process of Preparing the Financial Statements**

The company's Management Board is responsible for the company's accounting in accordance with the Act on Accounting of 29 September (Journal of Laws No. 121, item 591 with amendments) and compliant with the requirements specified in the Regulation issued by the Minister of Finance on 18<sup>th</sup> of October, 2005 concerning information presented in financial statements and consolidated financial statements, required in a prospectus for issuers with its registered seat in Poland, to whom Polish accounting principles are proper ones (Journal of Laws No. 209 pos. 1743) and the Regulation issued by the Minister of Finance on 19<sup>th</sup> of February, 2009 concerning current and periodical information pertaining to companies traded on the stock exchange, as well as conditions for recognizing the equivalence of information required by legal regulations binding in a country which is not a member state (Journal of Laws No. 33 pos. 259).

When preparing financial statements and consolidated financial statements internal control and risk management at Comarch S.A. are effected in accordance with the company's internal procedures for drawing up and approving financial statements. In accordance with the Act on Accounting of 29<sup>th</sup> of September, 1994, the company maintains documents describing the accounting principles it has adopted. These include, but are not limited to, information on the methods for valuing assets, for valuing equity and liabilities, for determining the financial

result, for maintaining the accounting ledgers and for the protection and security of data and sets of data. The accounting for all economic events is computerized and uses a system called EGERIA. This system is protected against unauthorized access and access limitations set according to the function a person performs or the post a person occupies.

Both financial statements and consolidated financial statements are prepared jointly by people working in control, the finance department and accountancy under the authority of the Head Accountant and Chief Financial Officer. Financial statements and consolidated financial statements are audited by an expert auditor elected by the company's Supervisory Board, and biannual financial statements are reviewed by an independent auditor.

### **The Management Board's statement regarding the independent auditor**

The Management Board of Comarch S.A. states that the entity entitled to audit financial statements, that audited the annual consolidated financial statement for the year 2012 was selected compliant with the law and that the entity and expert auditors who audited this statement perform under conditions to provide an unbiased and independent opinion on the audited annual consolidated financial statement, compliant with the national law.

Krakow, 30<sup>th</sup> of April, 2013

<b>Janusz Filipiak</b> President of the Management Board	<b>Piotr Piątosza</b> Vice-President of the Management Board	<b>Paweł Prokop</b> Vice-President of the Management Board
<b>Piotr Reichert</b> Vice-President of the Management Board	<b>Zbigniew Rymarczyk</b> Vice-President of the Management Board	<b>Konrad Tarański</b> Vice-President of the Management Board
<b>Marcin Warwas</b> Vice-President of the Management Board		

## The Management Board's statement regarding the reliability of the financial statement

The Management Board of Comarch S.A. states that to the best of our knowledge, the annual financial statement for the year 2012 and comparable data are prepared compliant with binding accounting principles and present the true, fair and clear financial standing of the issuer and its financial results. Furthermore, the annual report regarding the issuer's activities truly describes the development image and achievements as well as the issuer's situation including basic threats and risk.

Krakow, 30<sup>th</sup> of April, 2013

<b>Janusz Filipiak</b> President of the Management Board	<b>Piotr Piątosza</b> Vice-President of the Management Board	<b>Paweł Prokop</b> Vice-President of the Management Board
<b>Piotr Reichert</b> Vice-President of the Management Board	<b>Zbigniew Rymarczyk</b> Vice-President of the Management Board	<b>Konrad Tarański</b> Vice-President of the Management Board
<b>Marcin Warwas</b> Vice-President of the Management Board		