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I. General Information

1. Details identifying the Capital Group

ARCUS S.A. Capital Group consists of the ARCUS S.A. parent company and a subsidiary which is directly supervised by the above mentioned parent company affecting its financial and operating activity.

The parent company prepared its first consolidated financial statement as at 31 December 2008. For the purpose of this statement, the parent company prepared the consolidated opening balance as at 1 January 2007.

As at 31 December 2008 the Capital Group consisted of ARCUS S.A. parent company and T-Matic Systems Sp. z o.o. (Limited Liability Company) as a subsidiary.

The average paid employment in the Capital Group amounted to 89 persons in 2008.

There were no restrictions regarding the scope of the audit. The audited parent company provided all necessary data, information and explanations which were confirmed by the parent company's Management Board statement concerning the completeness of: data in account books, conditional liabilities specification and information regarding significant events that took place after the date of the balance.

The parent company

ARCUS S.A. company with its registered office in Warsaw, Miła 2 Street, was established as a limited liability company incorporated by the notarized deed of 25 June 1987 (A Repertory No. V-4743/87).

On 6 June 2001, the company was recorded in the National Court Register under the number 0000015146.

On 6 November 2006, the Extraordinary General Meeting of Shareholders adopted the Resolution concerning the transformation of the company into the joint stock company. On 2 January 2007, the joint stock company was 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 0000271167.

The Company has the following Tax Identification Number and National Business Registry Number:
NIP 526-03-08-803 REGON 001345988

In the audited period the scope of the Company's business activities included:

- sale of devices, software and services intended for optimizing the document and correspondence management in companies and public institutions,
- sale of Information Technology Systems (IT Infrastructure).

At the time of transforming the Limited Liability Company into the Joint Stock Company, the existing partners of the Limited Liability Company became the shareholders of the Joint Stock Company. As a result of above mentioned transformation, every stake was changed to 5,000 shares of nominal value PLN 0.1. The share capital of the company amounts to PLN 730,000 and is divided into 7,296,681 shares of nominal value PLN 0.10 each.

According to the Resolution of the General Meeting of Shareholders of 14 October 2008, the subscription connected with C series shares bonus issue was held in February 2009. The holders of B series shares, who purchased these shares in public offering and up to the date of C series shares issue still held the above mentioned shares – had the right to acquire C series shares.

The structure of shareholders holding at least 5% of votes at the General Meeting of Shareholders as at 31 December 2008 was as follows:

Marek CZEREDYS -	58.93%	of the share capital
Michał CZEREDYS -	6.85%	of the share capital
AIG TFI Company-	8.22%	of the share capital

As at 31 December 2008, the company's equity amounted to PLN 63,367,000.

As at 31 December 2008, which was the end-date of the financial year, the composition of the Management Board was as follows:

Bartłomiej Żebrowski – President of the Management Board
Mariusz Bednarski – Vice-President of the Management Board

No changes to the composition of the company's Management Board were made in the audited period.

On 19 December 2008, the company's Supervisory Board adopted the Resolution concerning the changes to the composition of the Management Board effective as of 2 January 2009. Mr. Konrad Kowalczuk was appointed to the position of Vice-President of the Management Board.

On 30 January 2009, the company's Supervisory Board by way of the Resolution effective as of 28 February 2009, dismissed Mr. Bartłomiej Żebrowski from the position of President of the Management Board and appointed Mr. Wojciech Kruszyński to hold the position of President of the Management Board as of 1 March 2009.

As at the balance sheet date, the composition of the Supervisory Board was as follows:

Marek Czeredys – Chairman of the Supervisory Board
Sławomir Jakszuk – Member of the Supervisory Board (as of 28 May 2008)
Leon Komornicki - Member of the Supervisory Board
Tadeusz Janusiewicz - Member of the Supervisory Board
Michał Słoniewski - Member of the Supervisory Board.

The Ordinary General Meeting of Shareholders by way of the notarized deed of 28 May 2008, dismissed Mr. Michał Czeredys from the composition of the Supervisory Board.

The parent company's standalone financial statement for the current financial year was audited by Mazars&Guerard Audyt Sp. z o.o. (Limited Liability Company). Mentioned certified auditor issued an opinion with no objections.

1.2 Consolidated subsidiaries

Subsidiary	Share Capital (in PLN)	The parent company's percentage share in the share capital
T-MATIC SYSTEMS Sp. z o.o. (Limited Liability Company)	50,000	55%

<u>*T-MATIC SYSTEMS SP. Z O.O.,*</u>
Warsaw, 26 Iłżecka Street

The company's scope of business activities is:
- Reproduction of recorded media,
- Repair and maintenance of electronic and optical equipment
- Installation of industrial machinery and equipment
- Manufacture of computers and peripheral equipment,
- Manufacture of instruments and appliances for measuring, testing and navigation.

The financial statement of the T-MATIC SYSTEMS Sp. z o.o. subsidiary for the year ended 31 December 2008 was audited by Meritum Biegli Rewidenci Marzena Wójcik. The above mentioned certified auditor issued an opinion with no objections.

The subsidiary was fully consolidated.

2. Details identifying the consolidated financial statement

- introduction to the consolidated financial statement
- consolidated balance sheet prepared as at 31 December 2008 with total assets and liabilities of PLN 101,751,000,
- consolidated profit and loss account for the period from 1 January 2008 to 31 December 2008 showing net profit of PLN 5,230,000,
- statement of changes in consolidated equity for the period from 1 January 2008 to 31 December 2008, showing an increase in equity of PLN 6,314,000,
- consolidated cash flow statement for the period from 1 January 2008 to 31 December 2008, showing a net cash inflow of PLN 18,648,000,
- additional information and explanations.

The parent company and the consolidated subsidiary prepared the financial statements as at 31 December 2008, which is the end-date for the audited financial year.

On 15 April 2009, Mazars&Guerard Audyt Sp. z o.o. (Limited Liability Company) was appointed by the parent company's Supervisory Board to audit the ARCUS S.A. Capital Group consolidated financial statement for the financial year ended 31 December 2008.

MAZARS&GUERARD AUDYT Sp. z o.o. (Limited Liability Company), with its registered office in Warsaw, 16 Foksal Street, registered under number 186 on the list of entities authorised to provide audit services, has audited the Company's consolidated financial statement on the basis of the agreement of 15 April 2008.

MAZARS&GUERARD AUDYT Sp. z o.o. (Limited Liability Company) as well as Certified Auditor, hereby confirm that they are authorised to audit consolidated financial statements and they meet the requirements of Art. 66.2 of the Accounting Act to express an unbiased and independent opinion on the financial statements of ARCUS S.A. Capital Group.

3. Rules of related entities' financial statement preparation

The consolidation of the subsidiary, in which the parent company holds directly or indirectly through its subsidiaries over 50% of voting rights, shall be carried out in line with the full method.

The consolidated financial statement was prepared in accordance with the International Financial Reporting Standards approved by European Union, and in matters not regulated by mentioned Standards, in line with provisions of the Accounting Act of 29 September 1994 (as amended).

The Capital Group prepared its first consolidated financial statement in line with the International Financial Reporting Standards as at 31 December 2008.

3.1 Inclusion method

The consolidated balance sheet includes the financial statements of a parent company and a subsidiary of the Capital Group as at balance sheet date.

The parent company as well as the subsidiary prepared their financial statements for 2008 in line with Polish Accounting Act. Both statements were amended in order to adjust their content to the requirements of the International Financial Reporting Standards.

The amount of consolidated assets and liabilities follows from summing up the appropriate items of standalone balance sheets and consolidation provisions regarding mainly exclusions of mutual settlements of accounts, unrealized profits and losses included in consolidation as well as exclusions regarding the shares held by the parent company in a subsidiary and a part of equity of a subsidiary corresponding to the interest held by the parent company in this entity.

The consolidated profit and loss account follows from summing up the appropriate items of standalone profit and loss accounts prepared for the full financial year after exclusion of revenues and expenses related to transactions between entities included in consolidation.

II. Analytical Information

1. Main absolute values characterizing the Capital Group

in PLN thousands

Profit and Loss Account

TITLE	For the period:	
	From: 2008-01-01 To: 2008-12-31	From: 2007-01-01 To: 2007-12-31*
Revenues on Sales	131 835	105 341
Cost of Goods Sold	109 500	84 054
Gross Profit (Loss) on Sales	22 335	21 287
Profit (Loss) on Operating Activity	5 914	5 943
Profit (Loss) before Tax	6 687	9 733
Net Profit (Loss)	5 230	7 681

Balance Sheet

TITLE	AS AT:	
	2008-12-31	2007-12-31
Fixed Assets, including:	9 585	5 541
Intangible Assets	1 558	492
Goodwill on consolidation	3 029	0
Tangible Fixed Assets	1 803	1 691
Available-for-Sale Financial Assets	2 253	2 253

Current Assets, including:	92 166	85 023
Inventories	18 272	6 377
Short-Term Investments	0	29 690
Trade Receivables and Other Receivables	48 181	41 895
Cash and Cash Equivalents	25 713	7 061
Equity	65 486	59 172
Long-Term Liabilities, including:	1 054	610
Reserves for Deferred Tax	421	219
Reserves for Liabilities	381	311
Other Long-Term Liabilities	252	80
Short-Term Liabilities, including:	34 892	30 514
Short-Term Borrowings	461	0
Trade and other Payables	33 265	27 294
Balance sheet total	101 751	90 564

*** Comparable data determined in accordance with the International Financial Reporting Standards**

2. Operational Effectiveness Ratio

	2008	2007
$$\text{Receivables Turnover Cycle} = \frac{\text{Trade Receivables}}{\text{Revenues on Sales}} * 365$$	130 days	142 days
$$\text{Liabilities Turnover Cycle} = \frac{\text{Trade Liabilities}}{\text{Revenues on Sales}} * 365$$	92 days	94 days
$$\text{Inventories Turnover Cycle} = \frac{\text{Inventories}}{\text{Cost of Goods Sold}} * 365$$	61 days	28 days

3. Liquidity Ratio

	2008	2007	OPTIMAL VALUE
Current Liquidity Ratio = $\dfrac{\text{Current Assets}}{\text{Short-Term Liabilities}}$	2.6	2.8	> 1.5
Liquidity Ratio II = $\dfrac{\text{Current Assets - Inventories}}{\text{Short-Term Liabilities}}$	2.1	2.6	> 1

4. Return Ratio

	2008	2007
Gross Return on Sales = $\dfrac{\text{Gross Profit/Loss}}{\text{Net Revenues on Sales}} * 100\%$	5%	9%
Net Return on Sales = $\dfrac{\text{Net Profit/Loss}}{}$ * 100%	4%	7%

Net Revenues on Sales		
Return on Total Assets = $\frac{\text{Net Profit/Loss}}{\text{Total Assets}}$ * 100%	5%	8%
Operational Return on Assets = $\frac{\text{Operational Profit/Loss}}{\text{Total Assets}}$ * 100%	6%	7%

In our opinion, the results of audit of consolidated financial statement for the year ended 31 December 2008 as well as analyze of above presented ratios (taking into account all available information as at the day of preparing this report and opinion), do not indicate that there is a risk connected with maintaining the continuity of Capital Group's activities within 12 months as from 31 December 2008.

III. Detailed Information

1. Information on the audited consolidated financial statement and on correctness and completeness of consolidation documentation

1.1 Audit legal basis

- Accounting Act of 29 September 1994 (Journal of Laws No 76 item 964 of 2002 as amended),
- Act on Statutory Auditors and their self-regulation of 13 October 1994 (Journal of Laws No 31 item 359 of 2001 as amended),
- Certified Auditors' Professional Standards and Professional Ethics Rules issued by the National Board of Statutory Auditors,
- Commercial Companies Code,
- Provisions of International Auditing Standards

1.2 Consolidation documentation

The parent company's consolidation documentation is in line with provisions of the International Financial Reporting Standards. The above mentioned consolidation documentation is available in the parent company's registered office in Warsaw.

The consolidation documentation includes, among others, the description and justification of each amendment made during consolidation. Calculation of amounts and the way of their presentation in the balance sheet as well as in the profit and loss account enable to connect the data contained in consolidated financial statement with the relevant data included in the standalone financial statements.

2. Information concerning significant items of the consolidated balance sheet

The numerical data is presented in an annex which is the integral part of this report.

2.1 Fixed Assets

2.1.1 Intangible Assets

As at balance sheet day - intangible assets includes the goodwill on consolidation at the amount of PLN 3,029,000 and other intangible assets.

2.1.1 Tangible Fixed Assets

The Tangible Fixed Assets item consists of office equipment and means of transport used on the basis of lease agreements.

2.1.1 Long-term Financial Assets

As at balance sheet day – the Group held the shares of Southern Energy Corporation (Południowy Koncern Energetyczny) of balance sheet value of PLN 2,523,000.

The stakes are valued as at balance sheet day at fair value. (There were no impairment losses).

2.1 Current Assets

2.2.1 Inventories

As at balance sheet day, the value of inventories consisted mainly of materials and goods (certified by physical inventory).

2.2.2 Trade Receivables and Other Receivables

As at 31 December 2008, this item consisted mainly of trade receivables at the amount of PLN 45,018,000 (after accounting the allowance at the amount of PLN 97,000).

The value of balance due was confirmed in writing or through the payments made the balance sheet day.

2.2.2 Cash and Cash Equivalents

Cash at bank is consistent with bank statements and bank balance confirmed in writing.

2.3 Equity

As at 31 December 2008, the share capital of the Capital Group amounted to PLN 730,000 and is relevant to the parent's company initial capital.

The value of other components of equity was determined on the basis of the consolidation documentation.

As at 31 December 2008, the total value of supplementary capital and other reserve funds amounted to PLN 52,035,000.

As at balance sheet day, the value of retained earnings amounts to PLN 11,664,000.

2.4 Minority Shareholders' Capital

The value of minority shareholders' capital was calculated in proportion to stake held by those shareholders in the equity of a subsidiary as at balance sheet day.

2.5 Provisions for liabilities

Provisions for liabilities amount to PLN 1,265,000 and include provisions for deferred income tax, provisions for retirement and other provisions.

2.6 Short-term Liabilities

The balance of short-term liabilities consists mainly of trade liabilities at the amount of PLN 28,671,000 (confirmed in writing as at balance sheet day) and tax liabilities at the amount of PLN 4,892,000.

3. Consolidated profit and loss account

The numerical data is presented in an annex which is the integral part of this report.

The consolidated financial statement comprises the relevant items of profit and loss account of the Capital Group's entity as at balance sheet day for the period from 1 January 2008 to 31 December 2008.

Sales revenues of the Capital Group were determined in accordance with all significant aspects and amounted to PLN 131,835,000.

Operating expenses amounted to PLN 128,220,000 and reflect, in all significant aspects, actual conduct of business operations.

Other operating revenues at the amount of PLN 2,686,000 arise mainly from the release of provisions for warranty repairs.

Financial revenues at the amount of PLN 2,256,000 arise mainly from interests on securities and bank deposits.

Financial expenses at the amount of PLN 1,483,000 result mainly from currency translation differences.

4. Additional information

Notes to the financial statement for the year ended 31 December 2008 were prepared in accordance with the International Financial Reporting Standards approved by European Union.

5. Consolidated cash flow account and statement of changes in consolidated equity

Pursuant to the International Financial Reporting Standards, the audited Capital Group is obliged to prepare the consolidated cash flow account and statement of changes in consolidated equity.

The consolidated cash flow account and statement of changes in consolidated equity were correctly presented, in all significant aspects, in connection with consolidated balance, consolidated profit and loss account and consolidation documentation.

6. Management Board's statement on Capital Group's activities in the financial year

Information comprised in the Management Board's statement for the audited period is in line with data presented in the consolidated financial statement prepared as at 31 December 2008.

The statement was prepared in accordance with provisions determined in Art. 49 of the Account Act and with provisions of the Regulation of the Minister of Finance of February 19, 2009 on current and periodic information to be published by issuers of securities and on conditions of recognition of information required under non-member state law regulations as equivalent (Journal of Laws No. 33 item 259).

IV. Final Remarks

This report contains 15 sequentially numbered pages. The consolidated financial statement prepared (in accordance with the International Financial Reporting Standards) as at 31 December 2008 by the parent company, constitutes the integral part of this report.

On behalf of
Mazars & Guerard Audyt Sp. z o.o. No 186

Joanna POWICHROWSKA	Monika KACZOREK
	Vice-President of the Management Board
Certified Auditor	Certified Auditor
No 10 126	No 9 686

Warsaw, 30 April 2008