



From: ARCUS S.A.
Issued on: 29 May 2013

Subject: Content of the Supervisory Board's reports to be presented at the Ordinary General Meeting of ARCUS S.A. Shareholders

Current report no 16/2013

Legal basis: Article 56(1) point 2 of the Act on Public Offering – Current and Periodic Information

Report content:

In addition to current reports No 14/2013 and 15/2013 as regards convening the Ordinary General Meeting and draft resolutions for this General Meeting, the Management Board of ARCUS S.A. ('the Company') hereby discloses the content of ARCUS S.A. Supervisory Board's reports which will be discussed at the Ordinary General Meeting of Shareholders convened for 20 June 2013.



Assessment of the situation of ARCUS S.A. in 2012 carried out by the Supervisory Board

The Supervisory Board of ARCUS S.A. Company with its registered office in Warsaw ('the Company'), in accordance with the corporate governance rules set forth in Part 3, point 1 of the Document: 'Code of Best Practice for WSE Listed Companies', hereby discloses the report on the assessment of the situation of the Company in 2012 carried out by the Company's Supervisory Board. In the financial year 2012, the Supervisory Board of ARCUS S.A. monitored the implementation of the Company's strategy as regards:

- implementation of budget assumptions,
- the Company's development strategy,
- assessment of the internal control system and the system for the management of risk significant to the Company,
- potential acquisition of external entities, financed with the funds obtained from the IPO,
- investing the funds obtained by the Company from the public issue of shares until the accomplishment of the issue objectives.

The analysis of the values and indicators presented in the annual financial statement as well as in the Management Board's report on the Company's activities in 2012 allows to draw the following conclusions:

- the sales revenues of the Company amounted to PLN 180 000 000 and were higher by 18% comparing to previous year,

- the Company generated a profit on operating activities at the amount of PLN 3 300 000 and a net profit at the amount of PLN 4 000 000,
- the balance sheet total as at the end of 2012 was equal to PLN 102 245 000.

After analyzing the Company's annual financial statement and the Management Board's report on Company's activities in 2012, the Company's Supervisory Board states that the assumptions for the reporting period were fully executed in terms of economic result, and the Company's situation improved significantly.

Return on sales was higher as compared to previous year, but net and operating results were below expectations, which in opinion of the Supervisory Board, was associated with the postponement by over a half of the year of a subsequent agreement in the area of smart grids.

The Supervisory Board takes a positive view of the actions undertaken by the Management Board in 2012 which had contributed to the achievement of a positive result and strengthening the market position.

In the reporting period, the Supervisory Board – within its competences – applied the corporate governance rules applicable to joint stock companies listed on the stock exchange and set forth in the Document: 'Code of Best Practice for WSE Listed Companies'.

The Supervisory Board performed its activities in accordance with the Rules of the Supervisory Board available on ARCUS S.A. website.

The entire Supervisory Board executed a permanent supervision over the Company's internal control system as well as over the risk management system in accordance with the minimum, required by the law, composition of the Board and lack of the audit committee. Members of the Supervisory Board received from the Company's Management Board, the regular and comprehensive information on all important matters concerning the activities, risks associated with these activities and on methods of mentioned risks management. In terms of financial statements preparation, the internal control in the Company was exercised through the activities

carried out jointly by the Financial Director – Member of the Management Board (who supervised the financial and accounting policies of the Company) and the Chief Accountant. The internal control system applied by the Company is aimed at:

- ensuring the correctness of the accounting documents entered into the financial and accounting system of the Company,
- limiting an access to the system (which is associated with granted authorizations),
- adjusting the system to applied internal control procedures (with the consideration of their influence on the correctness of collected data).

Additionally, the Company applies a multi-level acceptance system for cost invoices, aimed at preventing the erroneous classification of invoices and the distortion of the financial result of the Company. The system for the control of current balances of dues applied by the Company within the internal control processes, is aimed at preventing erroneous recognition of these items in the balance sheet. Both the half-yearly and annual financial statements, in accordance with the applicable law provisions, shall be audited and reviewed by the certified auditor. In opinion of the Supervisory Board, the above described internal control system of the Company, effectively prevents the risk of an erroneous assessment of the financial position of the Company.

The Supervisory Board verified the processes performed in the Company in terms of their compliance with the applicable laws and internal regulations. The Supervisory Board exercised the supervision, among other, over the services provided by the external auditors, particularly in terms of their independency.

Assessment of the risk management system

In the risk management processes, the statutory bodies of the Company shall exercise the most important functions:

- the Management Board,
- the Supervisory Board.

The Supervisory Board is kept informed on the most important decisions, gives it consent and opinions on the activities of the Management Board in this regard. Members of the Management Board shall be responsible for the individual fields of the Company's activities. Monitoring of particular types of risks shall be the responsibility of Directors of individual departments, who report directly to the Members of the Management Board. Finance Department shall coordinate the risk management processes. The Management Board analyses the threats and potential risk areas in a continuous manner as well as adopts appropriate remedial measures.

Due to the nature of operating activities carried out, the Company shall be exposed to the following types of risk:

- Currency risk. The currency risk arises from the nature of import activities with regard to the goods from EUR and USD zones which are afterwards sold on the domestic market in PLN. Management of currency market shall particularly regard the process of optimization of the purchase of goods and services and payment deadlines.
- Interest rate risk. This risk applies mainly to minimizing the risk associated with the use of financial instruments (leasing, credit) for financing the long-term outsourcing agreements (e.g. lease of the equipment for clients). Available funds are invested in secure financial instruments with a maturity of up to one year.
- Credit risk. Credit risk primarily relates to such classes of assets as: receivables, loans granted, cash and bank deposits, short-term financial assets. Surplus cash is invested only in instruments and entities of high financial reliability.
- Liquidity risk. Managing the Company's liquidity covers the following areas: continuous monitoring of trade liabilities and receivables, cash flow forecasting.

The Supervisory Board positively assesses ARCUS S.A. risk management system.

Assessment of the internal control system

Current internal control in the Company is exercised in a continuous manner by the employees of all organizational units. Mentioned control concerns mainly the analysis of the compliance of decisions undertaken and operational activities performed, with the internal procedures. The internal control process is supervised by the Management Board, and exercised by the managers and directors of individual organizational units, particularly in the financial division. The activities ensuring the effectiveness of control mechanisms are being constantly undertaken by the Management Board. Areas which are likely to result in certain complications in future, are being identified in a continuous manner. In opinion of the Supervisory Board, the internal control system in ARCUS S.A. is functioning properly.

1. Marek Czeredys – Chairman of the Supervisory Board
2. Jolanta Grus – Member of the Supervisory Board
3. Michał Słoniewski - Member of the Supervisory Board
4. Sławomir Jakszuk - Member of the Supervisory Board
5. Krzysztof Rajczewski - Member of the Supervisory Board



**Report of the Supervisory Board on the assessment
of the separate financial statement of ARCUS S.A. for the financial year ended
31 December 2012
and the Management Board's report on ARCUS S.A.
activities in 2012**

1. Assessment of the separate financial statement for the year 2012

Pursuant to Art. 382.3 of the Commercial Companies Code, the Supervisory Board of ARCUS S.A. has carried out the assessment of:

- the separate financial statement for the year 2012 prepared in accordance with the International Financial Reporting Standards, consisting of:

1. statement of financial position prepared as at 31 December 2012 with total assets and liabilities of PLN 100,245,000;
2. profit and loss account for the period of 1 January 2012 – 31 December 2012 with a net profit at the amount of PLN 4,011,000;
3. statement of comprehensive income for the period of 1 January 2012 – 31 December 2012, with total income of PLN 3,842,000;
4. statement of changes in equity for the period of 1 January 2012 – 31 December 2012, disclosing an increase in equity by the amount of PLN 3,750,000;
5. cash-flow statement for the period of 1 January 2012 – 31 December 2012, disclosing an increase in cash by the amount of PLN 5,203,000;
6. additional information and explanations;

with regard to compliance with books of account, documents and facts,

- the Management Board's report on ARCUS S.A. activities in 2012.

2. Opinion and report of an entity authorized to audit the financial statements

Mazars Audyt Ltd. as an entity authorized to audit the financial statements, was selected by the Company's Management Board to audit ARCUS S.A. annual financial statement.

The Supervisory Board has reviewed the opinions and reports of certified auditors regarding the financial statement.

In accordance with the content of the opinion and the report of an entity auditing the financial statement for the year 2012, the Company's financial statement covering the numerical data and relevant explanations, presents truly and clearly all the information significant for the assessment of the financial position of ARCUS S.A. as at 31 December 2012 as well as its financial result for the financial year ended 31 December 2012.

In accordance with the content of the opinion of the independent certified auditor, the financial statement has been prepared, in all material respects, in accordance with accounting principles arising from the International Accounting Standards, International Financial Reporting Standards and associated interpretations announced in the form of the European Commission's regulations, and in the matters not regulated by mentioned Standards – in accordance with the Accounting Act and implementation regulations issued under this Act as well as on the basis of properly kept books of account.

In accordance with the opinion of the independent certified auditor, the financial statement complies with the law provisions and the provisions of the Company's Articles of Association affecting the content of the financial statement.

In opinion of the independent certified auditor, the report on the activities of ARCUS S.A. is complete within the meaning of Art. 49.2 of the Accounting Act and the information included in this report shall comply with the audited consolidated financial statement and shall be in line with the provisions of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information published by issuers of securities and on conditions for recognition as equivalent of the information required by laws of non-European Union member states (2009 Journal of Laws No. 33, item 259, as amended). The auditor pointed out that consideration should be given to the dispute between ARCUS S.A. and Zakład Ubezpieczeń Społecznych (the Social Insurance Institution) described in detail in the financial statement.

1. The Management and Supervisory Board

The Management Board

As at 1 January 2012, the Company's Management Board was composed of:

- Michał Czeredys – President of the Management Board.

On 8 May 2012 at the meeting of the Company's Supervisory Board, it was resolved to appoint as of 26 May 2012, to the composition of the Management Board, for the joint three-year term of office:

1. Mr. Marek Multan – as Vice-President of the Company's Management Board.

As at 31 December 2012, and as at the day of the report hereof publication, the composition of the Management Board was as follows:

- Mr. Michał Czeredys – President of the Management Board,

- Mr. Marek Multan – Vice-President of the Company's Management Board.

The Supervisory Board

In accordance with ARCUS S.A. Articles of Association, the Company's Supervisory Board shall be composed of 5 to 10 members. As at 1 January 2012, the composition of the Supervisory Board was as follows:

- Marek Czeredys – Chairman of the Supervisory Board,
- Michał Słoniewski - Member of the Supervisory Board,
- Sławomir Jakszuk - Member of the Supervisory Board,
- Dominik Czajewski - Member of the Supervisory Board,
- Krzysztof Rajczewski - Member of the Supervisory Board.

Changes to the composition of the Supervisory Board after 1 January 2012.

On 12 June 2012 Mr Dominik Czajewski submitted to Mr Marek Czeredys - the Chairman of the Company's Supervisory Board his resignation as a Member of the Supervisory Board (current report No 17/2012). On 14 June 2012, during the Ordinary General Meeting of Shareholders, on the basis of the Resolution No 25 and in accordance with the resignation of Mr Dominik Czajewski as a Member of the Supervisory Board (current report No 19/2012), Ms Jolanta Grus was appointed to the composition of the Supervisory Board.

As at 31 December 2012, and as at the day of the report hereof publication, the composition of the Supervisory Board was as follows:

- Marek Czeredys – Chairman of the Supervisory Board,
- Jolanta Grus - Member of the Supervisory Board,
- Michał Słoniewski - Member of the Supervisory Board,
- Sławomir Jakszuk - Member of the Supervisory Board,
- Krzysztof Rajczewski - Member of the Supervisory Board.

2. Conclusions arising from the assessment of the financial statement of ARCUS S.A. for the year 2012 and the Management Board's report on ARCUS S.A. activities in 2012

The Supervisory Board, after reviewing the Company's financial statement for the year 2012 and on the basis of the content of the opinion and the report of the certified auditor, states that the data contained in ARCUS S.A. annual financial statement present truly and clearly the financial position of ARCUS S.A. and reliably reflect all the information significant for the assessment of the economic result, profitability and cash flow in the audited period. Financial information included in the Management Board's report on the Company's activities in 2012 derives directly from the audited annual financial statement and complies with this statement.

The analysis of the values and indicators presented in the annual financial statement as well as in the Management Board's report on the Company's activities in 2012 allows to draw the following conclusions:

- the sales revenues of the Company amounted to PLN 180,408,000 and were higher by 18% comparing to previous year,
- the Company generated a profit on operating activities at the amount of PLN 3,253,000,
- the Company's net profit amounted to PLN 4,011,000 comparing to the net loss at the amount of PLN 5,067,000 in 2011,
- the balance sheet total as at the end of 2012 was equal to PLN 100,245,000.

After analyzing the Company's annual financial statement and the Management Board's report on Company's activities in 2012, the Company's Supervisory Board states that the situation is improving. The Supervisory Board takes a positive view of the actions undertaken by the Management Board in 2012 consisting in: decreasing the operating costs, improving the sales profitability, changing the incentive programs for employees, extending the scope of activities through the development of the Telemetry sector.

The Supervisory Board gave its opinion on the ongoing implementation of the investment policy and strategy of the Company.

3. The Supervisory Board's position on ARCUS S.A. compliance with corporate governance rules

The Supervisory Board states, that ARCUS S.A. complies with all corporate governance rules published in the Document: "Code of Best Practice for WSE Listed Companies" and approved by the Warsaw Stock Exchange Supervisory Board. Mentioned Code constitutes an annex to the Resolution No 17/1249/2010 of the WSE Supervisory Board of 19 May 2010.

4. Distribution of profit for the financial year 2012

The Supervisory Board reviewed the proposal of ARCUS S.A. Management Board as regards the allocation of profit for 2012.

5. The Supervisory Board requests:

The Company's Supervisory Board requests the Ordinary General Meeting of ARCUS S.A. Shareholders to:

- approve the Management Board's report on the Company's activities in 2012,
- approve the annual financial statement of ARCUS S.A. for the year 2012,
- approve the proposal of ARCUS S.A. Management Board as regards the allocation of profit for 2012.

1. Marek Czeredys – Chairman of the Supervisory Board
2. Jolanta Grus - Member of the Supervisory Board
3. Michał Słoniewski - Member of the Supervisory Board
4. Sławomir Jakszuk - Member of the Supervisory Board
5. Krzysztof Rajczewski - Member of the Supervisory Board



**Report of the Supervisory Board on the results of the assessment
of the proposal of ARCUS S.A. Management Board as regards the allocation of
profit for the financial year ended
31 December 2012**

On the basis of Art. 382.3 of the Commercial Companies Code, the Supervisory Board of ARCUS S.A. ('the Company') assessed the proposal (submitted on 16 May 2013) of the Company's Management Board as regards the allocation of profit for 2012 at the amount of PLN 4,010,773.72 where the Management Board proposes the dividend payment at the amount of PLN 0.10 (ten grosz) per share, with the exclusion of shares bought up by the Company with the purpose of their redemption, while the rest of profit in accordance with the Management Board's proposal shall be allocated to cover a loss of previous years.

After reviewing the Company's financial statement for the year 2012 and the content of the opinion and the report of the certified auditor on the audit of this financial statement, as well as having regard to the analysis of the situation and development prospects of the Company, the Supervisory Board accepted the opinion of the Management Board justifying the proposal submitted and decided to recommend it to the Shareholders.

1. Marek Czeredys – Chairman of the Supervisory Board
2. Jolanta Grus - Member of the Supervisory Board
3. Michał Słoniewski - Member of the Supervisory Board
4. Sławomir Jakszuk - Member of the Supervisory Board
5. Krzysztof Rajczewski - Member of the Supervisory Board



Assessment of the situation of ARCUS Capital Group in 2012 carried out by the Supervisory Board

The Supervisory Board of ARCUS S.A. Company with its registered office in Warsaw ('the Company'), in accordance with the corporate governance rules set forth in Part 3, point 1 of the Document: 'Code of Best Practice for WSE Listed Companies', hereby discloses the report on the assessment of the situation of the Capital Group in 2011 carried out by the Company's Supervisory Board. In the financial year 2012, the Supervisory Board of ARCUS S.A. monitored the implementation of the Capital Group's strategy as regards:

- implementation of budget assumptions,
- the Capital Group's development strategy,
- assessment of the internal control system and the system for the management of risk significant to the Capital Group,
- use of the potential and effects of synergy within the Group,
- potential acquisition of external entities, financed with the funds obtained from the IPO,
- investing the funds held by the Capital Group.

The analysis of the values and indicators presented in the annual financial statement as well as in the Management Board's report on the Capital Group's activities in 2012 allows to draw the following conclusions:

- the sales revenues of the Capital Group amounted to PLN 184,816,000 and were higher by 15% comparing to previous year,

- the Capital Group generated a loss on operating activities at the amount of PLN 1,800,000 and a net loss at the amount of PLN 400,000,
- the net profit attributable to the Shareholders of a Dominant Entity amounted to PLN 1,700,000,
- the balance sheet total as at the end of 2012 was equal to PLN 97,787,000.

After analyzing the Capital Group's annual financial statement and the Management Board's report on Capital Group's activities in 2012, the Supervisory Board states that the negative result of the Group was the result of a loss generated by one subsidiary – T-matic Systems Ltd. Net and operating results were below expectations, which in opinion of the Supervisory Board, was associated with the postponement by over a half of the year of a subsequent agreement in the area of smart grids and a downturn in the Telematics sector (fleet monitoring).

The net profit attributable to the Shareholders of a Dominant Entity amounted to PLN 1,700,000.

The Supervisory Board takes a positive view of the actions undertaken by the Management Board in 2012 which had contributed to improvement of the results of the Group's Dominant Entity as well as the actions aimed at the improvement of the effectiveness of a subsidiary – T-matic systems.

In the reporting period, the Supervisory Board – within its competences – applied the corporate governance rules applicable to joint stock companies listed on the stock exchange and set forth in the Document: 'Code of Best Practice for WSE Listed Companies'.

The Supervisory Board performed its activities in accordance with the Rules of the Supervisory Board available on ARCUS S.A. website.

The entire Supervisory Board executed a permanent supervision over the Group's internal control system as well as over the risk management system in accordance with the minimum, required by the law, composition of the Board and lack of the audit committee. The members of the Supervisory Board received from the Group's

Management Board, the regular and comprehensive information on all important matters concerning the activities, risks associated with these activities and on methods of mentioned risks management. In terms of financial statements preparation, the internal control in the Group was exercised through the activities carried out jointly by the Financial Director – Member of the Management Board (who supervised the financial and accounting policies of the Group) and the Chief Accountant. The internal control system applied by the Group is aimed at:

- ensuring the correctness of the accounting documents entered into the financial and accounting system,
- limiting an access to the system (which is associated with granted authorizations),
- adjusting the system to applied internal control procedures (with the consideration of their influence on the correctness of collected data).

Additionally, the Group applies a multi-level acceptance system for cost invoices, aimed at preventing the erroneous classification of invoices and the distortion of the financial result of the Group. The system for the control of the current balances of dues applied by the Group within the internal control processes, is aimed at preventing the erroneous recognition of these items in the balance sheet. Both the half-yearly and annual financial statements, in accordance with the applicable law provisions, shall be audited and reviewed by the certified auditor. In opinion of the Supervisory Board, the above described internal control system of the Group, effectively prevents the risk of an erroneous assessment of the financial position of the Group.

The Supervisory Board verified the processes performed in the Group in terms of their compliance with the applicable laws and internal regulations. The Supervisory Board exercised the supervision, among other, over the services provided by the external auditors, particularly in terms of their independency.

Assessment of the risk management system

In the risk management processes, the statutory bodies of the Group's entities shall exercise the most important functions:

- the Management Board,
- the Supervisory Board.

The Supervisory Board is kept informed on the most important decisions and gives its consent and opinions on the activities of the Management Board in this regard. Members of the Management Board shall be responsible for the individual fields of activities. Monitoring of particular types of risks shall be the responsibility of Directors of individual departments, who report directly to the Members of the Management Board. Finance Department shall coordinate the risk management processes. The Management Board analyses the threats and potential risk areas in a continuous manner as well as adopts appropriate remedial measures.

Due to the nature of operating activities carried out, the Capital Group shall be exposed to the following types of risk:

- Currency risk. The currency risk arises from the nature of import activities with regard to the goods from EUR and USD zones which are afterwards sold on the domestic market in PLN. Management of currency market shall particularly regard the process of optimization of the purchase of goods and services and payment deadlines.
- Interest rate risk. This risk applies mainly to minimizing the risk associated with the use of financial instruments (leasing, credit) for financing the long-term outsourcing agreements (e.g. lease of the equipment for clients). Available funds are invested in secure financial instruments with a maturity of up to one year.
- Credit risk. Credit risk primarily relates to such classes of assets as: receivables, loans granted, cash and bank deposits, short-term financial assets. The surplus cash is invested only in instruments and entities of high financial reliability.
- Liquidity risk. Managing the Company's liquidity covers the following areas: continuous monitoring of trade liabilities and receivables, cash flow forecasting.

The Supervisory Board positively assesses ARCUS S.A. Capital Group's risk management system.

Assessment of the internal control system

The current internal control in the Group is exercised in a continuous manner by the employees of all organizational units. Mentioned control concerns mainly the analysis of the compliance of decisions undertaken and operational activities performed with the internal procedures. The internal control process is supervised by the Group's Management Board, and exercised by the managers and directors of individual organizational units, particularly in the financial division. The activities ensuring the effectiveness of control mechanisms are being constantly undertaken by the Group's Management Board. The areas which are likely to result in certain complications in future, are being identified in a continuous manner. In opinion of the Supervisory Board, the internal control system in ARCUS S.A. Capital Group is functioning properly.

- 1. Marek Czeredys – Chairman of the Supervisory Board
- 2. Jolanta Grus – Member of the Supervisory Board
- 3. Michał Słoniewski - Member of the Supervisory Board
- 4. Sławomir Jakszuk - Member of the Supervisory Board
- 5. Krzysztof Rajczewski - Member of the Supervisory Board



**Report of the Supervisory Board on the assessment
of the financial statement of ARCUS S.A. Capital Group
for the financial year ended 31 December 2012
and the Management Board's report on ARCUS S.A. Capital Group's
activities in 2012**

1. Assessment of the consolidated financial statement for the year 2012

Structure of ARCUS Capital Group

ARCUS Capital Group is composed of:

- ARCUS S.A. – Dominant Entity with its registered office in Warsaw. The company is recorded by the District Court for the Capital City of Warsaw (XII Commercial Department of the National Court Register) in the register of entrepreneurs under the number KRS 0000271167. The development of comprehensive integrated document and correspondence management systems shall be the core business activity of the Company.
- T-matic Systems Ltd. with its registered office in Warsaw. The company is recorded by the District Court for the Capital City of Warsaw (XIII Commercial Department of the National Court Register) in the register of entrepreneurs under the number KRS 0000444112. Provision of telematic services for the passenger and freight transportation, power sector, heat engineering, gas and waterworks industry shall be the core business activity of the Company. ARCUS S.A. holds 55% of stakes in T-matic.
- DocuSoft Ltd. with its registered office in Bielsko-Biała at 153 Warszawska Street. The company is recorded by the District Court for the City of Bielsko-

Biała (VIII Commercial Department of the National Court Register) in the register of entrepreneurs under the number KRS 0000204275. Manufacture of software and implementation of workflow management system shall be the core business activity of the Company. This subsidiary is subject to consolidation as from 24 May 2011.

Pursuant to Art. 382.3 of the Commercial Companies Code, the Supervisory Board of ARCUS S.A. has carried out the assessment of:

- the consolidated financial statement for the year 2012 prepared in accordance with the International Financial Reporting Standards, consisting of:

1. consolidated statement of financial position prepared as at 31 December 2012 with total assets and liabilities of PLN 97,787,000;
2. consolidated profit and loss account for the period of 1 January 2012 – 31 December 2012 with a net profit attributable to the shareholders of a Dominant Entity at the amount of PLN 1,685,000;
3. consolidated statement of comprehensive income for the period of 1 January 2012 – 31 December 2012, with total income (attributable to the shareholders of a Dominant Entity) of PLN 1,516,000;
4. statement of changes in consolidated equity for the period of 1 January 2012 – 31 December 2012, disclosing an increase in equity by the amount of PLN 1,424,000;
5. consolidated cash-flow statement for the period of 1 January 2012 – 31 December 2012, disclosing an increase in cash by the amount of PLN 3,771,000;
6. additional information and explanations;

with regard to compliance with books of account, documents and facts,

- the Management Board's report on ARCUS S.A. Capital Group's activities in 2012.

2. Opinion and report of an entity authorized to audit the financial statements

Mazars Audyt Ltd. as an entity authorized to audit the financial statements, was selected by the Company's Management Board to audit ARCUS S.A. Capital Group's annual financial statement.

The Supervisory Board has reviewed the opinions and reports of certified auditors regarding the financial statement.

In accordance with the content of the opinion and the report of an entity auditing the financial statement for the year 2012, the Capital Group's financial statement covering the numerical data and relevant explanations, presents truly and clearly all the information significant for the assessment of the financial position of ARCUS S.A. Capital Group as at 31 December 2012 as well as its financial result for the financial year ended 31 December 2012.

In accordance with the content of the opinion of the independent certified auditor, the financial statement has been prepared, in all material respects, in accordance with accounting principles arising from the International Accounting Standards, International Financial Reporting Standards and associated interpretations announced in the form of the European Commission's regulations, and in the matters not regulated by mentioned Standards – in accordance with the Accounting Act and implementation regulations issued under this Act.

In accordance with the opinion of the independent certified auditor, the financial statement complies with the law provisions affecting the content of the consolidated financial statement.

In opinion of the independent certified auditor, the report on activities of ARCUS S.A. Capital Group is complete within the meaning of Art. 49.2 of the Accounting Act and the information included in this report shall comply with the audited consolidated financial statement and shall be in line with the provisions of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information published by issuers of securities and on conditions for recognition as equivalent of

the information required by laws of non-European Union member states (2009 Journal of Laws No. 33, item 259, as amended). The auditor pointed out that consideration should be given to the dispute between ARCUS S.A. and Zakład Ubezpieczeń Społecznych (the Social Insurance Institution) described in detail in the financial statement.

1. The Management and Supervisory Board of ARCUS S.A.

The Management Board

As at 1 January 2012, the Company's Management Board was composed of:

- Michał Czeredys – President of the Management Board.

On 8 May 2012 at the meeting of the Company's Supervisory Board, it was resolved to appoint as of 26 May 2012, to the composition of the Management Board, for the joint three-year term of office:

1. Mr. Marek Multan – as Vice-President of the Company's Management Board.

As at 31 December 2012, and as at the day of the report hereof publication, the composition of the Management Board was as follows:

- Mr. Michał Czeredys – President of the Management Board,

- Mr. Marek Multan – Vice-President of the Company's Management Board.

The Supervisory Board

In accordance with ARCUS S.A. Articles of Association, the Company's Supervisory Board shall be composed of 5 to 10 members. As at 1 January 2012, the composition of the Supervisory Board was as follows:

- Marek Czeredys – Chairman of the Supervisory Board,

- Michał Słoniewski - Member of the Supervisory Board,

- Sławomir Jakszuk - Member of the Supervisory Board,
- Dominik Czajewski - Member of the Supervisory Board,
- Krzysztof Rajczewski - Member of the Supervisory Board.

Changes to the composition of the Supervisory Board after 1 January 2012.

On 12 June 2012 Mr Dominik Czajewski submitted to Mr Marek Czeredys - the Chairman of the Company's Supervisory Board his resignation as a Member of the Supervisory Board (current report No 17/2012). On 14 June 2012, during the Ordinary General Meeting of Shareholders, on the basis of the Resolution No 25 and in accordance with the resignation of Mr Dominik Czajewski as a Member of the Supervisory Board (current report No 17/2012 of 13 June 2012), Ms Jolanta Grus was appointed to the composition of the Supervisory Board.

As at 31 December 2012, and as at the day of the report hereof publication, the composition of the Supervisory Board was as follows:

- Marek Czeredys – Chairman of the Supervisory Board,
- Jolanta Grus - Member of the Supervisory Board,
- Michał Słoniewski - Member of the Supervisory Board,
- Sławomir Jakszuk - Member of the Supervisory Board,
- Krzysztof Rajczewski - Member of the Supervisory Board.

2. The Management and Supervisory Board of T-matic System Ltd.

The Management Board

As at 1 January 2012, the Management Board was composed of:

- Maciej Komorowski - President of the Management Board.

In accordance with the Shareholders' Resolution of 19 April 2012, the following persons were appointed to the composition of the Management Board:

- Marek Multan – Vice-President of the Management Board,
- Jacek Kaźmierczak – Vice-President of the Management Board.

On 3 September 2012 Mr. Marek Multan resigned from his position in the Management Board.

In accordance with the Shareholders' Resolution of 3 October 2012, the following persons were appointed to the composition of the Management Board:

- Piotr Pastuszka – President of the Management Board.

Mr. Maciej Komorowski was dismissed from his position in the Management Board as a President and was appointed a Vice-President of the Management Board.

As at 31 December 2012 the composition of the Management Board of the Company was as follows:

- Piotr Pastuszka - President of the Management Board,
- Maciej Komorowski – President of the Management Board,
- Jacek Kaźmierczak – Vice-President of the Management Board.

On 15 January 2013 Mr. Maciej Komorowski resigned from his position in the Management Board. On 26 February 2013 Mr. Jacek Kaźmierczak was dismissed from his position in the Management Board. As of 1 March 2013, Mr. Sebastian Kręć was appointed to the composition of the Management Board as a Member of the Management Board.

As at the day of the report hereof preparation, the composition of the Management Board was as follows:

- Piotr Pastuszka - President of the Management Board,
- Sebastian Kręć – Member of the Management Board,

The Supervisory Board

The Supervisory Board hasn't been appointed in T-matic Systems Ltd. The Supervisory Board was appointed after the transformation into the joint-stock company as of 8 January 2013.

On 25 September the Extraordinary General Meeting of Shareholders, deciding on the transformation of the company into a joint-stock company operating under the business name: T-matic Systems S.A. – appointed the Supervisory Board with the following composition:

Marek Czeredys – Chairman of the Supervisory Board,
Michał Czeredys – Member of the Supervisory Board,
Bartłomiej Chmielewski – Member of the Supervisory Board.

As at the balance sheet day, the composition of the Management Board did not change. On 5 April 2013, the General Meeting of Shareholders dismissed Mr. Bartłomiej Chmielewski from his position in the Supervisory Board and appointed Mr. Ryszard Barski.

As at the day of the report hereof preparation, the composition of the Supervisory Board was as follows:

Marek Czeredys – Chairman of the Supervisory Board,
Michał Czeredys – Member of the Supervisory Board,
Ryszard Barski – Member of the Supervisory Board.

3. The Management and Supervisory Board of Docusoft Ltd.

The Management Board

As at 1 January 2012, 31 December 2012 and as at the day of the financial statement preparation, the composition of the Management Board of the Company was as follows:

- Andrzej Nycz – President of the Management Board.

The Supervisory Board

The Supervisory Board hasn't been appointed in DocuSoft Ltd.

4. Conclusions arising from the assessment of the financial statement of ARCUS S.A. Capital Group for the year 2012 and the Management Board's report on ARCUS S.A. Capital Group's activities in 2012

The Supervisory Board, after reviewing the Capital Group's financial statement for the year 2012 and on the basis of the content of the opinion and the report of the certified auditor, states that the data included in ARCUS S.A. Capital Group's annual financial statement present truly and clearly the financial position of the Group and reliably reflect all the information significant for the assessment of the economic result, profitability and cash flow in the audited period. Financial information included in the Management Board's report on the Capital Group's activities in 2012 derives directly from the audited annual financial statement and complies with this statement.

The analysis of the values and indicators presented in the annual financial statement as well as in the Management Board's report on the Capital Group's activities in 2011 allows to draw the following conclusions:

- the sales revenues of the Capital Group amounted to PLN 184,816,000 and were higher by 15% comparing to previous year,
- the Capital Group generated a loss on operating activities at the amount of PLN 1,791,000,
- the Capital Group's net profit attributable to the Shareholders of a Dominant Entity amounted to PLN 1,685,000,
- the balance sheet total as at the end of 2012 was equal to PLN 97,787,000.

After analyzing the Group's annual financial statement and the Management Board's report on Group's activities in 2012, the Supervisory Board points out that despite the

negative result, the operational situation is improving. The Supervisory Board takes a positive view of the actions undertaken in 2012 consisting in: decreasing the operating costs, improving the sales profitability, changing the incentive programs for employees, extending the scope of activities through the development of the Telemetry sector.

A negative result is largely due to high costs of the development and establishing HR Department in a subsidiary – T-matic Systems Ltd., the postponement by over a half of the year of a subsequent agreement in the area of smart grids and a downturn in the Telematics sector (fleet monitoring). The Group records a high level of liquidity and solvency.

The Supervisory Board gave its opinion on the ongoing implementation of the investment policy and strategy of the Group with particular consideration of the market research with regard to the acquisition of companies offering transmission or telemetry services and IT high value-added services.

The Supervisory Board positively assesses the financial situation of the Capital Group as well as restructuring activities undertaken by the Company’s Management Board in 2012 which constitute the solid grounds for the further development.

5. The Supervisory Board requests:

The Company’s Supervisory Board requests the Ordinary General Meeting of ARCUS S.A. Shareholders to:

- approve the Management Board’s report on ARCUS S.A. Capital Group’s activities in 2012,
- approve the annual financial statement of ARCUS S.A. Capital Group for the year 2012.

1. Marek Czeredys – Chairman of the Supervisory Board

2. Jolanta Grus - Member of the Supervisory Board

3. Michał Słoniewski - Member of the Supervisory Board
4. Sławomir Jakszuk - Member of the Supervisory Board
5. Krzysztof Rajczewski - Member of the Supervisory Board



Report on the activities of ARCUS S.A. Supervisory Board in 2012

In accordance with Part 3, point 1.2 of the Document: 'Code of Best Practice for WSE Listed Companies' effective from 1 January 2008 (currently an appendix to the Resolution No 17/1249/2010 of the Warsaw Stock Exchange Supervisory Board of 19 May 2010) which reflect the corporate governance principles applicable to the WSE listed companies, ARCUS S.A. Supervisory Board hereby discloses to ARCUS S.A. Shareholders the report on its activities in the reporting period ended 31 December 2012.

The Supervisory Board

In accordance with ARCUS S.A. Articles of Association, the Company's Supervisory Board shall be composed of 5 to 10 members. As at 1 January 2012, the composition of the Supervisory Board was as follows:

- Marek Czeredys – Chairman of the Supervisory Board,
- Michał Słoniewski - Member of the Supervisory Board,
- Sławomir Jakszuk - Member of the Supervisory Board,
- Dominik Czajewski - Member of the Supervisory Board,
- Krzysztof rajczewski - Member of the Supervisory Board.

Changes to the composition of the Supervisory Board after 1 January 2012.

On 12 June 2012 Mr Dominik Czajewski submitted to Mr Marek Czeredys - the Chairman of the Company's Supervisory Board his resignation as a Member of the Supervisory Board (current report No 17/2012). On 14 June 2012, during the Ordinary General Meeting of Shareholders, on the basis of the Resolution No 25 and

in accordance with the resignation of Mr Dominik Czajewski as a Member of the Supervisory Board (current report No 19/2012 of 13 June 2012), Ms Jolanta Grus was appointed to the composition of the Supervisory Board.

As at 31 December 2012, and as at the day of the report hereof publication, the composition of the Supervisory Board was as follows:

- Marek Czeredys – Chairman of the Supervisory Board,
- Jolanta Grus - Member of the Supervisory Board,
- Michał Słoniewski - Member of the Supervisory Board,
- Sławomir Jakszuk - Member of the Supervisory Board,
- Krzysztof Rajczewski - Member of the Supervisory Board.

Report on the activities of ARCUS S.A. Supervisory Board in 2012

In 2012, ARCUS S.A. Supervisory Board held three meetings and passed four resolutions by circulation. Almost all meetings were attended by all Board members, one meeting was attended by four members of the Board - one of the members of the Supervisory Board was absent at the meeting on 8 May 2012 (excused absence).

In the exercise of its powers set out in the Articles of Association and the Commercial Companies Code, ARCUS S.A. Supervisory Board discussed a number of issues important for the business activity of the Company. In particular, the following matters were the subject of discussion:

- implementation of budget assumptions,
- the Company's development strategy,
- assessment of the internal control system and the system for the management of risk significant to the Company,
- incurring financial obligations by the Company and usage of the property as collateral.

Within above described activities, the Supervisory Board passed a total of 14 resolutions, including on the following matters:

- giving an opinion to the Management Board's proposal as regards the buy-back of ARCUS S.A. own shares,
- selection of the auditor auditing the separate financial statement of ARCUS S.A. and consolidated financial statement of ARCUS S.A. Capital Group prepared as at 31 December 2012 in accordance with the International Financial Reporting Standards together with an in-depth analysis of the subsidiary's financial statement, and reviewing the half-yearly financial statement,
- giving an opinion on draft resolutions proposed by the Management Board, which were to be discussed at the Ordinary General Meeting of the Company's Shareholders convened for 14 June 2012,
- approving the report on the results of the assessment of the Management Board's report on activities of ARCUS S.A. and ARCUS S.A. Capital Group in 2011 as well as the financial statement of the Company and the consolidated financial statement of ARCUS S.A. Capital Group for the financial year 2011,
- approving the report of the Supervisory Board activities in 2011,
- approving the report containing a brief assessment of the Company's standing in 2011,
- extending until 31 May 2013 an overdraft at the amount of PLN 4,000,000; extending the stand-by import letter of credit at the amount of EUR 4 500 000 in Bank Pekao S.A.,
- giving a consent to the execution of projects which value exceeds the amount of PLN 5 000 000.

The Supervisory Board monitored the situation of the Company and gave opinions on current issues and planned actions. Throughout the reporting period, all members of the Supervisory Board remained in regular contact with ARCUS S.A. Management Board. The Supervisory Board was able to obtain from the Company's Management Board all necessary information concerning the financial situation of ARCUS S.A., projects exercised by the Company and cooperation with contractors. Consultations on matters related to particular aspects of the Company's business were carried out on a current basis. This applies particularly to the management of risks to which the Company is exposed.

While performing its duties, the Supervisory Board had an access to all documents, information, presentations and explanations presented by the Company's Management Board. Cooperation with the Management Board proceeded smoothly. Presented documentation was complete and properly prepared.

In the reporting period, the Supervisory Board – within its competences – applied the corporate governance rules applicable to joint stock companies listed on the stock exchange and set forth in the Document: 'Code of Best Practice for WSE Listed Companies'.

The Supervisory Board performed its activities in accordance with the Rules of the Supervisory Board available on ARCUS S.A. website.

The entire Supervisory Board executed a permanent supervision over the Company's internal control system as well as over the risk management system in accordance with the minimum, required by the law, composition of the Board and lack of the audit committee. The members of the Supervisory Board received from the Company's Management Board, the regular and comprehensive information on all important matters concerning the activities, risks associated with these activities and on methods of mentioned risks management. In terms of financial statements preparation, the internal control in the Company was exercised through the activities carried out jointly by the Financial Director – Member of the Management Board (who supervised the financial and accounting policies of the Company) and the Chief Accountant. The internal control system applied by the Company is aimed at:

- ensuring the correctness of the accounting documents entered into the financial and accounting system of the Company,
- limiting an access to the system (which is associated with granted authorizations),
- adjusting the system to applied internal control procedures (with the consideration of their influence on the correctness of collected data).

Additionally, the Company applies a multi-level acceptance system for cost invoices, aimed at preventing the erroneous classification of invoices and the distortion of the financial result of the Company. The system for the control of the current balances of

dues applied by the Company within the internal control processes, is aimed at preventing the erroneous recognition of these items in the balance sheet. Both the half-yearly and annual financial statements, in accordance with the applicable law provisions, shall be audited and reviewed by the certified auditor. In opinion of the Supervisory Board, the above described internal control system of the Company, effectively prevents the risk of an erroneous assessment of the financial position of the Company.

The Supervisory Board verified the processes performed in the Company in terms of their compliance with the applicable laws and internal regulations. The Supervisory Board exercised the supervision, among other, over the services provided by the external auditors, particularly in terms of their independency.

Assessment of the risk management system

In the risk management processes, the statutory bodies of the Company shall exercise the most important functions:

- the Management Board,
- the Supervisory Board.

The Supervisory Board is kept informed on the most important decisions, gives it consent and opinions on the activities of the Management Board in this regard. Members of the Management Board shall be responsible for the individual fields of the Company's activities. The monitoring of particular types of risks shall be the responsibility of Directors of individual departments, who report directly to the Members of the Management Board. Finance Department shall coordinate the risk management processes. The Management Board analyses the threats and potential risk areas in a continuous manner as well as adopts appropriate remedial measures.

Due to the nature of operating activities carried out, the Company shall be exposed to the following types of risk:

- Currency risk. The currency risk arises from the nature of import activities with regard to the goods from EUR and USD zones which are afterwards sold on the domestic market in PLN. The management of currency market shall particularly regard the process of optimization of the purchase of goods and services and payment deadlines.
- Interest rate risk. This risk applies mainly to minimizing the risk associated with the use of financial instruments (leasing, credit) for financing the long-term outsourcing agreements (e.g. lease of the equipment for clients). Available funds are invested in secure financial instruments with a maturity of up to one year.
- Credit risk. Credit risk primarily relates to such classes of assets as: receivables, loans granted, cash and bank deposits, short-term financial assets. The surplus cash is invested only in instruments and entities of high financial reliability.
- Liquidity risk. Managing the Company's liquidity covers the following areas: continuous monitoring of trade liabilities and receivables, cash flow forecasting.

The Supervisory Board positively assesses ARCUS S.A. company's risk management system.

Assessment of the internal control system

The current internal control in the Company is exercised in a continuous manner by the employees of all organizational units. Mentioned control concerns mainly the analysis of the compliance of decisions undertaken and operational activities performed with the internal procedures. The internal control process is supervised by the Management Board, and exercised by the managers and directors of individual organizational units, particularly in the financial division. The activities ensuring the effectiveness of control mechanisms are being constantly undertaken by the Management Board. The areas which are likely to result in certain complications in future, are being identified in a continuous manner. In opinion of the Supervisory Board, the internal control system in ARCUS S.A. is functioning properly.

The Company fully complied with the 'Code of Best Practice for WSE Listed Companies'.

Warsaw, 16 May 2013.

1. Marek Czeredys – Chairman of the Supervisory Board
2. Jolanta Grus – Member of the Supervisory Board
3. Michał Słoniewski - Member of the Supervisory Board
4. Sławomir Jakszuk - Member of the Supervisory Board
5. Krzysztof Rajczewski - Member of the Supervisory Board