

FINANCIAL SUPERVISION AUTHORITY

Consolidated Quarterly Report Qsr **4 / 2013**

quarter / year

(pursuant to §82 sec.2 and §83 sec. 1 of the Regulation issued by the Minister of Finance on 19 Feb. 2009 - Journal of Laws No. 33 Item 259) for issuers of securities managing production, construction, trade or services activities

for <u>4</u> quarter of financial year <u>2013</u>	from <u>2013-01-01 to 2013-12-31</u>
including consolidated financial statement according to	International Financial Reporting Standards (IFRS)
in currency	PLN
and summary of financial statement according to	Act on Accounting (Journal of Laws 09.152.1223)
in currency	PLN
date of publication	2014-02-28

COMARCH SA	
(full name of an issuer)	
COMARCH	Information Technology (IT)
(abbreviated name of issuer)	(sector according to WSE classification)
31-864	Kraków
(postal code)	(city)
Al. Jana Pawła II	39A
(street)	(number)
012 646 10 00	012 646 11 00
(telephone number)	(fax number)
investor@comarch.pl	www.comarch.pl
(e-mail)	(www)
677-00-65-406	350527377
(NIP)	(REGON)

SELECTED FINANCIAL DATA	thousands of PLN		thousands of EURO	
	Q1-Q4 2013	Q1-Q4 2012	Q1-Q4 2013	Q1-Q4 2012
DATA RELATED TO THE CONSOLIDATED FINANCIAL STATEMENT				
I. Revenues from sales	939,229	883,876	223,043	211,778
II. Operating profit (loss)	29,392	30,767	6,980	7,372
III. Profit before income tax	31,691	39,737	7,526	9,521
IV. Net profit attributable to shareholders of parent company	25,557	40,660	6,069	9,742
V. Net cash flows from operating activities	102,995	67,147	24,459	16,089
VI. Net cash flows from investing activities	-62,990	-115,533	-14,959	-27,682
VII. Net cash flows from financing activities	-13,799	1,231	-3,277	295
VIII. Change in net cash flows	26,206	-47,155	6,223	-11,298
IX. Number of shares	8,051,637	8,051,637	8,051,637	8,051,637
X. Earnings (losses) per single share (PLN/EURO)	3.17	5.05	0.75	1.21
XI. Diluted earnings (losses) per single share (PLN/EURO)	3.15	5.05	0.75	1.21
DATA RELATED TO THE FINANCIAL STATEMENT				
XII. Net revenues from sales of products, goods and materials	637,260	666,859	151,333	159,780
XIII. Profit (loss) on operating activities	48,918	62,392	11,617	14,949
XIV. Gross profit (loss)	45,831	43,616	10,884	10,450
XV. Net profit (loss)	43,548	41,604	10,342	9,968
XVI. Net cash flows from operating activities	113,831	62,711	27,032	15,026
XVII. Net cash flows from investing activities	-65,474	-95,458	-15,548	-22,872
XVIII. Net cash flows from financing activities	-20,446	-4,584	-4,855	-1,098
XIX. Total net cash flow	27,911	-37,331	6,628	-8,945
XX. Number of shares	8,051,637	8,051,637	8,051,637	8,051,637
XXI. Earnings (losses) per single share (PLN/EURO)	5.41	5.17	1.28	1.24

XXII. Diluted earnings (losses) per single share (PLN/EURO)	5.36	5.17	1.27	1.24
EQUITIES				
XXIII. Equity attributable to shareholders (consolidated)	626,775	621,623	151,132	152,053
XXIV. Equity (parent company)	659,010	629,386	158,905	153,952

Euro exchange rates used for calculation of the selected financial data:

- arithmetical average of NBP average exchange rates as of the end of each month for the period 01.01.2013 to 31.12.2013: 4.2110;

- arithmetical average of NBP average exchange rates as of the end of each month for the period 01.01.2012 to 31.12.2012: 4.1736;

The balance sheet items were presented based on NBP average exchange rates as of the end of the period:

- 31.12.2013: 4.1472;

- 31.12.2012: 4.0882.

Values of equities (positions XXIII, XXIV) were presented as at the end of first twelve months of the current year and as at the end of the previous year.

When presenting selected financial data from the quarterly financial statement, it should be properly described.

Selected financial data from the consolidated balance sheet (consolidated statement regarding the financial situation) or from the balance sheet respectively (statement regarding the financial situation) is presented as of the end of the current quarter and as of the end of the previous year, and this should be properly described.

This report should be presented to the Financial Supervision Authority, the Warsaw Stock Exchange and press agency pursuant to the law.

REPORT INCLUDES:

File	Description
Qsr_4_2013.pdf	Qsr 4 2013

SIGNATURES			
Date	Name and surname	Position	Signature
2014-02-28	Konrad Tarański	Vice-president of the Management Board	
2014-02-28	Maria Smolińska	Proxy	

**Comarch Capital Group
Consolidated Financial Statement
for the period from 1 January 2013 to 31 December 2013**

COMARCH

Statement in accordance with the International Financial Reporting Standards

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I. Consolidated Balance Sheet

	Note	At 31 December 2013	At 31 December 2012
ASSETS			
Non-current assets			
Property, plant and equipment	3.2	360,056	357,715
Goodwill	3.3	44,061	44,061
Other intangible assets	3.4	79,714	96,401
Non-current prepayments		904	904
Investments in associates	3.5	49	244
Other investments		106	48
Deferred income tax assets	3.15	27,407	27,791
Other non-current receivables		1,639	1,844
		513,936	529,008
Current assets			
Inventories	3.6	51,205	62,307
Trade and other receivables	3.9	358,813	399,840
Current income tax receivables		1,497	408
Long-term contracts receivables	3.12	32,936	10,165
Available-for-sale financial assets	3.7	6,685	1,616
Other financial assets at fair value – derivative financial instruments	3.8	1,644	1,059
Interest and shares		112	22
Cash and cash equivalents		167,713	142,318
		620,605	617,735
TOTAL ASSETS		1,134,541	1,146,743
EQUITY			
Capital and reserves attributable to the company's equity holders			
Share capital	3.10	8,051	8,051
Other capitals		145,205	142,332
Exchange differences		2,622	3,090
Net profit for the current period		25,557	40,660
Retained earnings		445,340	427,490
		626,775	621,623
Minority interest		11,320	3,319
Total equity		638,095	624,942
LIABILITIES			
Non-current liabilities			
Credit and loans	3.13	110,751	94,892
Provision for deferred income tax	3.15	38,389	41,575
Other liabilities		308	-
		149,448	136,467
Current liabilities			
Trade and other payables	3.11	189,194	232,316
Current income tax liabilities		6,747	7,323
Long-term contracts liabilities	3.12	33,320	17,045
Credit and loans	3.13	20,700	36,325
Financial liabilities	3.8	-	180
Provisions for other liabilities and charges	3.16	97,037	92,145
		346,998	385,334
Total liabilities		496,446	521,801
TOTAL EQUITY AND LIABILITIES		1,134,541	1,146,743

II. Consolidated Income Statement

	Note	Q4 2013	12 months ended 31 December 2013	Q4 2012	12 months ended 31 December 2012
Revenue		314,046	939,229	362,555	883,876
Cost of sales		(226,233)	(733,270)	(273,108)	(688,379)
Gross profit		87,813	205,959	89,447	195,497
Other operating income		2,793	11,415	4,637	16,299
Sales and marketing costs		(31,070)	(99,008)	(28,874)	(85,396)
Administrative expenses		(26,282)	(74,308)	(25,989)	(73,295)
Other operating expenses		(3,945)	(14,666)	(7,463)	(22,338)
Operating profit		29,309	29,392	31,758	30,767
Finance revenue -net		1,240	2,337	(253)	8,993
Share of profit / (loss) of associates		(196)	(38)	1	(23)
Profit before income tax		30,353	31,691	31,506	39,737
Income tax expense		(7,747)	(8,006)	(2,977)	(2,485)
Net profit for the period		22,606	23,685	28,529	37,252
Attributable to:					
Shareholders of the parent company		22,940	25,557	29,795	40,660
<i>Interests not entitled to control</i>		<i>(334)</i>	<i>(1,872)</i>	<i>(1,266)</i>	<i>(3,408)</i>
		22,606	23,685	28,529	37,252
Earnings per share for profit attributable to the shareholders of the parent company during the period (expressed in PLN per share)					
- basic	3.18		3.17		5.05
- diluted	3.18		3.15		5.05

III. Total Income Consolidated Statement

	Q4 2013	12 months ended 31 December 2013	Q4 2012	12 months ended 31 December 2012
Net profit for the period	22,606	23,685	28,529	37,252
Other total income				
Currency translation differences from currency translation in related parties	356	(471)	(184)	(3,557)
Total other total income	356	(471)	(184)	(3,557)
Sum of total income for the period	22,962	23,214	28,345	33,695
Attributable to the parent company's shareholders	23,299	25,089	29,478	37,155
Attributable to the interests not entitled to control	(337)	(1,875)	(1,133)	(3,460)

IV. Consolidated Statement of Changes in Shareholders' Equity

	Attributable to the shareholders of the parent company					Capitals attributable to interests not entitled to control	Total equity
	Share capital	Other capitals	Exchange differences	Net profit for the current period	Retained earnings		
Balance at 1 January 2012	8,051	142,007	6,595	36,257	407,444	9,497	609,851
Transferring result for 2011	-	-	-	(36,257)	36,257	-	-
Dividend paid	-	-	-	-	(14,760)	-	(14,760)
Changes in ownership structures in MKS Cracovia SSA, CA Consulting SA and Comarch R&D S.à r.l.	-	-	-	-	1,679	(1,679)	-
Equity from taking over shares not giving control	-	-	-	-	(3,130)	(1,039)	(4,169)
Capital from valuation of the managerial option	-	325	-	-	-	-	325
<i>Currency translation differences¹</i>	-	-	(3,505)	-	-	(52)	(3,557)
<i>Profit for the period²</i>	-	-	-	40,660	-	(3,408)	37,252
Total income recognised in equity (1+2)	-	-	(3,505)	40,660	-	(3,460)	33,695
Balance at 31 December 2012	8,051	142,332	3,090	40,660	427,490	3,319	624,942
Balance at 1 January 2013	8,051	142,332	3,090	40,660	427,490	3,319	624,942
Transferring result for 2012	-	-	-	(40,660)	40,660	-	-
Dividend paid	-	-	-	-	(13,103)	-	(13,103)
Capital from acquisition of shares	-	-	-	-	-	169	169
Changes in shareholding structure	-	-	-	-	(9,707)	9,707	-
Capital from valuation of the managerial option	-	2,873	-	-	-	-	2,873
<i>Currency translation differences¹</i>	-	-	(468)	-	-	(3)	(471)
<i>Profit for the period²</i>	-	-	-	25,557	-	(1,872)	23,685
Total income recognised in equity (1+2)	-	-	(468)	25,557	-	(1,875)	23,214
Balance at 31 December 2013	8,051	145,205	2,622	25,557	445,340	11,320	638,095

Dividend in total amount of 13.1 million PLN includes dividend in the amount of 12.08 million PLN paid by parent company to its shareholders on originally scheduled day, i.e. on the 19th of August, 2013, and dividend in the amount of 0.29 million PLN paid by CASA Management and Consulting sp. z o.o. SK-A on the 11th of July, 2013, and other dividends in the amount of 0.74 million PLN paid on the 23rd of August, 2013 by subsidiaries to general partners outside Group.

V. Consolidated Cash Flow Statement

	12 months ended 31 December 2013	12 months ended 31 December 2012
Cash flows from operating activities		
Net profit (loss)	23,685	37,252
Total adjustments	89,786	37,813
Share in net (gains) losses of related parties valued using the equity method of accounting	38	23
Depreciation	64,441	53,326
Exchange gains (losses)	(2,389)	(2,379)
Interest and profit-sharing (dividends)	2,251	(3,308)
(Profit) loss on investing activities	(355)	(1,384)
Change in inventories	11,814	(14,412)
Change in receivables	25,770	(41,848)
Change in liabilities and provisions excluding credits and loans	(13,182)	45,334
Other adjustments	1,398	2,461
Net profit less total adjustments	113,471	75,065
Income tax paid	(10,476)	(7,918)
Net cash from operating activities	102,995	67,147
Cash flows from investing activities		
Purchases of property, plant and equipment	(39,718)	(67,836)
Proceeds from sale of property, plant and equipment	1,290	-
Purchases of intangible assets	(14,792)	(28,727)
Proceeds from disposal of investment in real estates and intangible assets	26	183
Expenses for purchase of financial assets	(6,458)	(24,919)
Expenses for investment in real estates	(19)	(22)
Proceeds from sales of available-for-sale financial assets	-	803
Granted non-current loans	(9,013)	(1,112)
Paid non-current loans	2,440	909
Interest	1,954	3,313
Other proceeds from financial assets	1,530	1,629
Other investment proceeds	791	421
Other investment expenses	(1,021)	(175)
Net cash used in investing activities	(62,990)	(115,533)
Cash flows from financing activities		
Proceeds from credits and loans	75,955	33,442
Repayments of credits and loans	(72,688)	(13,102)
Interest	(3,998)	(3,997)
Dividends and other payments to owners	(12,077)	(12,077)
Expenses due to profit sharing but other than those to owners	(1,026)	(2,603)
Other financial proceeds	215	4
Other financial expenses	(180)	(436)
Net cash (used in)/generated from financing activities	(13,799)	1,231
Net change in cash, cash equivalents and bank overdrafts	26,206	(47,155)
Cash, cash equivalents and bank overdrafts at beginning of the period	142,269	192,896
Positive (negative) exchange differences in cash and bank overdrafts	(1,317)	(3,472)
Cash, cash equivalents and bank overdrafts at end of the period	167,158	142,269
- including limited disposal	2,079	969

VI. Supplementary Information

1. Information about Group Structure and Activities

The basic activities of the Comarch Group (the "Group"), in which Comarch S.A. with its registered office in Krakow at Al. Jana Pawła II 39 A is the parent company, 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, The Eleventh Economic Division of the National Court Register. The company's KRS number is 0000057567. Comarch S.A. holds the dominant share in Group regarding realised revenues, value of assets and number and volume of executed contracts. Comarch S.A. shares are admitted to public trading on the Warsaw Stock Exchange. The duration of the parent company is not limited.

1.1 Organisational Structure of Comarch Group

On 31st of December, 2013, 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% votes held by Comarch SAS, 30% 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%),
- Comarch UK Ltd. with its registered office in London in United Kingdom (100%),
- Comarch Chile SpA with its registered office in Santiago in Chile (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%),
- 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 (38.57% votes held by CCF FIZ; 61.43% 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% votes held by CCF FIZ),
- Bonus Development sp. z o.o. II Koncept SK-A with its registered office in Krakow in Poland (100% 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),
 - 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 Luzern in Switzerland (100% subsidiary of CASA Management and Consulting sp. z o.o. SK-A),
 - CAMS AG with its registered office in Luzern in Switzerland (51% subsidiary of CASA Management and Consulting sp. z o.o. SK-A),
- Opso sp. z o.o. with its registered office in Krakow in Poland (100%),
- MKS Cracovia SSA with its registered office in Krakow in Poland (66.11%).

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

On 31st of December, 2013, 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 (18.52% votes held by CCF FIZ).

The associated companies are not consolidated. Shares are valued with equity method.

1.2 Activities Structure in the Comarch Group

The structure of activities of the Comarch Group is as follows:

- The parent company Comarch S.A. acquires the majority of contracts and in large part executes them;
- Comarch AG, Comarch S.A.S., Comarch R&D S.à r.l., Comarch Luxembourg S.à r.l., Comarch, Inc., Comarch Panama, Inc., Comarch Canada, Corp., Comarch Middle East FZ-LLC, Comarch LLC, OOO Comarch, Comarch Oy, Comarch UK and Comarch Chile SpA acquire IT contracts in foreign markets and execute them in their entirety or in part;
- SouthForge sp. z o.o. and Comarch Polska S.A. acquire IT contracts in domestic and foreign markets and execute them in their entirety or in part;
- CA Consulting S.A. specialises in data communications relating to the provision of connections for the own needs of the Comarch Group, as well as the provision of IT and consulting services for the own needs of the Comarch S.A. and for Comarch's contractor;
- Comarch Software und Beratung AG is an important provider of ERP and an integrator of IT solutions in Germany. Activities of Comarch Solutions GmbH are identical as activities of Comarch Software und Beratung AG;
- Comarch Swiss AG sells and implements Comarch IT solutions, especially ERP and ECM on the Swiss market,
- ESAProjekt sp. z o.o. is a leading Polish producer and complex IT solution provider for medicine sector,
- Purpose of the Comarch Corporate Finance Fundusz Inwestycyjny Zamknięty is investment activity, through its subsidiaries, in the scope of new technologies and services, as well as investment activities on capital market;
- Comarch Management sp. z o.o., Comarch Management sp. z o.o. SK-A, CASA Management and Consulting sp. z o.o. SK-A, CAMS AG, Bonus Management sp. z o.o. SK-A and Bonus Management sp. z o.o. II Activia SK-A conduct investment activities on capital market and

activities related to IT;

- The subject matter of activities of Bonus Development sp. z o.o. SK-A and Bonus Development sp. z o.o. II Koncept SK-A are activities related to real estates;
- iMed24 S.A. produces and sells IT software related to medicine, provides medical and diagnostic services;
- iReward24 S.A. produces and implements loyalty software for the customers in small and medium sized enterprises;
- Infrastruktura24 S.A. offers services related to Data Centre and IT services outsourcing,
- iComarch24 S.A. conducts IT projects related to e-accounting and e-trading, as well as provides accounting services for domestic subsidiaries in the Comarch Group;
- MKS Cracovia SSA is a sport joint stock company;
- Opso sp. z o.o. provides catering services;
- Comarch Co. Ltd (Vietnam) is under liquidation proceedings. Comarch s.r.o. and Comarch Software (Shanghai) Co. Ltd. are currently not operating.

1.3 Changes in Ownership and Organisational Structure in Q4 2013

On the 1st of October, 2013, an increase in Bonus Development sp. z o.o II Koncept SK-A's share capital was registered up to the amount of PLN 91,863.00.

On the 17th of October, 2013, an increase in Bonus Management sp. z o.o II Activia SK-A's share capital was registered up to the amount of PLN 1,542,700.00.

On the 25th of October, 2013, Extraordinary Annual General Meeting of Comarch Management sp. z o.o. passed a resolution on an increase in the company's share capital to PLN 250,000.00. On the 2nd of December, 2013, pursuant to a decision of the District Court for Krakow-Śródmieście, the Eleventh Economic Division of the National Court Register, the increase was registered.

On the 18th of November, 2013, Comarch S.A.'s Management Board announced that the bankruptcy proceedings of SoftM France S.à r.l. was completed (current report no. 24/2013 dated the 18th of November, 2013).

On the 11th of December, 2013, an agreement was signed between Comarch S.A. and MKS Cracovia SSA on the purchase of MKS Cracovia SSA series G shares (current report no. 27/2013 dated the 11th of December, 2013). The capital was paid in total on the 11th of December, 2013. After the registration, Comarch S.A. will hold 66.11% votes at the company's AGM. The formal registration of the increase was on the 7th of January, 2014, however due to the fact that the increased capital was paid in total in 2013, and having in mind that there were only several days delay after the balance sheet date, caused by technical issues, in formal registration, as well as there were no basis for payment of dividend, economic effects of the increase were included in the financial statement as at the 31st of December, 2013.

On the 17th of December, 2013, an agreement for purchase of shares by Bonus Management sp. z o.o. Activia SK-A in the increased share capital of SolInteractive S.A. After registration of the increase in share capital of SolInteractive S.A., Bonus Management sp. z o.o. Activia SK-A will hold 11.27% and CCF FIZ 16.10% of votes at the company's AGM. The increased share capital was paid in total on the 17th of December, 2013. The registration has not been done as of the date of this report publication.

On the 20th of December, 2013, pursuant to a decision of the District Court for Krakow-Śródmieście, the Eleventh Economic Division of the National Court Register a decrease from PLN 168,868 to PLN 90,110 in the share capital of Comarch Management sp. z o.o. SK-A was registered.

1.4 Changes in Ownership and Organisational Structure after the Balance Sheet Date

On the 7th of January, 2014, pursuant to a decision of the District Court for Krakow-Śródmieście in Krakow, the Eleventh Economic Division of the National Court Register, an increase in share capital of MKS Cracovia SSA from PLN 19,560,100.00 to PLN 21,840,100.00 was registered. As a consequence, Comarch S.A. holds 66.11% of shares in the share capital of MKS Cracovia

SSA which entitle to 66.11% of votes at the company's general meeting (current report no. 4/2014 dated the 28th of January, 2014).

On the 24th of January, 2014, pursuant to a decision of the District Court for Krakow-Śródmieście in Krakow, the Eleventh Economic Division of the National Court Register, an increase in share capital of iMed24 S.A. from PLN 2,450,000.00 to PLN 2,850,000.00 was registered. On the 17th of February, 2014, Extraordinary General Meeting of iMed24 S.A. passed the resolution on an increase in share capital to the amount of PLN 3,250,000.

With the notarial deed of the 6th of February, 2014, Capital Advisors S.A., a joint stock company was established. Comarch S.A. holds 21.43% of the share capital (15.79% of votes at the company's AGM) and CAMS AG holds 42.86% of the share capital (31.58% of votes at the company's AGM).

As of the 17th of February, 2014, an agreement for purchase of 15,943 own shares by Comarch Management sp. z o.o. SK-A from CCF FIZ to be redeemed was signed.

2. Description of the Applied Accounting Principles

This unaudited Condensed Interim Consolidated Financial Statement of Group for the twelve months ended the 31st of December, 2013 and comparable data (the "Interim Consolidated Financial Statement") are prepared in accordance with International Accounting Standard ("IAS") 34 and with all accounting standards applicable to interim financial reporting adopted by the European Union, issued and effective as at the date of preparing the Condensed Interim Consolidated Financial Statement.

This Interim Consolidated Financial Statement does not include all information and disclosures that are obligatory in annual financial statements, therefore should be read in conjunction with the audited Comarch Capital Group IFRS Consolidated Financial Statement for the period from 1st of January, 2012 until 31st of December, 2012 ("the Interim IFRS Consolidated Financial Statement").

The scope of the accounting principles and calculation methods applied in the Interim Consolidated Financial Statement does not differ from the accounting principles described in the audited Comarch Capital Group IFRS Consolidated Financial Statement for the period from 1st of January, 2012 until 31st of December, 2012 (the notes 2 and 3 of the Consolidated Financial Statement of the Comarch Group for the year ended 31st of December, 2012).

The Interim Consolidated Financial Statement includes the consolidated balance sheet, consolidated income statement, total income consolidated statement, consolidated statement of changes in shareholders' equity, consolidated cash flow statement and selected explanatory notes.

Costs that arise unevenly during the year are anticipated or deferred in the interim financial statement, only if it would also be appropriate to anticipate or defer such costs at the end of the year.

This Interim Consolidated Financial Statement is prepared in thousands of Polish zloty ("PLN") and was authorised for issuance by the Management Board on 28th of February, 2014.

Standards and interpretations applied in 2013 for the first time

The following amendments to standards issued by the International Accounting Standards Board and approved by the European Union ("EU") were effective in 2013:

- **IFRS 13 "Fair Value Measurement"**-they were approved by the EU on 11th of December, 2012 (effective for annual periods beginning on or after 1st of January, 2013),

- **Amendments to IFRS 1 “First-time Adoption of IFRS”** - Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters. They were approved by the EU on the 11th of December, 2012 (effective for annual periods beginning on or after 1st of January, 2013),
- **Amendments to IFRS 1 “First-time Adoption of IFRS”** – Government Loans. They were approved by the EU on 4th of March, 2013 (effective for annual periods beginning on or after 1st of January, 2013),
- **Amendments to IFRS 7 “Financial Instruments - Disclosures”** – offsetting financial assets and financial liabilities. They were approved by the EU on the 13th of December, 2012 (effective for annual periods beginning on or after 1st of January, 2013),
- **Amendments to IAS 1 “Presentation of Financial Statements”**-sets out items in total income. They were approved by the EU on 5th of June, 2012 (effective for annual periods beginning on or after 1st of July, 2012),
- **Amendments to IAS 12 “Income Tax”** - Income Deferred Tax: Recovery of Underlying Assets. They were approved by the EU on the 11th of December, 2012 (effective for annual periods beginning on or after 1st of January, 2013),
- **Amendments to IAS 19 “Employee Benefits”** - Improvements to the Accounting for Post-employment Benefits. They were approved by the EU on 5th of June, 2012 (effective for annual periods beginning on or after 1st of January, 2013),
- **Amendments to various standards “Annual Improvements (2012)”** - adopted within the frame of annual improvements process, and issued on the 17th of May, 2012 (IFRS 1, IAS 1, IAS 16, IAS 32 and IAS 34). The purpose of these annual improvements is to clarify guidance or wording. They were approved by the EU on 27th of March, 2013. They are mostly applicable for reporting periods beginning on or after 1st of January, 2013,
- **Interpretation of IFRIC 20 “Stripping Costs in the Production Phase of a Surface Mine”**. They were approved by the EU on 11th of December, 2012 (effective for annual periods beginning on or after 1st of January, 2013).

The accounting standards mentioned above and the interpretations and changes to standards presented above did not affect the company's accounting policy.

Standards and interpretations issued and approved by the European Union but not yet effective

As at the balance sheet date, the Comarch Group has not applied the following standards, changes to standards and the interpretations issued and approved by the European Union but not yet effective:

- **IFRS 10 “Consolidated Financial Statements”**- they were approved by the EU on 11th of December, 2012 (effective for annual periods beginning on or after 1st of January, 2014),
- **IFRS 11 “Joint Arrangements”**- they were approved by the EU on 11th of December, 2012 (effective for annual periods beginning on or after 1st of January, 2014),
- **IFRS 12 “Disclosure of Interests in Other Entities”**-they were approved by the EU on 11th of December, 2012 (effective for annual periods beginning on or after 1st of January, 2014),
- **IAS 27 (amended in 2011) “Separate Financial Statements”**-they were approved by the EU on 11th of December, 2012 (effective for annual periods beginning on or after 1st of January, 2014),

- **IAS 28 (amended in 2011) “Investments in Associates and Joint Ventures”** - they were approved by the EU on 11th of December, 2012 (effective for annual periods beginning on or after 1st of January, 2014),
- **Amendments to IFRS 10 “Consolidated Financial Statements”, IFRS 11 „Joint Arrangements” and IFRS 12 “Disclosure of Interests in Other Entities”** –commentaries related to temporary regulations. They were approved by the EU on 4th of April, 2013 (effective for annual periods beginning on or after 1st of January, 2014),
- **Amendments to IAS 32 “Financial Instruments: Presentation”** - Offsetting Financial Assets and Financial Liabilities. They were approved by the EU on 13th of December, 2012 (effective for annual periods beginning on or after 1st of January, 2014).

Standards and Interpretations adopted by IASB but not yet approved by the EU

The scope of the IFRS approved by the European Union does not differ significantly from the regulations of the International Accounting Standards Board, excluding the below-mentioned standards, changes to standards and the interpretations which were not applied as at the publication date:

- **IFRS 9 “Financial Instruments”** is applicable for reporting periods beginning on or after 1st of January, 2015,
- **Amendments to IFRS 9 “Financial Instruments” and IFRS 7 „Disclosures – Transfers of Financial Assets** – obligatory effective date and temporary regulations,
- **Amendments to IFRS 10 “Consolidated Financial Statement”, IFRS 12 “Disclosure of Interests in Other Entities” and IAS 27 “Separate Financial Statements”** – investments units (effective for annual periods beginning on or after 1st of January, 2014),
- **Amendments to IAS 36 “Impairment of Assets”** – Recoverable Amounts Disclosures for Non-Financial Assets (effective for annual periods beginning on or after 1st of January, 2014),
- **Amendments to IAS 39 “Financial Instruments: Recognition and Measurement” – Novation of Derivatives and Continuation of Hedge Accounting** (effective for annual periods beginning on or after 1st of January, 2014),
- **Interpretation of IFRIC 21 “Levies”** (effective for annual periods beginning on or after 1st of January, 2014).

According to the parent company's calculations, the accounting standards mentioned above and the interpretations and changes to standards would not have any significant impact on the financial statement if applied on the balance sheet date.

At the same time, hedge accounting regarding the portfolio of financial assets and liabilities have not been adopted by the EU.

According to the entity's estimates, application of hedge accounting for the portfolio of financial assets or liabilities pursuant to **IAS 39: “Financial Instruments: Recognition and Measurement”**, would not significantly impact the financial statements, if applied as at the balance sheet date.

The consolidated financial statement of the Comarch Group for the 12 months ended 31st of December, 2013 comprises the financial statements of the following companies:

	Relationship	Consolidation method	% held by Comarch S.A. in a subsidiary's share capital
Comarch S.A.	parent company	full	
Comarch AG	subsidiary	full	100%
Comarch Software und Beratung AG	subsidiary	full	100% held by Comarch AG *)
Comarch Solutions GmbH	subsidiary	full	100% held by Comarch Software und Beratung AG
SoftM France S.à r.l.	subsidiary	full	100% held by Comarch Software und Beratung AG
Comarch S.A.S.	subsidiary	full	100%
Comarch R&D S.à r.l.	subsidiary	full	30%, 70% held by Comarch SAS
Comarch Luxembourg S.à r.l.	subsidiary	full	100%
Comarch Inc.	subsidiary	full	100%
Comarch Panama Inc.	subsidiary	full	100% held by Comarch Inc.
Comarch Canada, Corp.	subsidiary	full	100%
Comarch Middle East FZ-LLC	subsidiary	full	100%
Comarch LLC	subsidiary	full	100%
OOO Comarch	subsidiary	full	100%
Comarch Software (Shanghai) Co. Ltd.	subsidiary	full	100%
Comarch Co., Ltd. (Vietnam)	subsidiary	full	100%
Comarch Oy	subsidiary	full	100%
Comarch UK Ltd.	subsidiary	full	100%
Comarch Chile SpA	subsidiary	full	100%
Comarch s.r.o.	subsidiary	full	100%
SouthForge sp. z o.o.	subsidiary	full	100%
CA Consulting S.A.	subsidiary	full	100%
Comarch Management sp. z o.o.	subsidiary	full	100%
Comarch Corporate Finance Fundusz Inwestycyjny Zamknięty	subsidiary	full	100% in total number of investment certificates

Comarch Management sp. z o.o. SK-A	subsidiary	full	31.36% held by CCF FIZ, 49.94% held by Comarch S.A., 18.70% purchased by Comarch Management sp. z o.o. SK-A to be redeemed
Bonus Management sp. z o.o. SK-A	subsidiary	full	100% held by CCF FIZ
Bonus Development sp. z o.o. SK-A	subsidiary	full	100% held by CCF FIZ
Bonus Management sp. z o.o. II Activia SK-A	subsidiary	full	100% held by CCF FIZ
Bonus Development sp. z o.o. II Koncept SK-A	subsidiary	full	100% held by CCF FIZ
iMed24 S.A.	subsidiary	full	100% held by CCF FIZ
Comarch Polska S.A.	subsidiary	full	100% held by CCF FIZ
iReward24 S.A.	subsidiary	full	100% held by CCF FIZ
Infrastruktura24 S.A.	subsidiary	full	100% held by CCF FIZ
iComarch24 S.A.	subsidiary	full	100% held by CCF FIZ
CASA Management and Consulting sp. z o.o. SK-A	subsidiary	full	100% held by CCF FIZ
ESAProjekt sp. z o.o.	subsidiary	full	100% held by CASA Management and Consulting sp. z o.o. SK-A
Comarch Swiss AG	subsidiary	full	100% held by CASA Management and Consulting sp. z o.o. SK-A
CAMS AG	subsidiary	full	51.00% held by CASA Management and Consulting sp. z o.o. SK-A
Opso sp. z o.o.	subsidiary	full	100%
MKS Cracovia SSA	subsidiary	full	66.11%

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

3. Notes to the Consolidated Financial Statement

3.1. Segment Information

In the Comarch Group, the business segments are basic type of operating segments, and geographical segments are the supplementary type of operating segments. The operations of Comarch's subsidiary units comprise the following types of activities:

- the sale of IT systems and services, as well as sales of IT hardware (hereinafter referred to as the "IT segment"),
- professional sports (hereinafter referred to as the "Sport segment"; MKS Cracovia SSA),
- investment activity on capital market and activity in relation with real estates investment, (hereinafter referred to as the "Investment segment"),
- activity in relation to medical services and software production, as well as medical equipment for medicine sector (hereinafter referred to as the "Medical segment").

IT segment has a dominant share in sales revenues, profits and assets. IT segment is divided into the DACH (Germany, Austria and Switzerland) market, Polish market and other markets according to the specific character of the activity in the segment.

Over 2013, Comarch Group revenue structure was as follows: 20% of annual sales were achieved in the first quarter, 22% in the second quarter, 25% in the third quarter and 33% in the fourth quarter. This revenue structure is consistent with tendency observed in IT branch.

In the Group's opinion, over 2014, Group's revenue structure will be similar to that observed in the previous year.

Revenue, costs and financial result

12 months ended 31 December 2012	IT Segment			Investment Segment	Sport Segment	Medicine Segment	Eliminations	Total
	Polish market	DACH market	Other markets					
Revenues per segment-sales to external clients	584,990	223,524	76,120	3,157	12,205	9,172	-	909,168
<i>including:</i>								
<i>revenues from sales</i>	568,124	221,009	75,065	342	11,342	7,994	-	883,876
<i>To customers in Telecommunication, Media, IT sector</i>	79,698	91,154	31,479	-	-	-	-	202,331
<i>To customers in Finance and Banking sector</i>	211,606	3,223	14,610	-	-	-	-	229,439
<i>To customers in Trade and services sector</i>	37,302	8,604	25,709	-	-	-	-	71,615
<i>To customers in Industry&Utilities</i>	64,218	3,252	2,719	-	-	-	-	70,189
<i>To customers in Public sector</i>	101,175	95	492	-	-	-	-	101,762
<i>To customers in small and medium enterprises sector</i>	74,049	114,681	-	-	-	-	-	188,730
<i>To other customers</i>	76	-	56	342	11,342	7,994	-	19,810
<i>other operating revenue</i>	10,575	2,714	914	55	863	1,178	-	16,299
<i>finance revenue</i>	6,291	(199)	141	2,760	-	-	-	8,993
Revenues per segment - sales to other segments	153,318	13,551	21,995	2,139	8,473	2,843	(202,319)	-
Revenues per segment - total*	738,308	237,075	98,115	5,296	20,678	12,015	(202,319)	909,168
Costs per segment relating to sales to external clients	535,191	220,228	71,476	(563)	20,737	22,339	-	869,408
Costs per segment relating to sales to other segments	153,318	13,551	21,995	2,139	8,473	2,843	(202,319)	-
Costs per segment - total*	688,509	233,779	93,471	1,576	29,210	25,182	(202,319)	869,408
Current taxes	(5,977)	(3,224)	(2,685)	-	-	(73)	-	(11,959)
Assets for the tax due to investment allowances and other tax relief	6,495	2,687	-	-	276	16	-	9,474
Share of segment in the result of parties valued using the equity method of accounting	(23)	-	-	-	-	-	-	(23)
Net result	50,294	2,759	1,959	3720	(8,256)	(13,224)	-	(37,252)
<i>including:</i>								
<i>result attributable to shareholders of the parent company</i>	50,294	2,849	1,959	3,720	(4,938)	(13,224)	-	40,660
<i>result attributable to minority interest</i>	-	(90)	-	-	(3,318)	-	-	(3,408)

*) Items comprise revenues and costs of all types, which can be directly allocated to particular segments

12 months ended 31 December 2013	IT Segment			Investment Segment	Sport Segment	Medicine Segment	Eliminations	Total
	Polish market	DACH market	Other markets					
Revenues per segment- sales to external clients <i>including:</i>	627,223	197,283	99,768	3,360	13,345	12,002	-	952,981
<i>revenues from sales</i>	622,038	194,433	98,745	219	12,741	11,053	-	939,229
<i>To customers in Telecommunication, Media, IT sector</i>	95,134	76,757	46,294	-	-	-	-	218,185
<i>To customers in Finance and Banking sector</i>	123,775	4,929	12,905	-	-	-	-	141,609
<i>To customers in Trade and services sector</i>	59,147	6,641	36,549	-	-	-	-	102,337
<i>To customers in Industry&Utilities</i>	86,316	5,164	2,492	-	-	-	-	93,972
<i>To customers in Public sector</i>	157,432	38	493	-	-	-	-	157,963
<i>To customers in small and medium enterprises sector</i>	84,265	100,904	-	-	-	-	-	185,169
<i>To other customers</i>	15,969	-	12	219	12,741	11,053	-	39,994
<i>other operating revenue</i>	6,507	2,432	846	77	604	949	-	11,415
<i>finance revenue</i>	(1,322)	418	177	3,064	-	-	-	2,337
Revenues per segment - sales to other segments	177,682	20,586	25,099	2,728	8,594	6,094	(240,783)	-
Revenues per segment - total*	804,905	217,869	124,867	6,088	21,939	18,096	(240,783)	952,981
Costs per segment relating to sales to external clients	575,429	208,947	89,515	2,732	18,392	26,237	-	921,252
Costs per segment relating to sales to other segments	177,682	20,586	25,099	2,728	8,594	6,094	(240,783)	-
Costs per segment - total*	753,111	229,533	114,614	5,460	26,986	32,331	(240,783)	921,252
Current taxes	(5,575)	(153)	(5,040)	-	-	-	-	(10,768)
Assets for the tax due to investment allowances and other tax relief	263	2,977	(22)	(617)	140	21	-	2,762
Share of segment in the result of parties valuated using the equity method of accounting	(38)	-	-	-	-	-	-	(38)
Net result	46,444	(8,840)	5,191	11	(4,907)	(14,214)	-	23,685
<i>including:</i>								
<i>result attributable to shareholders of the parent company</i>	46,444	(8,631)	5,191	11	(3,244)	(14,214)	-	25,557
<i>result attributable to minority interest</i>	-	(209)	-	-	(1,663)	-	-	(1,872)

*) Items comprise revenues and costs of all types, which can be directly allocated to particular segments

Share of business segments in Assets and Liabilities and Investment Expenditures

The following table presents the assets and liabilities of particular segments, as well as investment expenditures and depreciation as at 31st of December, 2012 and as at 31st of December, 2013:

31 December 2012 / 12 months ended 31 December 2012

	IT Segment			Investment Segment	Sport Segment	Medicine Segment	Total
	Poland	DACH	Other				
Assets	698,100	186,875	46,633	125,915	47,584	41,636	1,146,743
Liabilities	431,500	44,983	10,090	222	14,145	20,861	521,801
Investment expenditures	37,609	57,951	1,229	22,517	1,544	1,941	122,791
Depreciation	24,788	19,765	923	837	2,610	4,403	53,326

31 December 2013 / 12 months ended 31 December 2013

	Segment IT			Investment Segment	Sport Segment	Medicine Segment	Total
	Poland	DACH	Other				
Assets	692,170	173,828	65,557	120,266	46,548	36,172	1,134,541
Liabilities	363,328	83,017	15,230	892	14,946	19,033	496,446
Investment expenditures	27,043	20,043	1,330	18,604	780	3,221	71,021
Depreciation	30,013	24,948	856	943	2,005	5,676	64,441

Due to the geographical distribution of its activities, the Comarch Group has defined the following market segments: "Poland", "DACH" (Germany, Austria and Switzerland), "Europe-other countries", "America", and "Other countries". The "Sport Segment", the "Investment Segment" and the "Medicine Segment" operate solely within the territory of Poland. Due to the fact that only the IT segment operates abroad and at the same time the costs incurred in the IT segment are largely common for export and domestic sales, defining separate results for export and domestic activities is futile.

Sales between specific segments are calculated based on market conditions.

The following table presents the allocation of revenues from sales, assets and total investment expenditures into geographical segments:

Revenues from basic sales - activities location

	12 months ended 31 December 2013	%	12 months ended 31 December 2012	%
Poland	646,050	68.8%	587,801	66.5%
DACH	194,434	20.7%	221,010	25.0%
Europe – other countries	51,852	5.5%	42,613	4.8%
America	46,232	4.9%	29,636	3.4%
Other countries	661	0.1%	2,816	0.3%
TOTAL	939,229	100.0%	883,876	100.0%

Assets – activities location

	31 December 2013	%	31 December 2012	%
Poland	906,643	79.9	915,260	79.8
DACH	173,828	15.3	186,875	16.3
Europe - others	31,930	2.8	26,663	2.3
The Americas	20,988	1.9	17,016	1.5
Other countries	1,152	0.1	929	0.1
TOTAL	1,134,541	100.0	1,146,743	100.0

Investments expenditures - activities location

	12 months ended 31 December 2013	12 months ended 31 December 2012
Poland	49,650	63,340
DACH	20,043	57,951
Europe - others	640	976
The Americas	688	524
Other countries	-	-
TOTAL	71,021	122,791

3.2. Property, Plant and Equipment

	31 December 2013	31 December 2012
Lands and buildings	255,310	228,962
Means of transport and machinery	71,763	59,561
Property, plant and equipment under construction	12,079	47,200
Others	20,119	20,967
Advance money for property, plant and equipment under construction	785	1,025
Total	360,056	357,715

Property, plant and equipment comprise mostly real estate and machinery owned by Group. As at the 31st of December, 2013, propriety of Group are six office buildings in Krakow, including five in the Special Economic Zone in Krakow ("SEZ") at 45,051 square metres of the total space, two office buildings in Warsaw at 2,582 square metres of the total space and office buildings in Łódź, one office and storage building in Lille, and an office building and data centre in Dresden. Group owns also lands in the Special Economic Zone in Krakow at 3.5 ha of the total space. As at the 31st of December, 2013, property, plant and equipment under construction comprise mostly expenditures for the investments and the modernisation works of buildings used by Group.

On the 3rd of October, 2013, Comarch S.A. signed an agreement with consortium of Łęgrzem sp. z o.o., ZSK sp. z o.o. and Graphbud sp. z o.o, for the realisation of the fifth construction stage of the investment in the Special Economic Zone in Krakow (SSE6 building). The subject of the contract is the construction of a production and office building, altogether with data centre, including traffic and technical infrastructure. Total space of the building will be 11,708.87 m². The value of this agreement amounts to 62,268 thousand PLN (current report no. 21/2013 of 4th of October, 2013). In the fourth quarter of 2013, Comarch S.A. began construction works. The planned completion date of this investment is the second quarter of 2015.

In the first quarter of 2012, iMed24 S.A., a subsidiary of Comarch S.A., commenced diagnostic and medical activity (Centrum Medyczne iMed24- medical centre) using diagnostic and medical equipment purchased in 2011. As at the 31st of December, 2013, book value of this equipment amounts to 13.96 million PLN.

In Łódź, design works are performed and related to a new office building. Their completion is

planned for Q1 2014. This investment is planned for 2014-2015.

The office building that was purchased by Comarch SAS in Lille is the new office of the company. The storage building will be transformed into the Comarch Data Centre of an approximately total space of 1,700 square metres. The estimated value of this investment amounts to approximately 6 million EUR. Preparation works will last till the end of the second quarter of 2014, and decision on commencing of the investment will depend on the current business condition.

3.3. Goodwill

Goodwill comprises company's value established at purchases of shares in the following companies:

	31 December 2013	31 December 2012
Comarch Kraków	99	99
CDN Comarch	1,227	1,227
Comarch AG	1,900	1,900
Comarch, Inc.	58	58
Comarch Software und Beratung AG	29,038	33,871
Comarch Swiss AG (A-MEA Informatik AG till 31 December 2012)	8,413	3,580
ESAProjekt sp. z o.o.	3,326	3,326
Total	44,061	44,061

In 2009, the Comarch AG purchased Comarch Software und Beratung AG shares that constituted 80.89% of all Comarch Software und Beratung AG shares; as a result, an amount of goodwill worth 39.41 million PLN was generated. This value was updated as a result of a test for loss in value in reference to the goodwill ran as of 30th of June, 2010 and amounted to 33.87 million PLN. As of 31st of December, it still amounts to 33.87 million PLN, however as a result of sales of Comarch Swiss AG shares by Comarch AG, in the first half of 2013, Group transferred in part a goodwill from acquisition of Comarch Software und Beratung AG to a goodwill from acquisition of Comarch Swiss AG, in proportion to equities of both companies as at 31st of December, 2012 (allocation amount: 4.83 million PLN).

The above-mentioned amount constitutes surpluses of acquisition costs above fair value of the Comarch Group share in identified net assets of acquired units creating the Comarch Software und Beratung Group (they comprise purchased assets and liabilities that can be identified, as well as contingent liabilities acquired within the consolidation). Acquisition costs are comprised of premiums related to taking charge over the Comarch Software und Beratung Group as well as amounts related to the benefits resulting from predicted synergies, increases in revenues, future market development, increases in product portfolio and the addition of highly qualified employees in the Comarch Software und Beratung Group. These benefits were not presented separately from goodwill, because it was not possible to make reliable assessments resulting from future economic benefits. Within the scope of the described transaction, Group also acquired customers and relationships with customers in the Comarch Software und Beratung Group. These assets weren't presented separately from goodwill, because it was not possible to make a reliable assessment of their value.

As at the acquisition date, the assessment of the fair value of assets held by the Comarch Software und Beratung Group was done based on the useful value valuation model with the discounted cash flow method (DCF). The estimated fair value of software owned by the Comarch Software und Beratung Group amounted to 15.02 million EUR. Software was depreciated for a period of 5 years (till November, 2013) and its current value as of the 31st of December, 2013, amounted to PLN 0.

In the first quarter of 2012, CASA Management and Consulting sp. z o.o. SK-A purchased 100% of A-MEA Informatik AG shares; as a result, an amount of goodwill worth 3.58 million PLN was generated. The above-mentioned amount constitutes surpluses of acquisition costs above fair value of the Comarch Group share in identified net assets of acquired units creating A-MEA Informatik AG (they comprise purchased assets and liabilities that can be identified, as well as contingent liabilities acquired within the consolidation). Acquisition costs are comprised of premiums related to taking charge over A-MEA Informatik AG as well as amounts related to the benefits resulting from predicted synergies, increases in

revenues from sales of Comarch products on Swiss market, future Swiss IT market development and the addition of highly qualified employees in A-MEA Informatik AG. These benefits were not presented separately from goodwill, because it was not possible to make reliable assessments resulting from future economic benefits. Within the scope of the described transaction, Group also acquired customers and relationships with customers in A-MEA Informatik AG. These assets were presented separately from goodwill as intangible assets depreciated for a period of 5 years. Their fair value as of the acquisition date amounted to 3.01 million PLN and the balance sheet date value as at 31st of December, 2013 was 1.85 million PLN.

Goodwill and asset related to relationships with customers were acquired by Comarch Swiss AG, which merged with A-MEA Informatik AG in March, 2013.

In the second quarter of 2012, CASA Management and Consulting sp. z o.o. SK-A purchased 100% of ESAProjekt sp. z o.o. ("ESAProjekt") shares; as a result, an amount of goodwill worth 3.33 million PLN was generated. The above-mentioned amount constitutes surpluses of acquisition costs above fair value of the Comarch Group share in identified net assets of acquired units creating ESAProjekt (they comprise purchased assets and liabilities that can be identified, as well as contingent liabilities acquired within the consolidation). Acquisition costs are comprised of premiums related to taking charge over ESAProjekt as well as amounts related to the benefits resulting from predicted synergies, increases in revenues from sales of Comarch products on medical IT market and the addition of highly qualified employees in ESAProjekt. These benefits were not presented separately from goodwill, because it was not possible to make reliable assessments resulting from future economic benefits. Within the scope of the described transaction, as at the acquisition date, the assessment of the fair value of assets held by ESAProjekt was done based on the useful value valuation model with the discounted cash flow method (DCF). The estimated fair value of software owned by the ESAProjekt amounted to 10.89 million EUR. The software will be depreciated for a period of 5 years and its balance sheet date value as at the 31st of December, 2013 was 7.06 million PLN.

On the 31st of December, 2013, the Comarch Group ran a test for loss in value regarding goodwill and it did not show any loss in value. The test was performed according to the same methodology which was described in detail in the annual report for 2012.

	A-MEA Informatik AG*	ESAProjekt sp. z o.o.
A: Assets valued through fair value	5,493	10,886
<i>including relationships with customers</i>	3,005	-
<i>including value of software</i>	2,488	10,886
B: Liabilities valued through fair value	525	2,012
<i>including provision for deferred tax related to disclosed assets</i>	525	2,012
C: Performed payment	8,548	12,200
Difference (C-A+B)	3,580	3,326

*) data as of the date of the company's acquisition; currently A-MEA Informatik AG is a part of Comarch Swiss AG

3.4. Other Intangible Assets

	31 December 2013	31 December 2012
Costs of finished development works	2,412	1,167
Perpetual usufruct right	39,035	39,128
Licences and software	28,330	41,721
Other	9,937	14,385
Total	79,714	96,401

Other intangibles include, in particular, valuation of assets related to acquisition of ESAProjekt sp. z o.o. in the amount of 7.06 million PLN, the value of relationships with customers in A-MEA Informatik AG in the amount of 1.85 million PLN, and the right to use the players' cards in the amount of 1.02 million PLN.

The perpetual usufruct right for land related to MKS Cracovia SSA that is worth 31.65 million PLN is considered the intangible asset with unspecified period of use and is not depreciated. The company expects renewal of perpetual usufruct right which will occur without incurring any major costs, as the company is not obliged to meet any conditions, which would decide about extension of this right. The company does not expect incurring any major costs when renewal of perpetual usufruct right, having in mind current activities of the co-owner of the sports club, i.e. Krakow commune.

3.5. Investment in Associates

As at 31st of December, 2013, Group had shares in associates.

At 1 January 2012	28
Share in profit for 2012	216
At 31 December 2012	244
At 1 January 2013	244
Share in profit for Q1-Q4 2013	(216)
Granting a loan	141
Repayment of a loan	(120)
At 31 December 2013	49

As at 31st of December, 2013, investment in associates includes shares in SolInteractive S.A. acquired in September, 2008 by CCF FIZ. They constitute 30.72% of shares in SolInteractive S.A. of current value of 0.28 million PLN. Investment in associates includes also a non-current loan in the amount of 0.02 million PLN granted to SolInteractive S.A. by parent company.

3.6. Inventories

	31 December 2013	31 December 2012
Raw materials	701	264
Work in progress	31,558	30,709
Goods	18,681	31,286
Finished products	-	-
Advance due to finished products	265	48
TOTAL	51,205	62,307

The cost of inventories included in 'Costs of products, goods and materials sold' in the income statement amounted to 481.22 million PLN (12 months ended the 31st of December, 2013), 482.36 million PLN (12 months ended 31st of December, 2012).

Within four quarters of 2013, the Comarch Group created write-offs that revaluated goods and materials and were worth 0.13 million PLN. Group dissolved write-offs which had been created in previous years and amounted to 0.79 million PLN.

3.7. Available-for-Sale Financial Assets

	12 months ended 31 December 2013	12 months ended 31 December 2012
At the beginning of the year	1,616	1,521
Additions	5,069	95
Disposals	-	-
At 31 December	6,685	1,616

In the periods related to this statement, no write-offs due to loss in value of available-for-sale financial assets were performed.

As of the 31st of December, 2013, available-for-sale financial assets comprised investments units in money market and debt securities fund, which were held by Comarch Management sp. z o.o. SK-A. They were purchased as a deposit for free monetary means. Participation units' turnover is held beyond the scope of the regulated market. Acquisition price of participation units amounted to 6.4 million PLN, and their valuation through fair value as at the 31st of December, 2013, amounted to 6.69 million PLN.

Information on disposal intention of available-for-sale financial assets: Comarch Management sp. z o.o. SK-A intends to sell held available-for-sale financial assets within 12 months from the balance sheet date.

3.8. Derivative Financial Instruments and Financial Liabilities

	31 December 2013		31 December 2012	
	Assets	Liability	Assets	Liability
Forward foreign exchange contracts – held-for-trading	1,641	-	1,059	180
Transaction on change of IRS	3	-	-	-
	1,644	-	1,059	180
<i>Current portion</i>	<i>1,644</i>	<i>-</i>	<i>1,059</i>	<i>180</i>

Group held forward contracts 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, and to secure cash flows on account of an investment credit granted in euro and used in Polish zlotys. As at 31st of December, 2013, the above-mentioned instruments were valued at fair value according to market price and changes in valuation were referred into the results from financial operations. Total net value of forward contracts that were open as at 31st of December, 2013, amounted to 9.3 million EUR and 2.7 million USD. After the balance sheet date, the Comarch Group concluded forward contracts for sale of 3.5 million EUR, 1.7 million USD and 1.7 million GBP.

On the 24th of October, 2013, Comarch S.A. concluded a transaction on change of IRS for investment credit taken on the 30th of September, 2013 from Powszechna Kasa Oszczędności Bank Polski S.A. with its registered office in Warsaw, which was announced in current report no. 20/2013 dated the 1st of October, 2013. As a consequence of the concluded transaction, variable EURIBOR1M rate was changed into a fixed interest rate. The hedging transaction was concluded for the period of 5 years, i.e. till the 31st of October, 2018. As at the 31st of December, 2013, valuation of IRS transaction amounted to 3 thousand PLN.

3.9. Trade and Other Receivables

	31 December 2013	31 December 2012
Trade receivables	328,924	373,607
Write-off revaluating receivables	(9,528)	(10,163)
Trade receivables – net	319,396	363,444
Other receivables	21,347	27,891
Short-term prepayments	7,784	6,523
Other prepayments	396	18
Loans	9,843	1,870
Receivables from related parties	47	94
Total	358,813	399,840
<i>Current portion</i>	<i>358,813</i>	<i>399,840</i>

The fair value of trade and other receivables is close to their balance sheet value presented above. There is no concentration of credit risk with respect to trade receivables as Group has a large number of internationally dispersed customers. In 2013, Group has recognised a write-off due to loss in value of its trade receivables that was worth 8.39 million PLN and dissolved write-offs which were previously created and worth 6.23 million PLN in relation to payment of debts. These operations were presented in the income statement, in other operating costs and revenues, respectively.

3.10. Share Capital

	Number of shares	Ordinary and preference shares	Own shares	TOTAL
At 1 January 2012	8,051,637	8,051,637	-	8,051,637
At 31 December 2012	8,051,637	8,051,637	-	8,051,637
At 31 December 2013	8,051,637	8,051,637	-	8,051,637

The nominal value of one share is 1 PLN.

The share capital of Comarch S.A. consists of:

- 1) 864,800 series A registered preference shares,
- 2) 75,200 series A ordinary bearer shares,
- 3) 883,600 series B registered preference shares,
- 4) 56,400 series B ordinary bearer shares,
- 5) 3,008,000 series C ordinary bearer shares,
- 6) 1,200,000 series D ordinary bearer shares,
- 7) 638,600 series E ordinary bearer shares,
- 8) 125,787 series G ordinary bearer shares,
- 9) 102,708 series G3 ordinary bearer shares,
- 10) 563,675 series H ordinary bearer shares,
- 11) 441,826 series I2 ordinary bearer shares,
- 12) 91,041 series J2 ordinary bearer shares.

Registered shares in series A and B are preferential and each such share corresponds with 5 votes at the General Meeting. The conversion of registered shares into bearer shares is allowed. In case of that registered shares are converted into bearer shares, they lose all preferences. In case that registered preferential shares are disposed their specific voting rights at the General Meeting expire, however their specific voting rights at the General Meeting do not expire in case of:

- a) disposal for the benefit of persons who were shareholders of the company on 18 March 1998,
- b) disposal for the benefit of descendants of a disposer,
- c) conveying property of a registered share as a result of succession.

The written consent of the Management Board is required to dispose of registered shares. The sale of shares without the permission of the Management Board is possible on the condition that it is stated in Comarch S.A.'s statute.

Every ordinary bearer share entitles its holder to one vote at the AGM. The conversion of bearer shares into registered shares is not permitted.

3.10.1. Information about Shareholders Holding Directly or Indirectly by Subsidiary Entities at least 5% of the Total Number of Votes at the General Meeting of Comarch S.A., at the Date of Preparing the Quarterly Financial Report

- 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.

3.10.2. Changes in Share Capital in Q4 2013

None present.

3.10.3. Changes in Share Capital after the Balance Sheet Date

They were described in point 3.10.4.a)

3.10.4. Managerial Option Program for Members of the Management Board and Other Key Employees

a) for 2011-2013

On 28th 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 difference between the average capitalisation 2011 and the average capitalisation in 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 2012 and the average capitalisation in 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.

The determined Option's value amounts to 2.87 million PLN and it was recognised as cost in the income statement.

The difference between the average capitalisation in 2013 and the average capitalisation in 2012 is positive, as a result, shares for members of the Management Board and Key Employees will be issued in 2014.

In execution of the Resolution no. 23 of the Annual General Meeting dated 28th of June, 2010, regarding the managerial option program for key employees, on the 13th of January, 2014, the Supervisory Board of Comarch S.A. passed the Resolution no. 2/01/2014 on execution of the managerial option program for 2013, by way of issuance of 73,953 ordinary bearer series K3 shares, of nominal value of PLN 1 and issue price of PLN 1 each, excluding a stock right of the current company's shareholders (current report no. 2/2014 dated the 13th of January, 2014). As a consequence, the Management Board of Comarch S.A. passed the resolution no. 1 dated the 20th of January, 2014, regarding an increase in the share capital by way of emission of 73,953 ordinary bearer series K3 shares (current report no. 3/2014 dated the 20th of January, 2014).

b) for 2014-2016

On 26th of June, 2013, the Annual General Meeting of Shareholders passed Resolution no. 36 on the managerial options programme for members of the company's Management Board managing company and Capital Group for 2014-2016. The objective of the programme is to additionally motivate members of the company's Management Board 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 2015, 2016 and 2017 to company's Management Board. 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 2014) and the issue price of shares offered to company's Management Board. The basis for the calculation of the value of the Option shall be increases in company capitalisation, calculated as follows:

- for 2014 – as the difference between the average capitalisation of the company in 2014 and the average capitalisation of the company in 2013,
 - for 2015 – as the difference between the average capitalisation of the company in 2015 and the average capitalisation of the company in 2014,
 - for 2016 – as the difference between the average capitalisation of the company in 2016 and the average capitalisation of the company in 2015,
- 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 members of the company's Management Board participating the Programme and Individual Option Ratios. The list of members of the company's Management Board and Individual Option's Ratios will be established independently for each year of the Programme. Total value of Individual Option Ratios for all members of the company's Management Board 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 members of the Management Board 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 amounts to 3.02 million PLN and it will be recognised as cost in the income statement.

3.11. Trade and Other Payables

	31 December 2013	31 December 2012
Trade payables	120,128	161,932
Advance payments received due to services	1,252	2,792
Liabilities to related parties	467	1,120
Liabilities due to social insurance and other tax charges	43,283	44,665
Investments liabilities	3,249	1,632
Revenues from the future periods	15,290	13,542
Other payables	3,954	5,308
Special funds (Social Services Fund and Residential Fund)	1,571	1,325
Total	189,194	232,316

The fair value of trade and other payables is close to the balance sheet value presented above.

3.12. Long-term Contracts

	12 months ended 31 December 2013	12 months ended 31 December 2012
Revenues due to long-term contracts recognised in the reporting period	179,861	157,371
a) revenues from completed contracts recognised in the reporting period	40,798	54,671
b) revenues from contracts not completed recognised in the reporting period	132,567	113,501
c) revenues from contracts not completed recognised in the reporting period- an effect of settlement pursuant to IAS 11	6,496	(10,801)

Due to the fact that the company applies the rule of determining the degree of work progress in proportion to the share of incurred costs in the entire costs of a contract, the sum of incurred costs and recognised results corresponds to revenues. At the end of the reporting period, long-term contracts were valued in accordance with the degree of work progress.

3.13. Credits and Loans

	31 December 2013	31 December 2012
Non-current		
Bank credits	110,630	94,892
Loans	121	-
	110,751	94,892
Current		
Bank overdraft	-	2,801
Loans	368	20,053
Bank credits	20,332	13,471
	20,700	36,325
Total credit and loans	131,451	131,217

The value of liabilities due to bank credits and loans was recognised in the amount of depreciated cost that was determined using the effective interest rate. The fair value of liabilities due to credits and loans does not differ significantly from the balance sheet value. Within reporting period, there were neither overdue payments nor interest payments on credits and loans. Comarch did not breach of any provisions of the credit or loan agreements that could entitle the creditor to claim earlier repayment of the credit or loan.

The exposure of Group's bank credits and loans to interest rate risk arises from investment credits (at variable interest rates). Group optimises interest by continuously monitoring its interest rate structure, appropriately adjusting the basic interest rate of its credits and concluding hedging transactions as IRS.

The exposure of Group bank credits to interest rate changes

At 31 December 2013	6 months or less	6-12 months	1-5 years	Over 5 years	Total
Credits and loans	10,806	10,437	81,851	28,900	131,994
Interest	(543)	-	-	-	(543)
	10,263	10,437	81,851	28,900	131,451

The maturity of non-current bank credits, loans and financial liabilities

	31 December 2013	31 December 2012
Between 1 and 2 years	35,064	13,527
Between 2 and 5 years	46,787	46,112
Over 5 years	28,900	35,253
	110,751	94,892

Currency structure of the balance sheet values of credits, loans and financial liabilities

	31 December 2013	31 December 2012
In Polish currency	26,396	68,974
In EUR (equivalence in PLN)	105,055	62,243
	131,451	131,217

The effective interest rates at the balance sheet date

	31 December 2013	31 December 2012
Bank credits	1.91%	3.22%
Loans	3.64%	5.47%

3.13.1. Long-term Bank Credits

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, acquired in 2004 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 5th 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 31st of December, 2013, the value of the credit to be repaid amounted to 0.75 million EUR, i.e. 3.11 million PLN.
- b) 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 30th of September, 2008. A promissory note, the mortgage on land and the building insurance policy are security for this credit. On the 5th of October, 2011, the company revaluated the remaining credit to be paid into euro. As at 31st of December, 2013, the value of the credit to be repaid amounted to 6.66 million EUR, i.e. 27.62 million PLN.
- c) 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 29th of May, 2012, an annex was concluded which extended it till 2015. As at 31st of December, 2013, the value of the credit to be repaid amounted to 15.1 million PLN.
- d) An investment credit from Bank DnB NORD Polska S.A. (previously 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 30th of December, 2011, the company revaluated the remaining credit to be paid into euro. On the 1st of October, 2013, Comarch S.A. paid total due debt resulting from the above-mentioned credit agreement (current report no. 20/2013 dated the 1st of October, 2013). On the 18th of November, 2013, Comarch S.A. 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 2010 as a security for the afore-mentioned investment credit (current report no. 23/2013 dated the 18th of November, 2013). As at 31st of December, 2013, the value of the credit to be repaid amounted to 0 PLN.
- e) An investment credit from Powszechna Kasa Oszczędności Bank Polski S.A. with its registered office in Warsaw, for the refinancing of the investment credit acquired in DnB NORD Bank Polska S.A. on the 28th of April, 2010, for financing of the fourth construction stage of production and office buildings in the Special Economic Zone in Krakow. The credit amounts to 4.13 million EUR. The crediting period may last 8 years at a variable interest rate. The real estate mortgage in the amount of 6.19 million EUR and cession of rights in the building insurance policy are security for this credit. The loan was drawdown on the 1st of October, 2013. On the 4th of October, 2013, the District Court for Krakow-Podgórze, the Fourth Division of the Land and Mortgage Register registered the afore-mentioned mortgage in the Land and Mortgage Register. Company announced details in current report no. 22/2013 dated the 14th of October, 2013. As at the 31st of December,

2013, the value of the credit to be repaid amounted to 4 million EUR, i.e. 16.58 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 7th 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 31st of December, 2013, the value of the credit to be repaid amounted to 1.53 million EUR, i.e. 6.33 million PLN.
- g) A nonrevolving operating credit from BZ WBK Bank S.A. (previously Kredyt Bank S.A.) with its registered office in Warsaw acquired in the first quarter of 2013, for financing of company's operations. The credit amounts to 7.4 million EUR. The crediting period may last 8 years, and its maturity date is 31st of December, 2020. This credit has a variable interest rate. The real estate mortgage and cession of rights in the insurance policy are security for this credit. As at 31st of December, 2013, the value of the credit to be repaid amounted to 6.68 million EUR, i.e. 27.72 million PLN.
- h) an investment credit agreement with bank Polska Kasa Opieki Spółka Akcyjna with its registered office in Warsaw, for financing and refinancing of not more than 90% of net costs of an investment related to construction of office building SSE6 and data centre in the Special Economic Zone in Krakow. The credit amounts to 56 million PLN, i.e. EUR 13,323,182.34. The crediting period: 10 years, repayment will be made not later than on 4th of December, 2023. Loan was granted in EUR and it has a variable interest rate. Power of attorney to manage Comarch S.A. bank accounts in the Bank, declaration of submission to enforcement, the real estate mortgage in the amount of 84 million PLN, cession of rights in the building insurance policy, cession of rights in the bank guarantee for contract good performance and for warranty obligations and warranty are security for this credit. It should be taken out by 4th of December, 2015. As at 31st of December, 2013, value of the credit taken out amounted to 0.13 million EUR, i.e. 0.52 million PLN (current report no. 26/2013 dated the 4th of December, 2013).

In the third quarter of 2011, iMed24 S.A. acquired investment loan from Bank Pekao S.A. with its registered office in Warsaw for financing of purchase of medical equipment and facilities in relation with NZOZ Centrum Medyczne iMed24 (medical centre) in Krakow. The credit amounts to 15.89 million PLN and as at 31st of December, 2011, it was used in total. The crediting period may last 7 years, i.e. until 2018. This credit has a variable interest rate. The registered pledge on the financed property, plant and equipment in use, cession of rights in the property, plant and equipment in use insurance policy and surety granted by Comarch S.A. are security for this credit. As at the 31st of December, 2013, the value of the credit to be repaid amounted to 11.35 million PLN.

In the second quarter of 2013, Comarch AG acquired investment loan from BNP Paribas Bank Polska S.A. with its registered office in Warsaw for financing of construction of an office and production building, including data centre in Dresden. The credit amounts to 6 million EUR, and its crediting period is until 2018. The loan was drawdown on the 25th of July, 2013. This credit has a variable interest rate. Surety granted by Comarch S.A., a mortgage and cession of rights in the insurance policy are security of this credit. As at the 31st of December, 2013, the value of the credit to be repaid amounted to 5.59 million EUR, i.e. 23.17 million PLN.

3.13.2. Loans

On the 27th 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 in the first quarter of 2013. Loan will reach its maturity date in December, 2015. It has a fixed interest rate. The loan is not secured. As at the 31st of December, 2013, the value of the credit to be repaid amounted to 0.24 million PLN.

In the second quarter of 2013, CA Consulting S.A., a subsidiary of 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 company. The loan amounts to 1.14 million PLN and drawdown was made in the second quarter of 2013. Loan will reach its maturity date in April, 2014. It has a fixed interest rate. The loan is secured with a surety granted by Comarch S.A. As at the 31st of December, 2013, the value of the credit to be repaid amounted to 0.23 million PLN.

3.13.3. Current credit lines (variable interest rate)

In the Comarch Group, Comarch S.A., parent company, has the following credit limits in current account:

a) 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 13th of December, 2014. 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 31st of December, 2013, the credit was not used.

b) Credit limit in current account in bank BPH S.A with its registered office in Krakow in the amount of 20 million PLN. It can be used by the 28th of September, 2014. A promissory note and a declaration of submission to enforcement are security for this credit. As at the 31st of December, 2013, the credit was not used.

Comarch S.A., CA Consulting S.A. and Comarch Polska S.A. have a credit limit in current account, granted by Bank Pekao S.A. with its registered office in Warsaw, in the amount of 30 million PLN. It can be used by the 31st of May, 2014. An authorisation to manage Comarch SA, CA Consulting S.A. and Comarch Polska S.A.'s accounts, a declaration of submission to enforcement from these companies, a Comarch S.A.'s promissory note and an accession of Comarch S.A. to CA Consulting S.A. and Comarch Polska S.A.'s credit debt are security for this credit. As at the 31st of December, 2013, the credit was not used.

ESAProjekt sp. z o.o., a subsidiary of Comarch S.A., has a credit limit in current account, granted by Alior Bank S.A. with its registered office in Warsaw, in the amount of 0.5 million PLN. It can be used by the 27th of January, 2014. A promissory note and an authorisation to manage ESAProjekt sp. z o.o.'s accounts in Alior Bank S.A. As at the 31st of December, 2013, the credit was not used. After the balance sheet date, the loan agreement expired.

	31 December 2013	31 December 2012
Current credit lines granted, expiring within one year, including:		
– used at the balance sheet date	60,500	55,350
– available at the balance sheet date	-	2,801
	60,500	52,549

3.14. Contingent Liabilities

On 31st of December, 2013, 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 70.41 million PLN, whereas it was 67.86 million PLN on 31st of December, 2012.

On 31st of December, 2013, 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 0.37 million PLN, whereas it was 0.8 million PLN on 31st of December, 2012.

On 31st of December, 2013, the value of bank guarantees issued by banks on order from Comarch Polska S.A. in reference to executed agreements and participation in tender proceedings was 0.64 million PLN, whereas it was 0 PLN on 31st of December, 2012.

On 31st of December, 2013, 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 0.29 million EUR, i.e. 1.2 million PLN, whereas it was 0.25 million EUR, i.e. 1.03 million PLN on 31st of December, 2012.

Comarch S.A. granted letters of comfort for its subsidiaries: Comarch Software und Beratung AG (valid till the 31st of March, 2014), MKS Cracovia SSA (valid till 30th of June, 2014) and iMed24 S.A. (valid till 31st of December, 2018).

Granted credit lines for financing of current activities (guarantees, letters of credit, current credit line)

	31 December 2013	31 December 2012
Credit lines*	177,158	165,627
	177,158	165,627

(*) they comprise credit lines at current account that are described in 3.13

The Comarch Group is the defendant in legal proceedings, in which the potential total amount of third party claims is 4.95 million PLN. Provisions for part of these claims were presented in the balance sheet as of 31st of December, 2013 and are worth 0.63 million PLN, including provisions for claims recognised in 2013 and worth 0.94 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 2013, the Comarch Group created write-offs that reevaluate receivables and were worth 0.04 million PLN.

As at 31st of December, 2013, the Comarch Group had contractual obligations due to operational leasing agreements (means of transport and electronic hardware) in the amount of 1.62 million PLN.

3.15. Deferred Income Tax

	31 December 2013	31 December 2012
A deferred income tax assets		
- temporary differences	9,843	8,567
- basset due to a tax loss	8,769	9,169
- an asset due to activities in Special Economic Zone ("SEZ")	8,795	10,055
Total	27,407	27,791
- charged to financial result	27,407	27,791

In the four quarters of 2013, the parent company dissolved in part an asset due to activities in the SEZ that was worth 10.055 million PLN and established as at 31st of December, 2012, as well as established an asset worth 8.795 million PLN. In 2013, Group settled in part a deferred tax asset related to temporary differences, that was established on 31st of December, 2012 and worth 3.857 million PLN, as well as an asset due to temporary differences was recognised in the amount of 5.133 million PLN. An asset due to tax loss was dissolved in the amount of 3.018 million PLN and recognised in the amount of 2.618 million PLN. The total effect of the above-mentioned operations on the net result of 2013 was -384 thousand PLN.

According to German regulations within the scope of tax rules, there is no time limitation for a tax loss settlement.

CSuB's tax loss incurred in the previous years amounted to approximately 11.5 million EUR, thus respective theoretical asset's value amounted to 3.7 million EUR.

As at 31st of December, 2013, in the CSuB's financial statement an asset due to the above-mentioned tax loss was recognised and was worth approximately 1.3 million EUR for it was established for the period when credible estimations related to the tax income may be performed.

	31 December 2013	31 December 2012
Provision for deferred income tax		
- temporary differences	3,423	2,971
- provision due to fair value valuation of assets recognised as a result of acquisition of the Comarch Sub, ESAProjekt sp. z o.o. and A-MEA Informatik AG, and due to valuation of MKS Cracovia SSA's real estates	7,095	10,300
- provision due to valuation of certificates in CCF FIZ	27,871	28,304
Total	38,389	41,575
- charged to equity	5,430	5,430
- charged to financial result	31,294	31,275
- provision due to acquisition of the Comarch Sub		2,697
- provision due to acquisition of A-MEA Informatik AG and ESAProjekt sp. z o.o.	1,665	2,173

Due to valuation of net assets of CCF FIZ, in 2013, Group dissolved in part a deferred tax provision, which was recognised in the previous years and was worth 0.433 million PLN. At the same time, a deferred tax provision due to temporary differences was recognised in the amount of 1.825 million PLN and dissolved in the amount of 1.373 million PLN. In 2013, Group diminished a provision due to acquisition of Comarch SuB in the amount of 2.697 million PLN and dissolved a provision due to acquisition of A-MEA Informatik AG and ESAProjekt sp. z o.o. which was worth 0.508 million PLN. The total effect of the all above-mentioned operations on the net result of 2013 was +3.186 million PLN. Total changes in the deferred income tax resulted in an increase in result of 2.802 million PLN.

3.16. Provisions for Other Liabilities and Charges

Current	Costs related to current period which will be incurred in future	Provisions for costs of contracts	Provisions for contractual penalties and other claims	Provisions for leaves	Provisions for premiums	Total
At 1 January 2013	2,015	16,747	3,529	14,259	55,595	92,145
Change:	1,703	(2,513)	(96)	2,358	3,440	4,892
- provisions created	9,961	16,511	3,514	14,666	73,329	117,981
- provisions used and dissolved	(8,258)	(19,024)	(3,610)	(12,308)	(69,889)	(113,089)
At 31 December 2013	3,718	14,234	3,433	16,617	59,035	97,037

All provisions were calculated based on credible estimate as of the balance sheet date.

3.17. Related-Party Transactions

3.17.1. Revenues from Sales of Goods and Services

	12 months ended 31 December 2013	12 months ended 31 December 2012
Revenues from sales of goods:		
SolInteractive S.A.	2	-
	<u>2</u>	<u>-</u>
Revenues from sales of services:		
SolInteractive S.A.	258	201
	<u>258</u>	<u>201</u>
	<u>260</u>	<u>201</u>

Price for services is determined depending on the type of transaction, according to one of three methods:

- 1) comparable market price,
- 2) cost - plus basis (margin from 2 to 3% for goods, 5% for services),
- 3) margin on sales of services (from 10% to 40%)

3.17.2. Purchase of Goods and Services

	12 months ended 31 December 2013	12 months ended 31 December 2012
Purchases of goods:		
SolInteractive S.A.	459	60
	<u>459</u>	<u>60</u>
Purchase of services:		
SolInteractive S.A.		
<i>included in generation costs</i>	1200	612
<i>included in other costs</i>	3,063	3,355
	<u>4,263</u>	<u>3,967</u>
	<u>4,722</u>	<u>4,027</u>

3.17.3. Balance of Settlements as of the Balance Sheet Date Resulting from the Sale/Purchase of Goods /Services

	12 months ended 31 December 2013	12 months ended 31 December 2012
Receivables from related parties		
SolInteractive S.A.	47	94
	<u>47</u>	<u>94</u>
Payables to related parties		
SolInteractive S.A.	467	1,120
	<u>467</u>	<u>1,120</u>

3.17.4. Transactions with Associates and Personally Related Entities

	In thousands of PLN
Purchases from personally related entities	1,092
Sales to personally related entities	122
Loans and interest on loans paid by personally related entities	811
Loans and interest on loans granted to personally related entities	1,567
Purchases from associates	4,722
Sales to associates	260
Loans and interest on loans repaid by associates	154
Loans and interest on loans granted to associates	10

3.18. Earnings per Share

	12 months ended 31 December 2013	12 months ended 31 December 2012
Net profit for the period attributable to equity holders of Group	25,557	40,660
Weighted average number of shares in issue	8,051,637	8,051,637
Basic earnings per share (PLN)	3.17	5.05
Diluted number of shares	8,125,590	8,051,637
Diluted earnings per share (PLN)	3.15	5.05

Basic earnings per share in the column "12 months ended 31 December 2013" is calculated by dividing the net profit attributable to shareholders of Comarch S.A. for the period from 1st of January, 2013, to 31st of December, 2013 by the weighted average number of shares in issue between 1st of January, 2013, to 31st of December, 2013, where the number of days is the weight. Basic earnings per share in the column "12 months ended 31 December 2012" is calculated by dividing the net profit attributable to shareholders of Comarch S.A. for the period from 1st of January, 2012, to 31st of December, 2012, by the weighted average number of shares in issue between 1st of January, 2012, to 31st of December, 2012, where the number of days is the weight.

Diluted earnings per share in the column "12 months ended 31 December 2013" is calculated by dividing the net consolidated profit attributable to shareholders of Comarch S.A. for the period from 1st of January, 2013, to 31st of December, 2013 by the sum of the weighted average number of shares in issue between 1st of January, 2013, to 31st of December, 2013, where the number of days is the weight and diluted number of shares resulting from execution of the managerial option for 2013. Diluted earnings per share in the column "12 months ended 31 December 2012" is calculated by dividing the net consolidated profit attributable to shareholders of Comarch S.A. for the period from 1st of January, 2012, to 31st of December, 2012, by the sum of the weighted average number of shares in issue between 1st of January, 2012, to 31st of December, 2012, where the number of days is the weight and diluted number of shares (according to IAS 33) resulting from possible execution of the managerial option for 2012.

4. Additional Notes

4.1. Information About Shareholders Holding at least 5% of the Total Number of Votes at Comarch S.A. General Meeting and Shares Held by Members of the Management Board and the Board of Supervisors

4.1.1. Shareholders who Directly or Indirectly through Subsidiary Entities Hold at least 5% of the Total Number of Votes at Comarch S.A. General Meeting as at 28 February 2014

- 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.

4.1.2. Changes in Significant Holdings of Comarch S.A. Shares between 14 November 2013 and 28 February 2014

	At 28 February 2014				At 14 November 2013			
	Shares	(%) in share capital	Number of votes	(%) in votes	Shares	(%) in share capital	Number of votes	(%) in votes
Janusz Filipiak	2,620,010	32.54	6,192,010	41.16	2,620,010	32.54	6,192,010	41.16
Elżbieta Filipiak	846,000	10.51	4,230,000	28.12	846,000	10.51	4,230,000	28.12

4.1.3. Changes in Holdings of Comarch S.A. Shares by Managing and Supervising Persons between 14 November 2013 and 28 February 2014

The following table presents the ownership of Comarch S.A. shares by management and supervisors as at the date on which the quarterly consolidated report for Q1-Q3 2013 was published, i.e. on the 14th of November, 2013 and on the 28th of February, 2014, pursuant to the information possessed by the company.

Members of the Management Board and the Board of Supervisors	Position	At 28 February 2014		At 14 November 2013	
		Shares	(%) in votes	Shares	(%) in votes
Janusz Filipiak	President of the Management Board	2,620,010	41.16	2,620,010	41.16
Elżbieta Filipiak	Chairman of the Board of Supervisors	846,000	28.12	846,000	28.12
Piotr Piątosza	Vice-President of the Management Board	16,845	0.11	16,845	0.11
Paweł Prokop	Vice-President of the Management Board	33,000	0.47	33,000	0.47
Piotr Reichert	Vice-President of the Management Board	6,069	0.04	6,069	0.04
Zbigniew Rymarczyk	Vice-President of the Management Board	28,141	0.19	28,141	0.19
Konrad Tarański	Vice-President of the Management Board	6,069	0.04	6,069	0.04
Marcin Warwas	Vice-President of the Management Board	6,069	0.04	6,069	0.04
Number of issued shares		8,051,637	100.00	8,051,637	100.00

In execution of the Resolution no. 23 of the Annual General Meeting dated 28th of June, 2010, regarding the managerial option program for key employees, on the 13th of January, 2014, the Supervisory Board of Comarch S.A. passed the Resolution no. 2/01/2014 on execution of the managerial option program for 2013, by way of issuance of 73,953 ordinary bearer series K3 shares, of nominal value of PLN 1 and issue price of PLN 1 each, excluding a stock right of the current company's shareholders (current report no. 2/2014 dated the 13th of January, 2014). As a consequence, the Management Board of Comarch S.A. passed the resolution no. 1 dated the 20th of January, 2014, regarding an increase in the share capital by way of emission of 73,953 ordinary bearer series K3 shares (current report no. 3/2014 dated the 20th of January, 2014).

4.2. Factors and Events of Unusual Nature with Significant Effects on the Achieved Financial Results

4.2.1. Deferred Income Tax Asset

In the four quarters of 2013, the parent company dissolved in part an asset due to activities in the SEZ that was worth 10.055 million PLN and established as at 31st of December, 2012, as well as established an asset worth 8.795 million PLN.

In 2013, Group settled in part a deferred tax asset related to temporary differences, that was established on 31st of December, 2012 and worth 3.857 million PLN, as well as an asset due to temporary differences was recognised in the amount of 5.133 million PLN. An asset due to tax loss was dissolved in the amount of 3.018 million PLN and recognised in the amount of 2.618 million PLN. The total effect of the above-mentioned operations on the net result of 2013 was - 384 thousand PLN.

4.2.2. Valuation of Exchange Differences

Fluctuations of PLN versus EUR and USD within the four quarters of 2013 had a less significant effect on revenue and results of the Comarch Group than in the previous periods. Realised exchange differences and balance sheet valuation of exchange differences on receivables and liabilities as of the 31st of December, 2013, increased by 0.52 million PLN revenue and operating result of the Comarch Group. Other exchange differences increased by 0.29 million PLN Comarch's result. Total exchange differences resulted in an increase of 0.81 million PLN in the Comarch Group's net result.

4.3. Other Events in Q4 2013

4.3.1. Contract for Delivery and Implementation of IT System in Relation to e-Health Project under the Name "Podlaski System Informacyjny e-Zdrowie"

On the 27th of November, 2013, Comarch Polska S.A., a subsidiary of Comarch S.A., signed a contract with 26 healthcare entities, 10 districts and Województwo Podlaskie represented by management board of Województwo Podlaskie, for delivery and implementation of comprehensive IT system in relation to project: "Podlaski System Informacyjny e-Zdrowie" (e-Health IT System for Województwo Podlaskie). Net value of the contract amounts to PLN 19,392,080.30 and it will be performed within 16 months from the signing date. The contract includes, among others, delivery and implementation of the following systems: Regional Medical Repository, Regional BI System including Data Warehouse, Website for a Patient, Website for a Manager, systems for registers, local systems as Enterprise Resource Planning, BI Systems including Data Warehouse, Hospital Information Systems, Electronic Data Interchange and Electronic Medical Documentation in 26 healthcare entities in region of podlaskie voivodeship. Additionally, after delivery and implementation of systems comprised by the contract, Comarch Polska S.A. will provide, among others, 3-year maintenance (current report no. 25/2013 dated the 27th of November, 2013).

4.4. Events after the Balance Sheet Date Not Included in the Financial Statement

4.4.1. Dates of Periodical Financial Reports in 2014

In the current report no. 1/2014 dated the 13th of January, 2014, Comarch S.A.'s Management Board set the following dates of periodical financial reports in 2014:

- 1) Q4 2013 - on 28th of February, 2014
- 2) Annual reports for 2013 - on 30th of April, 2014
- 3) Q1 2014 - on 15th of May, 2014
- 4) H1 2014 on 29th of August, 2014
- 5) Q3 2014 - on 14th of November, 2014

4.4.2. Resolution of the Management Board on Changes in the Company's Articles of Association

Due to the increase in the company's share capital established with the resolution no. 1 dated the 20th of January, 2014, the Management Board of Comarch S.A. passed the resolution on changes in the company's Articles of Association thus article 7, section 1 will be worded as follows: "The Company's share capital comes to PLN 8,125,590.00 (in writing: eight million one

hundred twenty-five thousand five hundred ninety) and is divided into PLN 8,125,590.00 (in writing: eight million one hundred twenty-five thousand five hundred ninety) shares, including: 1,748,400 (one million seven hundred forty-eight thousand four hundred) registered preference shares of nominal value of PLN 1.00 (in writing: one zloty) every share and 6,377,190 (six million three hundred seventy-seven hundred one hundred ninety) ordinary bearer shares of nominal value of PLN 1.00 every share, including:

- 1) 864,800 series A registered preference shares,
- 2) 75,200 series A ordinary bearer shares,
- 3) 883,600 series B registered preference shares,
- 4) 56,400 series B ordinary bearer shares,
- 5) 3,008,000 series C ordinary bearer shares,
- 6) 1,200,000 series D ordinary bearer shares,
- 7) 638,600 series E ordinary bearer shares,
- 8) 125,787 series G ordinary bearer shares,
- 9) 102,708 series G3 ordinary bearer shares,
- 10) 563,675 series H ordinary bearer shares,
- 11) 441,826 series I2 ordinary bearer shares,
- 12) 91,041 series J2 ordinary bearer shares,
- 13) 73,953 series K3 ordinary bearer shares." (current report no. 3/2014 dated the 20th of January, 2014).

4.4.3. Forward Contracts Concluded after the Balance Sheet Date

Between the 1st of January, 2014 and the 28th of February, 2014, Comarch S.A. concluded forward contracts for the sales of 3.5 million euro, 1.7 million USD and 1.7 million GBP. The total net value of open forward contracts as of the 28th of February, 2014 amounted to 12 million EUR, 4 million USD and 1.7 million GBP. The open forward contracts as of the 28th of February, 2014 were valued at 3.04 million PLN. The contracts will be settled within twenty four 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, and to secure cash flows on account of an investment credit granted in euro and used in Polish zlotys.

4.5. The Management Board's Position on the Execution of Previously-Published Forecasts for the Current Year, in the Bright of Results Presented in the Quarterly Report

The Management Board did not forecast any results for Q4 2013.

4.6. Significant Legal, Arbitration or Administrative Proceedings

In the fourth quarter of 2013, Group's parties did not sue and were not sued in proceedings which fulfil the criterion specified in § 87 Act 7 point 7a) and 7b) of the Regulation issued by the Minister of Finance on 19th 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.

4.7. Information about Transactions with Related Parties on Terms Different from Market Conditions

None present.

4.8. Information about Suretyships, as well as Guarantees Provided by the Issuer and Its Subsidiaries

a) Due to conclusion in August, 2010, of a contract with a customer, issuer has granted a guarantee for the customer. This guarantee has been provided for the duration of the contract 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, i.e. approximately EUR 54,580,752. The financial conditions, that the guarantee was provided on, do not differ from the market conditions.

b) Due to DnB Bank Polska S.A. granting a credit line for bank guarantees to CA Consulting S.A., a Comarch S.A. subsidiary, on the 13th of May, 2010, the issuer granted a surety for the benefit of DnB Bank 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 3,000,000 and is valid till the 28th of February, 2018.

c) 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 28th 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.

d) 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 11th 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 (5.24 million EUR and additionally 0.35 million EUR annually) and is valid until the 31st of March, 2014.

e) Due to Bank Pekao S.A. granting a loan in the amount of 15,888,666.42 PLN to iMed24 S.A., a Comarch S.A. subsidiary, on the 1st 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 31st of December, 2021.

f) Due to conclusion of a lease agreement by Comarch Software und Beratung AG, a subsidiary of Comarch S.A., on the 1st of January, 2012, the parent company granted a surety in order to guarantee the fulfilment of any obligations resulting from the contract. The value of the surety equals 0.15 million EUR and is valid until the 31st of March, 2015.

g) Due to conclusion of a subcontracting agreement by CA Consulting S.A., a subsidiary of Comarch S.A. 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.

h) Due to conclusion of a contract for implementation and maintenance of BSS system 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 annually for SLA, and it is valid for the whole term of the agreement.

i) 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.

j) Due to granting a credit to Comarch Polska S.A., a subsidiary of Comarch S.A., for sales of products and services through a supplier, on the 12th of April, 2013, Comarch S.A. granted a surety for future obligations of Comarch Polska S.A. resulting from credit limit. The surety was granted up to the maximum amount of 3 million PLN and is valid till the 31st of December, 2013.

k) 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.

l) Due to granting a subsidy to Comarch AG, a subsidiary of Comarch S.A., for construction of an infrastructure in Dresden through Sachsische AufbauBank, Comarch S.A.

took on a debt in the event of a liability of Comarch AG to return the granted means. Maximum liability of Comarch S.A. in relation to taking the debt shall not exceed 0.26 million EUR increased by interest for the period from the granting of the subsidy to its return. Taking the debt is valid till the 30th of August, 2018.

m) Due to conclusion of an investment credit agreement between Comarch AG, a subsidiary of Comarch S.A., with BNP Paribas Bank Polska S.A., resulting in granting the financing in the amount of 6 million EUR, on the 15th of May, 2013 Comarch S.A. granted a surety for obligations of Comarch AG resulting from the agreement. The surety was granted up to the amount of 9 million EUR and is valid till the 15th of May, 2020.

n) Due to conclusion of contracts for fuel cards service signed by iMed24 S.A., Comarch Polska S.A., iReward24 S.A. and CA Consulting S.A., subsidiaries of Comarch S.A., on the 1st of June, 2013, 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 S.A., 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 31st of May, 2014.

o) Due to conclusion of a contract for implementation of Comarch Loyalty Management, signed by Comarch UK, a subsidiary of Comarch S.A., Comarch S.A. granted a surety for the benefit of a customer for obligations of Comarch UK. The surety was granted up to the maximum amount of GBP 2,051,238 and is valid for the whole term of the contract, i.e. till the October, 2016.

p) Due to conclusion of a loan agreement by CA Consulting S.A., a subsidiary of Comarch S.A., Comarch S.A. granted a surety for obligations resulting from this agreement. The surety was granted up to the amount of PLN 1,416,662.70 and is valid till all payment obligations related to the loan agreement are completed.

q) Due to conclusion of a contract for implementation and licence of Comarch Loyalty Management, as well as services related to data centre and Support & Maintenance, signed by Comarch SAS, a subsidiary of Comarch S.A., Comarch S.A. granted a surety for obligations of Comarch SAS resulting from this project. The surety was granted up to the maximum amount of the signed agreements, i.e. EUR 300,000 and EUR 2,337,879, and is valid till the end of this project, i.e. till the March, 2019.

r) Due to conclusion of a contract for services related to data centre, signed by Comarch AG, a subsidiary of Comarch S.A., Comarch S.A. granted a surety for obligations of Comarch AG resulting from this project. The surety was granted up to the maximum amount of the signed agreement, i.e. EUR 183,961.08, and is valid till the end of this project, i.e. till the October, 2016.

s) Due to granting a trade credit to CA Consulting S.A., a subsidiary of Comarch S.A., for sales of products and services in the amount of 2 million PLN, Comarch S.A. granted a surety for future obligations of CA Consulting S.A. resulting from using the trade credit. The surety was granted up to the amount of 2 million PLN and is valid till the 28th of February, 2014.

t) Due to conclusion of a contract for purchase of licences, maintenance and support, signed by Comarch UK, a subsidiary of Comarch S.A., granted a surety for future obligations of Comarch UK resulting from this project. The surety was granted up to the amount of GBP 11,243,479.50 million PLN and is valid till the 31st of May, 2028.

u) Due to conclusion of a contract for fuel cards service signed by ESAPROJEKT Sp. z o.o., a subsidiary of Comarch S.A., on the 20th of December, 2013, 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 this contract by ESAPROJEKT Sp. z o.o. The surety was granted up to the amount of PLN 30,000 and is valid till the 20th of December, 2016.

4.9. Other Information Significant for the Assessment of Means and Employees, Financial Rating, Financial Results and Their Changes and Information Significant for the Assessment of the Possibility of the Execution of Obligations by the Issuer

As of the 31st of December, 2013, Comarch S.A. and its subsidiaries have not signed any currency options contracts.

In the fourth quarter of 2013, Comarch S.A. did not apply hedge accounting on the basis of §88 MSR 39 "Financial instruments: treatment and evaluation", nor on the basis of the Minister of Finance's regulation from the 12th of December, 2001, on the detailed methods of recognition, evaluation and extent of disclosure of financial instruments and the way financial instruments are presented.

5. Significant Achievements and Failures as well as Factors and Events with Considerable Impact on the Financial Results of the Comarch Group in the Fourth Quarter of 2013 and Factors Which Will Substantially Impact Results Over the Course of at least the Next Quarter

5.1. Revenues and Profit

In the fourth quarter of 2013, the Comarch Group generated revenue in the amount of 314 million PLN. They were lower by 48.5 million PLN, i.e. 13.4% than those achieved in the fourth quarter of 2012, mostly as a result of no such significant value deliveries of third party software as those in the fourth quarter of 2012. Operating result amounted to 29.3 million PLN and was lower by 2.4 million PLN than in Q4 2012. Net result attributable to the shareholders of the parent company was 22.9 million PLN and decreased by 6.9 million PLN compared to Q4 2012. The EBIT margin was +9.3% and net margin amounted to +7.3%.

Over twelve months of 2013, the Comarch Group generated revenue significantly higher than those achieved in 2012. They increased by 55.4 million PLN, i.e. 6.3% and reached 939.2 million PLN. Operating profit amounted to 29.4 million PLN and was lower by 1.4 million PLN than in 2012. Net profit attributable to the shareholders of the parent company was 25.6 million PLN and was lower by 15.1 million PLN compared to the previous year. The EBIT margin was +3.1% and net margin amounted to +2.7%.

Higher revenue achieved by Comarch Group in the four quarters of 2013 is mostly a consequence of performance of an increased number of IT contracts acquired in the past periods.

The Comarch Group's EBITDA amounted to 93.8 million PLN in 2013, which was higher by 9.7 million PLN than in 2012. Depreciation's level increased by 11.1 million PLN, i.e. 20.8%. This is a consequence of depreciation of new IT hardware and software purchased in relation to contracts performed in services model, depreciation of new office buildings in Dresden and Łódź, and depreciation of intangible assets acquired as a result of acquisition of ESAProjekt sp. z o.o.

In 2013, exchange differences had less significant effect on revenue and results of the Comarch Group than in the previous year. As at the 31st of December, 2013, realised exchange differences and balance sheet valuation of exchange differences on receivables and liabilities, increased by 0.5 million PLN revenue and operating result of the Comarch Group, whereas in 2012 decreased them by 11.2 million PLN. Other exchange differences, related mostly to valuation of bank credits and non-current loans in Group, increased by 0.3 million PLN the Comarch Group's result of finance activity, whereas in 2012 increased it by 7.1 million PLN. In 2013, total exchange differences resulted in an increase of 0.8 million PLN in the Comarch Group's net result, whereas in 2012 their influence was negative and amounted to minus 4.1 million PLN.

Other factors and events having a significant effect on the achieved the Comarch's results are as follows:

a) Consolidation of Comarch Software und Beratung Group and Comarch Swiss AG

In 2013, revenue from sales of CSuB Group and Comarch Swiss AG increased by 100.9 million PLN the Comarch Group's sales. Despite their neutral current results, they still had a negative effect on the Comarch Group's operating result and amounted to minus 14.2 million PLN. This is mostly a consequence of an ongoing depreciation of intangible assets acquired as a result of acquisition of SoftM Group in 2008 (depreciation was finished in November, 2013).

b) Revenue and Functioning Costs of Companies Operating in Medicine Sector

Revenue of companies operating in medicine sector (iMed24 S.A., ESAProjekt sp. z o.o.) increased by 11.1 million PLN the Comarch Group's sales. The influence of these companies on the Comarch Group's financial results was still negative. It was minus 13.4 million PLN on operating result and minus 14.2 million PLN on net result. Costs resulting from investment

projects related to production of e-Health software, telemedicine equipment as well as those resulting from a high-tech medical and diagnostic centre in Krakow will have a significant impact on increases in levels of the Comarch's costs and worsening of the Comarch Group's current financial results.

The table below presents selected financial data which have a significant effect on the Comarch Group's financial results.

	Q1Q4 2013	Q1Q4 2012
CSuB AG and Comarch Swiss AG's (formerly A-MEA Informatik AG) revenue	100,904	114,681
Revenue in companies operating in medicine (ESAProjekt sp. z o.o. and iMed24 SA)	11,054	7,994
CSuB's operating result (including depreciation of intangible assets acquired as a result of acquisition in 2009)	-14,202	-7,518
CSuB's net result attributable to Comarch's shareholders	-10,544	-2,672
Operating earnings of companies operating in medicine (ESAProjekt sp. z o.o. and iMed24 SA)	-13,413	-12,311
Net earnings of companies operating in medicine (ESAProjekt sp. z o.o. and iMed24 SA)	-14,214	-13,224
Impact on operating earnings of realised exchange differences and balance sheet valuation	518	-11,180
Impact on net earnings of realised exchange differences and balance sheet valuation	811	-4,109
Impact of assets on earnings due to deferred tax due to activity in the Special Economic Zone in Krakow	-1,260	420
Impact of assets and provisions on earnings due to deferred tax in relation to temporary differences and of an asset due to tax loss in subsidiaries	3,660	5,925
Impact of managerial option on earnings	-2,873	-325

In the fourth quarter of 2013, the Comarch Group's employment level has not changed significantly. In 2013, the Comarch Group's employment level increased significantly as a consequence of completion of summer internship for students. As of 31st of December, 2013, the Comarch Group had 4,223 employees (excluding employees in MKS Cracovia SSA), i.e. 15 persons less than as of the 30th of September, 2013 and 464 more compared to the end of the previous year. Current employment level is necessary to execute contracts concluded and planned by Group.

The financial results, achieved on the company's core activity, confirm the effectiveness of Group's strategy – a strategy that is based on:

- a) the sale of IT solutions, most of which are developed in-house,
- b) the sales development and the sale of an increasing number of products on international markets, especially in Western Europe,
- c) the stable improvement of operational performance through the ongoing improvement of procedures and cost rationalisation,
- d) development of new technologies and business areas.

Comarch Group looks for new markets (for example in South America), continues investment in new IT products and services, as well as development of its IT infrastructure. The strong position of the Comarch Group ensures securing its activities during the unsteady

macroeconomic situation both in Poland and worldwide. Group is aware of incurring high costs for new products development and activities on foreign markets in order to further enhance Group's future competitiveness.

5.2. Sales Structure

Products sales structure

In the fourth quarter of 2013, Group's sales of third party software decreased significantly compared to the previous year (by 62.6 million PLN, i.e. 62.8%), as in the fourth quarter of 2012, there was a delivery of third party software to PKO BP for 86.6 million PLN. Sales of own services increased dynamically by 36 million PLN, i.e. 20.7% and sales of own software diminished by 18.4 million PLN, i.e. 32.4%. Sales of computer hardware decreased by 30.3% and amounted to 19.1 million PLN. Other sales grew significantly in q4 2013 (by 109.1%) as a result of increased revenue of MKS Cracovia SSA and medical activity of iMed24 S.A.

Products sales structure	Q4 2013	%	Q4 2012	%	Change in PLN	Change in %
Services	210,147	66.9%	174,098	48.0%	36,049	20.7%
Proprietary software	38,551	12.3%	56,990	15.7%	-18,439	-32.4%
Third party software	37,038	11.8%	99,662	27.5%	-62,624	-62.8%
Hardware	19,109	6.1%	27,404	7.6%	-8,295	-30.3%
Others	9,201	2.9%	4,401	1.2%	4,800	109.1%
Total	314,046	100.0%	362,555	100.0%	-48,509	-13.4%

Over twelve months of 2013, Group's sales of computer hardware were significantly higher than in the previous year. They grew by 23.8 million PLN, i.e. 57.5%. This is mostly a result of delivery of a high value computer hardware to a customer in public sector in the third quarter of 2013. Sales of own services increased dynamically by 94.4 million PLN, i.e. 16.2% and sales of own software grew by 14.6 million PLN, i.e. 13.7%. Sales of third party software decreased by 41.6% and amounted to 79.6 million PLN. Other sales grew from 19 million PLN to 27.3 million PLN and constituted 2.9% of total revenue of Comarch Group.

Products sales structure	12 months ended 31 December 2013	%	12 months ended 31 December 2012	%	Change in PLN	Change in %
Services	675,348	71.9%	580,946	65.7%	94,402	16.2%
Proprietary software	91,628	9.8%	106,178	12.0%	-14,550	-13.7%
Third party software	79,589	8.5%	136,231	15.4%	-56,642	-41.6%
Hardware	65,315	6.9%	41,481	4.7%	23,834	57.5%
Others	27,349	2.9%	19,040	2.2%	8,309	43.6%
Total	939,229	100.0%	883,876	100.0%	55,353	6.3%

Market sales structure

In the fourth quarter of 2013, there was a significant decrease in sales to customers in the finance and banking sector (a decrease of 91.8 million PLN, i.e. 66.5%). This is mostly a consequence of delivery of a third party software to bank PKO BP in Q4 2012, whereas in Q4 2013 there was no such a delivery.

Comarch Group's sales to customers in the TMT sector amounted to 74.3 million PLN and increased by 9.7 million PLN, i.e. 15.1% more compared to Q4 2012. Customers in the industry and utilities sector acquired products and services in the amount of 27.8 million PLN, i.e. 6.9 million PLN and 32.9% more than those acquired in the previous year. There was a significant increase of 17.6 million PLN, i.e. 95.8% in sales to customers in the trade and services sector. Sales to customers in the public sector decreased by 4.9 million PLN, i.e. 9.3% less than in Q4 2012. There was a significant increase in sales to the small and medium enterprises in Poland (an increase of 6.3 million PLN, i.e. 21.4%), whereas sales to the small and medium enterprises

in DACH region decreased by 6 million PLN, i.e. 17.9%. In the fourth quarter of 2013, sales to the medicine sector increased by 9.4 million PLN, i.e. 237.9%. There was a significant growth in other sales (of 4.3 million PLN, i.e. 407.8%), mostly as a result of higher revenue in MKS Cracovia SSA.

Market sales structure	Q4 2013	%	Q4 2012	%	Change in PLN	Change in %
Telecommunications, Media, IT	74,348	23.7%	64,599	17.8%	9,749	15.1%
Finance and Banking	46,177	14.7%	137,957	38.0%	-91,780	-66.5%
Trade and Services	35,892	11.4%	18,328	5.1%	17,564	95.8%
Industry & Utilities	27,828	8.9%	20,942	5.8%	6,886	32.9%
Public sector	48,051	15.3%	52,989	14.6%	-4,938	-9.3%
Small and Medium-Sized Enterprises - Poland	35,627	11.3%	29,336	8.1%	6,291	21.4%
Small and Medium-Sized Enterprises - DACH	27,410	8.7%	33,392	9.2%	-5,982	-17.9%
Medicine	13,402	4.3%	3,966	1.1%	9,436	237.9%
Others	5,311	1.7%	1,046	0.3%	4,265	407.8%
Total	314,046	100.0%	362,555	100.0%	-48,509	-13.4%

Over twelve months of 2013, there was a significant increase in sales to customers in the public sector (an increase of 56.2 million PLN, i.e. 55.2%). This is mostly a consequence of delivery of a high value computer hardware to a ministry in the third quarter of 2013. Sales to this sector constituted 16.8% of total Group's sales. Sales to customers in the TMT sector amounted to 218.2 million PLN (an increase of 15.9 million PLN, i.e. 7.8% more). Their share in total sales was 23.2% and in 2013, the TMT sector was the most important in terms of revenue. Customers in the finance and banking sector acquired products and services in the amount lower by 87.8 million PLN, i.e. 38.3% than in Q4 2012. This is a consequence of the fact that in 2013 there was no such high value delivery of third party software as was present in 2012. Share of these sales in total sales amounted to 15.1%. There was a dynamic increase in sales to customers in the trade and services sector (of 30.7 million PLN, i.e. 42.9%), and their share in total sales amounted to 10.9%. Sales to the industry and utilities sector also grew significantly and these sales constituted 10% of total sales. There was a significant increase in sales to the small and medium enterprises in Poland (an increase of 10.2 million PLN, i.e. 13.8%), whereas sales to the small and medium enterprises in DACH region decreased by 13.8 million PLN, i.e. 12%. In 2013, sales to the medicine sector amounted to 24.9 million PLN and they were higher by 16.9 million PLN, i.e. 210.9% compared to the previous year. These sales constituted 2.7% of total Comarch Group's sales.

Market sales structure	12 months ended 31 December 2013	%	12 months ended 31 December 2012	%	Change in PLN	Change in %
Telecommunications, Media, IT	218,185	23.2%	202,331	22.9%	15,854	7.8%
Finance and Banking	141,609	15.1%	229,439	26.0%	-87,830	-38.3%
Trade and Services	102,337	10.9%	71,615	8.1%	30,722	42.9%
Industry & Utilities	93,972	10.0%	70,189	7.9%	23,783	33.9%
Public sector	157,963	16.8%	101,762	11.5%	56,201	55.2%
Small and Medium-Sized Enterprises - Poland	84,265	9.0%	74,049	8.4%	10,216	13.8%
Small and Medium-Sized Enterprises - DACH	100,904	10.7%	114,681	13.0%	-13,777	-12.0%
Medicine	24,854	2.7%	7,994	0.9%	16,860	210.9%
Others	15,140	1.6%	11,816	1.3%	3,324	28.1%
Total	939,229	100.0%	883,876	100.0%	55,353	6.3%

Geographical sales structure– markets

In the fourth quarter of 2013, Group's domestic sales significantly decreased by 43.1 million PLN, 18.1% less than in the fourth quarter of 2012, mostly as a result of decreased deliveries of third party software. Export sales amounted to 119.2 million PLN, i.e. 5.4 million PLN and 4.4% less compared to the fourth quarter of 2012.

Geographical sales structure	Q4 2013	%	Q4 2012	%	Change in PLN	Change in %
Domestic (Poland)	194,893	62.1%	237,964	65.6%	-43,071	-18.1%
Export	119,153	37.9%	124,591	34.4%	-5,438	-4.4%
Total	314,046	100.0%	362,555	100.0%	-48,509	-13.4%

In the fourth quarter of 2013, Group's sales in DACH region decreased by 14.4 million PLN, i.e. 21.8%, in other European countries there was an increase of 3.9 million PLN (8.5%). Sales in both Americas grew dynamically (an increase of 5.3 million PLN, i.e. 44%). Sales to countries in the Middle East and to other countries remained at a low level.

Geographical sales structure	Q4 2013	%	Q4 2012	%	Change in PLN	Change in %
Poland	194,893	62.1%	237,964	65.6%	-43,071	-18.1%
DACH	51,600	16.4%	66,026	18.2%	-14,426	-21.8%
Europe – others	49,790	15.8%	45,874	12.7%	3,916	8.5%
The Americas	17,221	5.5%	11,960	3.3%	5,261	44.0%
Middle East	226	0.1%	253	0.1%	-27	-10.5%
Other countries	316	0.1%	478	0.1%	-162	-33.9%
TOTAL	314,046	100.0%	362,555	100.0%	-48,509	-13.4%

Over twelve months of 2013, Group's export sales grew more quickly than its domestic sales. Export sales amounted to 395.1 million PLN and were higher by 27.8 million PLN, i.e. 7.6% more than in the previous year. Domestic sales increased by 27.5 million PLN, i.e. by 5.3%. As a consequence, share of export sales in total sales increased from 41.6% to 42.1%.

Geographical sales structure	12 months ended 31 December 2013	%	12 months ended 31 December 2012	%	Change in PLN	Change in %
Domestic (Poland)	544,085	57.9%	516,577	58.4%	27,508	5.3%
Export	395,144	42.1%	367,299	41.6%	27,845	7.6%
Total	939,229	100.0%	883,876	100.0%	55,353	6.3%

Over twelve months of 2013, sales to both Americas grew the most in export sales, i.e. by 24.8 million PLN, i.e. 82.1%. It is related to the acquiring new customers in this part of the world, especially for loyalty systems. Sales to DACH region decreased by 3.2 million PLN, i.e. 1.7%, and to other European countries grew by 6.1 million PLN, i.e. 4.3%. Sales to countries in the Middle East and to other countries remained at a low level.

Geographical sales structure	12 months ended 31 December 2013	%	12 months ended 31 December 2012	%	Change in PLN	Change in %
Poland	544,085	57.9%	516,577	58.4%	27,508	5.3%
DACH	188,844	20.1%	192,017	21.7%	-3,173	-1.7%
Europe – others	148,679	15.8%	142,561	16.2%	6,118	4.3%
The Americas	55,111	5.9%	30,264	3.4%	24,847	82.1%
Middle East	1,002	0.1%	846	0.1%	156	18.5%
Other countries	1,508	0.2%	1,611	0.2%	-103	-6.4%
TOTAL	939,229	100.0%	883,876	100.0%	55,353	6.3%

5.3. Backlog

The backlog for the current year amounted to 662.9 million PLN and was therefore higher by 5.5% compared to the same period in 2013. The value of services and proprietary software sales increased by 8% up to 586.1 million PLN, and as a consequence, their share in the total backlog reached 88.4%.

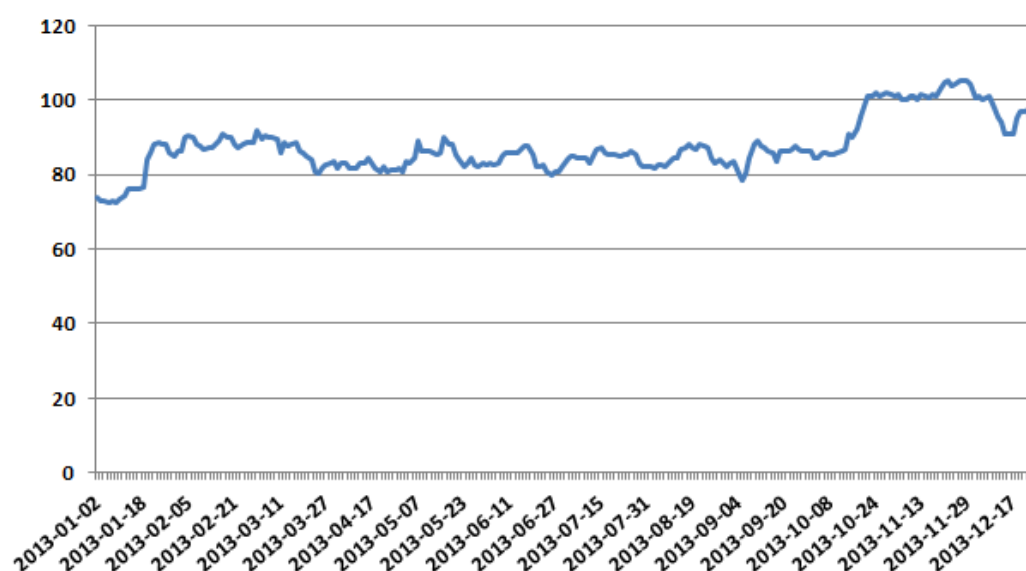
Backlog for the current year	At 28 February 2014	At 28 February 2013*	Change
Revenues contracted for 2013	662,882	628,486	5.5%
<i>including export contracts</i>	586,142	542,495	8.0%
<i>% of export contracts</i>	88.4%	86.3%	

*) data as at the 28th of February, 2013 were adjusted to the current presentation of backlog and are not the same as those presented in the financial statement for Q4 2012.

Current backlog's value and structure, both for the current and the following years, confirm the very favourable financial position of the Comarch Group. Moreover, they strengthen the effectiveness of the strategy of development based on proprietary software and looking for new markets realised by Group.

5.4. Comarch S.A. Stock Price Performance

Q1-Q4 2013



On the 31st of December, 2013, the closing rate of Comarch S.A. shares in the Warsaw Stock Exchange amounted to PLN 97 and increased by 27.3% compared to PLN 73.5 on the 31st of December, 2012. Group's results and Comarch S.A. stock price in the next quarters will depend in large part on the development of sales of Comarch proprietary products and services, especially on foreign markets, trends in the macro economy, the condition of the economy on the Polish and the European markets, the financial situation of medium-sized and large enterprises (which constitute the basis of Group's clients), EUR/PLN and USD/PLN exchange levels and the rate of increase in the remuneration of IT employees.

5.5. Events in the Fourth Quarter of 2013 that Greatly Impacted the Current Activities of the Comarch Group

5.5.1st Agreement with Consortium of Łęgrzem sp. z o.o., ZSK sp. z o.o. and Graphbud sp. z o.o, for the Realization of the Fifth Construction Stage of the Investment in the Special Economic Zone in Krakow

On the 3rd of October, 2013, Comarch S.A. signed an agreement with consortium of Łęgrzem sp. z o.o., ZSK sp. z o.o. and Graphbud sp. z o.o, for the realisation of the fifth construction stage of the investment in the Special Economic Zone in Krakow (SSE6 building). The subject of the contract is the construction of a production and office building, altogether with data

centre, including traffic and technical infrastructure. Total space of the building will be 11,708.87 m². The value of this agreement amounts to 62,268 thousand PLN (current report no. 21/2013 of 4th of October, 2013). In the fourth quarter of 2013, Comarch S.A. began construction works. The planned completion date of this investment is the second quarter of 2015.

5.5.2nd Contract for Delivery and Implementation of IT System in Relation to e-Health Project under the Name "Podlaski System Informacyjny e-Zdrowie"

On the 27th of November, 2013, Comarch Polska S.A., a subsidiary of Comarch S.A., signed a contract with 26 healthcare entities, 10 districts and Województwo Podlaskie represented by management board of Województwo Podlaskie, for delivery and implementation of comprehensive IT system in relation to project: "Podlaski System Informacyjny e-Zdrowie" (e-Health IT System for Województwo Podlaskie). Net value of the contract amounts to PLN 19,392,080.30 and it will be performed within 16 months from the signing date. The contract includes, among others, delivery and implementation of the following systems: Regional Medical Repository, Regional BI System including Data Warehouse, Website for a Patient, Website for a Manager, systems for registers, local systems as Enterprise Resource Planning, BI Systems including Data Warehouse, Hospital Information Systems, Electronic Data Interchange and Electronic Medical Documentation in 26 healthcare entities in region of podlaskie voivodeship. Additionally, after delivery and implementation of systems comprised by the contract, Comarch Polska S.A. will provide, among others, 3-year maintenance (current report no. 25/2013 dated the 27th of November, 2013).

5.6. Events after the Balance Sheet Date that Greatly Impacted the Current Activities of the Comarch Group

5.6.1. Execution of the Managerial Option Program

In execution of the Resolution no. 23 of the Annual General Meeting dated 28th of June, 2010, regarding the managerial option program for key employees, on the 13th of January, 2014, the Supervisory Board of Comarch S.A. passed the Resolution no. 2/01/2014 on execution of the managerial option program for 2013, by way of issuance of 73,953 ordinary bearer series K3 shares, of nominal value of PLN 1 and issue price of PLN 1 each, excluding a stock right of the current company's shareholders (current report no. 2/2014 dated the 13th of January, 2014). As a consequence, the Management Board of Comarch S.A. passed the resolution no. 1 dated the 20th of January, 2014, regarding an increase in the share capital by way of emission of 73,953 ordinary bearer series K3 shares (current report no. 3/2014 dated the 20th of January, 2014).

5.6.2. Registration of an Increase in Share Capital of MKS Cracovia SSA

On the 7th of January, 2014, pursuant to a decision of the District Court for Krakow-Śródmieście in Krakow, the Eleventh Economic Division of the National Court Register, an increase in share capital of MKS Cracovia SSA from PLN 19,560,100.00 to PLN 21,840,100.00 was registered. As a consequence, Comarch S.A. holds 66.11% of shares in the share capital of MKS Cracovia SSA which entitle to 66.11% of votes at the company's general meeting (current report no. 4/2014 dated the 28th of January, 2014).

VII. Quarterly Summary of Comarch S.A. Financial Statement for the Fourth Quarter of 2013

I. Balance Sheet (in thousands of PLN)	31 December 2013	30 September 2013	31 December 2012
ASSETS			
I. Non-current assets	603,959	589,290	578,820
1. Intangible assets	11,119	11,151	10,563
2. Property, plant and equipment	203,731	204,503	211,348
3. Non-current investments	380,281	365,387	349,593
3.1. Non-current financial assets	354,004	338,799	322,083
a) in related parties	354,004	338,799	322,083
3.2 Real estates	26,234	26,545	27,467
3.3 Other non-current investment	43	43	43
4. Non-current prepayments	8,828	8,249	7,316
4.1 Deferred income tax assets	7,924	6,791	6,413
4.2 Other accruals	904	1,458	903
II. Current assets	406,168	371,445	481,830
1. Inventories	27,399	36,518	34,798
2. Current receivables	294,926	253,167	403,608
2.1 from related parties	86,261	73,542	149,328
2.2 from other entities	208,665	179,625	254,280
3. Current investments	53,964	35,988	20,118
3.1 Current financial assets	53,964	35,988	20,118
a) in related parties	8,050	17,448	1,437
b) in other entities	1,781	1,149	1,205
- interest and shares	112	111	22
- granted loans	25	32	124
- other current financial assets	1,644	1,006	1,059
c) cash and cash equivalents	44,133	17,391	17,476
4. Short-term prepayments	29,879	45,772	23,306
Total assets	1,010,127	960,735	1,060,650
EQUITY AND LIABILITIES			
I. Equity	659,010	647,635	629,386
1. Share capital	8,051	8,051	8,051
2. Supplementary capital	487,672	487,672	458,146
3. Revaluation reserve	118,818	115,093	120,664
4. Other reserve capitals	745	745	745
5. Capital from merger settlement	-	-	-
6. Previous years' profit (loss)	176	176	176
7. Net profit (loss)	43,548	35,898	41,604
II. Liabilities and provisions for liabilities	351,117	313,100	431,264
1. Provisions for liabilities	102,808	71,271	100,483
1.1 Provision for deferred income tax	29,423	28,555	29,847
1.2 Other provisions	73,385	42,716	70,636
a) current	73,385	42,716	70,636
2. Non-current liabilities	84,298	88,303	83,849
2.1 to related parties	337	215	306
2.2 to other entities	83,961	88,088	83,543
3. Current liabilities	156,440	148,425	238,050
3.1 to related parties	12,719	12,817	31,715
3.2 to other entities	142,223	133,712	205,108
3.3 Special funds	1,498	1,896	1,227
4. Accruals	7,571	5,101	8,882
4.1 Other accruals	7,571	5,101	8,882
a) current	7,571	5,101	8,882
TOTAL EQUITY AND LIABILITIES	1,010,127	960,735	1,060,650
Book value	659,010	647,635	629,386
Number of shares	8,051,637	8,051,637	8,051,637

Book value per single share (PLN)	81.85	80.44	78.17
Diluted number of shares	8,125,590	8,116,089	8,051,637
Diluted book value per single share (PLN)	81.10	79.80	78.17

II. Income Statement	Q4 2013	12 months ended 31 December 2013	Q4 2012	12 months ended 31 December 2012
For the periods 01.01 – 31.12.2013 and 01.01 – 31.12.2012 (in thousands of PLN)				
I. Net revenues from sales of products, goods and materials, including:	213,803	637,260	288,233	666,859
- revenues from related parties	44,669	154,476	68,315	129,980
1. Net revenues from sales of products	161,670	506,306	163,727	485,945
2. Net revenues from sales of goods and materials	52,133	130,954	124,506	180,914
II. Costs of products, goods and materials sold, including:	162,730	483,414	220,071	496,325
- to related parties	8,387	32,837	13,122	35,560
1. Manufacturing cost of products sold	115,342	365,464	106,069	328,119
2. Value of products, goods and materials sold	47,388	117,950	114,002	168,206
III. Gross profit (loss) on sales	51,073	153,846	68,162	170,534
IV. Costs of sales	22,984	63,763	21,179	62,302
V. Administrative expenses	16,069	40,016	16,956	42,697
VI. Profit (loss) on sales	12,020	50,067	30,027	65,535
VII. Other operating revenues	-1,023	10,273	2,829	10,321
1. Profit on disposal of non-financial non-current assets	-	-	16	67
2. Other operating revenues	-1,023	10,273	2,813	10,254
VIII. Other operating costs	209	11,422	3,910	13,464
1. Loss on disposal of non-financial non-current assets	-18	338	-	-
2. Cost of works financed in part with subsidies	1,191	8,973	-7,390	-
3. Other operating costs	-964	2,111	11,300	13,464
IX. Profit (loss) on operating activities	10,788	48,918	28,946	62,392
X. Financial revenues	1,861	4,694	664	6,384
1. Interest, including:	350	1,620	205	2,003
- from related parties	148	708	104	1,266
2. Dividends and share in profits	-	-	-	762
- from related parties	-	-	-	762
3. Other	1,511	3,074	459	3,619
XI. Finance costs	2,411	7,781	8,931	25,160
1. Interest	730	2,728	886	3,268
2. Revaluation of investments	1,587	4,427	7,045	11,816
3. Other	94	626	1,000	10,076
XII. Profit (loss) on business activities	10,238	45,831	20,679	43,616
XIII. Gross profit (loss)	10,238	45,831	20,679	43,616
XIV. Income tax	2,588	2,283	3,337	2,012
XV. Net profit (loss)	7,650	43,548	17,342	41,604
Net profit (loss) (annualised)		43,548		41,604
Weighted average number of shares 01.01.2013 – 31.12.2013		8,051,637		8,051,637
Earnings (losses) per single share (PLN)		5.41		5.17
Diluted weighted average number of shares 01.01.2013 – 31.12.2013		8,125,590		8,051,637
Diluted earnings (losses) per single share (PLN)		5.36		5.17

III. Changes in Equity	Q4 2013	12 months ended 31 December 2013	12 months ended 31 December 2012
I. Opening balance of equity	647,634	629,386	609,697
a) changes to adopted accounting principles (policies)	-	-	-
I. a. Opening balance of equity after adjustments	647,634	629,386	609,697
1. Opening balance of share capital	8,051	8,051	8,051
1.1 Closing balance of share capital	8,051	8,051	8,051
2. Opening balance of due payments for share capital	-	-	-
2.1 Closing balance of due payments for share capital	-	-	-
3. Opening balance of supplementary capital	487,672	458,146	415,032
3.1 Changes in supplementary capital	-	29,526	43,114
a) increases (due to)	-	29,526	43,114
- profit-sharing for the previous years	-	29,526	43,114
3.2 Closing balance of supplementary capital	487,672	487,672	458,146
4. Opening balance of revaluation reserve	115,092	120,664	130,502
4.1 Changes in revaluation reserve	3,726	-1,846	-9,838
a) increases (due to)	4,600	433	2,308
- provision for deferred income tax due to certificates valuation	4,600	433	2,308
b) decreases (due to)	874	2,279	12,146
- balance sheet valuation of investment certificates	874	2,279	12,146
4.2 Closing balance of revaluation reserve	118,818	118,818	120,664
5. Opening balance of capital from merger	-	-	-
5.1 Closing balance of capital from merger	-	-	-
6. Opening balance of other reserve capitals	745	745	745
6.1 Closing balance of other reserve capitals	745	745	745
7. Opening balance of previous years' profit	176	41,780	55,367
a) changes to adopted accounting principles (policies)	-	-	-
7.1 Opening balance of previous years' profit after adjustments	176	41,780	55,367
a) decreases (due to)	-	41,604	55,191
- transferring the result from the previous years to capital	-	29,527	43,114
- payment of dividend	-	12,077	12,077
7.2 Closing balance of previous years' profit	176	176	176
8. Result for q1-q3 2013 (opening balance)	35,898	-	-
8.1 Net result for the period	7,650	43,548	41,604
8.2. Net result	43,548	43,548	41,604
II. Closing balance of equity	659,010	659,010	629,386
III. Equity including proposed profit-sharing (loss coverage)	659,010	659,010	629,386

IV. Cash Flow Statement

For the period 01.01– 31.12.2013 and 01.01-31.12.2012 (thousands of PLN)	Q4 2013	12 months ended 31 December 2013	Q4 2012	12 months ended 31 December 2012
A. Cash flows from operating activities				
I. Net profit (loss)	7,650	43,548	17,342	41,604
II. Total adjustments	28,183	70,283	-7,448	21,107
1. Depreciation	7,517	28,857	6,480	22,387
2. Exchange gains (losses)	1,598	1,247	1088	461
3. Interest and profit sharing (dividends)	119	1,976	830	-3,561
4. (Profit) loss on investing activities	1,622	4,841	7,029	11,749
5. Change in provisions	30,663	787	38,108	8,512
6. Change in inventories	9,114	7,404	5,432	-1,611
7. Change in receivables	-46,160	107,188	-198,917	-75,992
8. Change in current liabilities, excluding credits and loans	5,924	-74,593	119,962	70,989
9. Change in prepayments and accruals	17,786	-7,424	12,540	-11,827
10. Other adjustments	-	-	-	-
III. Net cash used in operating activities (I+/-II) – indirect method	35,833	113,831	9,894	62,711
B. Cash flows from investing activities				
I. Inflows	16,291	29,801	1,277	58,607
1. Disposal of property, plant and equipment and intangible assets	4,125	4,399	-35	385
2. From financial assets, including:	12,166	25,402	1,312	58,222
a) in related parties	11,425	23,872	706	56,590
- repaid loans	10,698	13,058	701	49,889
- repaid interests on loans	727	814	43,041	5,939
- received dividends	-	10,000	-762	762
b) in other entities	741	1,530	606	1,632
- interest	-	-	-	3
- other proceeds from financial assets	741	1,530	606	1,629
3. Other investment proceeds	-	-	-	-
II. Outflows	-20,053	-95,275	-8,501	-154,065
1. Purchase of property, plant and equipment and intangible assets	-4,483	-26,642	-5,891	-37,146
2. Expenses for investment in real estates	-2	-19	-1	-23
3. For financial assets, including:	-15,568	-68,614	-2,609	-116,896
a) in related parties	-15,568	-68,614	-2,610	-116,154
- purchase of financial assets	-9,588	-43,305	-	-110,354
- granted non-current loans	-4,559	-15,288	-2,610	-5,800
- repayment of loans from related parties	-1,421	-10,021	-	-
b) in other entities	-	-	1	-742
- granted non-current loans	-	-	-	-332
- purchase of financial assets	-	-	1	-410
4. Other investment expenses	-	-	-	-
III. Net cash used in investing activities (I-II)	-3,762	-65,474	-7,224	-95,458
C. Cash flows from financing activities				
I. Inflows	17,945	49,452	9,824	19,547
1. Credits and loans	17,944	49,443	9,821	19,543
2. Other financial inflows	1	9	3	4
II. Outflows	-21,670	-69,898	-3,578	-24,131
1. Dividends and other payments to owners	-	-12,077	-411	-12,488
2. Repayment of loans and credits	-20,824	-55,022	-2,329	-8,496
3. Interest	-846	-2,799	-838	-3,147
4. Other financial expenses	-	-	-	-
III. Net cash (used in)/generated from financing	-3,725	-20,446	6,246	-4,584

activities (I-II)

D. TOTAL net cash flow (A.III+/-B.III+/-C.III)	28,346	27,911	8,916	-37,331
E. Balance sheet change in cash and cash equivalents, including:	26,740	26,657	7,839	-37,862
- change in cash and cash equivalents due to exchange differences	-1,606	-1,254	-1,076	-531
F. Cash and cash equivalents opening balance	17,390	17,473	9,634	55,335
H. Closing balance of cash and cash equivalents (F+/- E), including:	44,130	44,130	17,473	17,473
- limited disposal	-276	668	698	698

V. Additional Information and Commentary

1. Adopted Accounting Policies

This financial statement was prepared according to the Act passed on 29th of September, 1994 on Accounting (unified text - Journal of Laws, 2009, No. 152 pos. 1223 and subsequent changes) and the requirements specified in the Regulation issued by the Minister of Finance on 19th 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 (Journal of Laws, 2009, No. 33 pos. 259 and subsequent changes).

A complete description of the adopted accounting principles was presented in the last annual financial statement, i.e. for the period from 1st of January, 2012 until 31st of December, 2012. If this financial statement for the 12 months ended the 31st of December, 2013 was prepared according to IFRS, the financial results would amount to 39.322 million PLN

Earnings according to Act on Accounting	43,548
Depreciation of perpetual usufruct	-93
Asset due to activity in the SEZ	-1,260
Managerial option	-2,873
Profit according to IFRS	39,322

2. Information about Significant Changes in Estimated Values, Including Information about Corrections due to Provisions, Provision and Deferred Income Tax Assets Mentioned in the Act on Accounting and about Write-Offs that Revaluated Asset Items

As at 31st of December, 2013, Comarch S.A. carried out new write-offs that revaluated goods and materials and were worth 0.127 million PLN. The company dissolved write-offs which had been created in previous years and amounted to 0.789 million PLN.

No hedges were made on inventories owned by the company.

As at 31st of December, 2013, in relation with payments of receivables, Comarch S.A. dissolved revaluating write-offs worth 15.558 million PLN and recognised write-offs worth 7.27 million PLN that revaluated bad debts.

a) 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 is established on the basis of the annual settlement of income tax, after the end of the fiscal year. In 2013, an asset due to temporary differences in income tax, worth 3.665 million PLN, was recognised. A tax asset worth 2.154 million PLN and recognised as at 31st of December, 2012, was dissolved in part. Provisions for deferred income tax due to temporary differences were recognised in the amount of 0.111 million PLN and a provision in the amount of 0.102 million PLN was dissolved. The total effect of these operations on the result of 2013 was plus 1.502 million PLN.

Provisions for deferred income tax related to valuation of investment certificates in CCF FIZ were diminished by 0.433 million PLN. The provisions as well as certificates valuation are settled with revaluation reserve.

3. Selected Notes to the Summary Financial Statement

	31	30	31
	December	September	December
3.1. NON-CURRENT FINANCIAL ASSETS	2013	2013	2012
a) in subsidiaries and correlated parties	354,004	338,799	322,083
- interest or shares	202,375	194,375	163,587
- loans granted	3,880	1,196	8,005
- other securities	147,749	143,149	150,027
- other non-current financial assets, including:	-	79	464
- interest on granted loans	-	79	464
b) in associates	-	-	-
c) in other entities	-	-	-
Non-current financial assets, TOTAL	354,004	338,799	322,083

	12 months	12 months	12 months	12 months
	ended 31	ended 31	ended 31	ended 31
3.2. CHANGES IN NON-CURRENT FINANCIAL ASSETS (TYPES)	December	December	December	December
	2013	2013	2012	2012
a) Opening balance	338,799	322,083	335,770	288,030
- interests or shares	194,375	163,587	170,630	64,635
- loans	1,196	8,005	7,538	55,747
- other securities	143,149	150,027	157,185	162,173
- other non-current assets (interest on granted loans)	79	464	417	5,475
b) increases (due to)	13,378	48,789	2,418	118,079
- purchases of shares in subsidiaries	9,588	43,305	-	110,764
- loans granted to subsidiaries	3,859	4,039	2,308	5,498
- loans granted to other entities	-	-	-	332
- due interest to non-current loans	-22	7	120	772
- transferring loans from subsidiaries from current to non-current loans	-	1,022	-	213
- transferring interest on loans from subsidiaries from current to non-current loans	-	64	-	-
- balance sheet valuation of non-current loans	-51	142	-10	500
- balance sheet valuation of interest on loans	4	210	-	-
c) decreases (due to)	-1,827	16,868	16,105	84,026
- repayment of subsidiaries' loans	107	2,237	695	49,889
- repayment of other entities' loans	12	131	-	-
- transferring loans from related parties' from non-current to current interest on loans	1,022	6,898	1,022	1,022
- transferring loans from other entities from non-current to current interest on loans	-	75	52	52
- repayment of subsidiaries' interest on loans	-	-	9	5,943
- repayment of other entities' interest on loans	-	-	22	22
- transferring interest on loans from subsidiaries from non-current to current interest on loans	64	734	64	64
- transferring interest on loans from other entities from non-current to current interest on loans	-	5	-	-
- valuation of participation units in CCF FIZ	-4,600	2,278	7,158	12,146
- revaluation of shares in foreign currencies	1,588	4,517	7,043	11,812
- balance sheet valuation of interest on	-	-	-	278

7. Information about Write-Offs that Revaluated Inventories at the Net Realizable Value and Reversal Referred to Them

As at the 31st of December, 2013, Comarch S.A. carried out new write-offs that revaluated goods and materials and were worth 0.127 million PLN. The company dissolved write-offs which had been created in previous years and amounted to 0.789 million PLN.

8. Information about Revaluating Write-Offs in Relation to Impairment of Financial Assets, Property, Plant and Equipment, Intangible Assets or Other Assets and about Reversal Referred to Them

Revaluating write-offs in relations to impairment of	Financial assets	Property, plant and equipment	Intangible assets	Other assets	Total
At 1 January 2013	18,136	-	-	-	18,136
Change:	4,517	-	-	-	4,517
-creation	4,517	-	-	-	4,517
-dissolution	-	-	-	-	-
At 31 December 2013	22,653	-	-	-	22,653

9. Information about Creation, Increasing, Using and Dissolution of Provisions

Current	Provisions for contracts costs	Provisions for contractual penalties and other claims	Provisions for leaves	Provisions for cash rewards	Total
At 1 January 2013	14,527	1,412	9,819	44,878	70,636
Change:	-37	-43	1,997	832	2,749
-creation	7,756	2,058	8,164	56,520	74,498
-dissolution	-7,793	-2,101	-6,167	-55,688	-71,749
At 31 December 2013	14,490	1,369	11,816	45,710	73,385

All provisions were calculated based on credible estimate as of the balance sheet date.

10. Information about Provisions and Assets in Reference to Deferred Income Tax

Asset due to deferred income tax	
At 1 January 2013	6,413
Creation in Q1-Q4 2013	3,665
Dissolution in Q1-Q4 2013	-2,154
At 31 December 2013	7,924

Provision due to deferred income tax	
At 1 January 2013	29,847
Creation in Q1-Q4 2013	111
Dissolution in Q1-Q4 2013	-535
At 31 December 2013	29,423

11. Information about Significant Transactions of Purchase and Sale of Property, Plant and Equipment

During the reporting period, Comarch S.A. purchased computer hardware for the amount of 10.53 million PLN, as well licences and copyrights for the amount of 5.78 million PLN.

As at 31st of December, 2013, revenue from sales of property, plant and equipment amounted to 4.18 million PLN.

12. Information about Liability in Relation to Purchase of Property, Plant and Equipment

As at 31st of December, 2013, Comarch S.A.'s investment liabilities comprised mostly liability related to construction of another office building in Krakow and worth 2.34 million PLN. They also comprised liability due to purchase of computer hardware in the amount of 0.62 million PLN and liability due to purchase of licences in the amount of 0.586 million PLN.

13. Information about Significant Settlements in Reference to Court Proceedings

None present.

14. Corrections of Mistakes from the Previous Periods

None present.

15. Information in Relation to Changes in Economic Situation and Conditions for Operation, which Have a Significant Effect on Fair Value of an Entity's Financial Assets and Financial Liabilities Regardless of whether the Assets and the Liabilities Are Recognised in Fair Value or in Adjusted Purchase Price (Depreciated Cost)

None present.

16. Information about Unpaid Credits or Loans, as well as Breach of Significant Provisions of the Credit or Loan Agreements which Were Not Subject to Corrective Measures as of the Reporting Period

None present.

17. Information about One or More Transactions Concluded by the Issuer or Its Subsidiary with Related Parties, if Individually or in Total are Significant and Concluded on Terms Different from Market Conditions

None present.

18. In Case of Financial Instruments Valuated in Fair Value – Information about Changes in Method of Its Establishment

None present.

19. Information Related to Changes in Classification of Financial Assets as a Result of Changes in Their Purpose or Using of These Assets

None present.

20. Information on any Issue, Repurchase or Repayment of Debt and Equity Securities

In execution of the Resolution no. 23 of the Annual General Meeting dated 28th of June, 2010, regarding the managerial option program for key employees, on the 13th of January, 2014, the Supervisory Board of Comarch S.A. passed the Resolution no. 2/01/2014 on execution of the managerial option program for 2013, by way of issuance of 73,953 ordinary bearer series K3 shares, of nominal value of PLN 1 and issue price of PLN 1 each, excluding a stock right of the current company's shareholders (current report no. 2/2014 dated the 13th of January, 2014). As a consequence, the Management Board of Comarch S.A. passed the resolution no. 1 dated the 20th of January, 2014, regarding an increase in the share capital by way of emission of 73,953 ordinary bearer series K3 shares.

21. Information on any Dividend Paid Out or Declared, Including Its Total and per Share Value, Separately for Ordinary and Preference Shares

On the 26th of June, 2013, General Meeting approved the resolution no. 9 regarding the distribution of net profit for the fiscal year 1.01.2012 - 31.12.2012. The General Shareholder's Meeting decided that the earned in the fiscal year 1 January 2012-31 December 2012 net profit in the amount of PLN 41,603,839.89 is divided as follows:

a) PLN 12,077,455.50 will be paid as dividend. Persons who will be the company's shareholders on the 1st of August, 2013 (dividend's day), will get the dividend in the amount of PLN 1.50 per one share. The dividend will be allocated to 8,051,637 shares.

b) The remaining part of the net profit in the amount of PLN 29,526,384.39 will be passed in total to supplementary capital.

The dividend was paid out on the 19th of August, 2013.

22. Events that Occurred after the Date of Condensed Half-Year Financial Statement, which Are Not Included in the Financial Statement but May Significantly Affect the Future Performance of the Issuer

None present.

23. Information on any Changes in Contingent Liabilities or Contingent Assets which Have Occurred since the End of the Last Financial Year

On 31st of December, 2013, 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 70.41 million PLN, whereas it was 67.86 million PLN on 31st of December, 2012.

24. Other Information with Significant Effects on the Financial Condition Assessment and the Achieved Financial Results of the Issuer

24.1 Agreement with Consortium of Łęprzem sp. z o.o., ZSK sp. z o.o. and Graphbud sp. z o.o. for the Realization of the Fifth Construction Stage of the Investment in the Special Economic Zone in Krakow

On the 3rd of October, 2013, Comarch S.A. signed an agreement with consortium of Łęprzem sp. z o.o., ZSK sp. z o.o. and Graphbud sp. z o.o. for the realisation of the fifth construction stage of the investment in the Special Economic Zone in Krakow (SSE6 building). The subject of the contract is the construction of a production and office building, altogether with data centre, including traffic and technical infrastructure. Total space of the building will be 11,708.87 m². The value of this agreement amounts to 62,268 thousand PLN (current report no. 21/2013 of 4th of October, 2013). In the fourth quarter of 2013, Comarch S.A. began construction works. The planned completion date of this investment is the second quarter of 2015.

24.2 Execution of the Managerial Option Program

In execution of the Resolution no. 23 of the Annual General Meeting dated 28th of June, 2010, regarding the managerial option program for key employees, on the 13th of January, 2014, the Supervisory Board of Comarch S.A. passed the Resolution no. 2/01/2014 on execution of the managerial option program for 2013, by way of issuance of 73,953 ordinary bearer series K3 shares, of nominal value of PLN 1 and issue price of PLN 1 each, excluding a stock right of the current company's shareholders (current report no. 2/2014 dated the 13th of January, 2014). As a consequence, the Management Board of Comarch S.A. passed the resolution no. 1 dated the 20th of January, 2014, regarding an increase in the share capital by way of emission of 73,953 ordinary bearer series K3 shares (current report no. 3/2014 dated the 20th of January, 2014).