



***Management report on activities
of OPTeam S.A. in 2013***

Tajęcina, 17 March 2014

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1. Basic information about the Issuer.

Issuer: **OPTeam S.A.**

Head Office (seat): 36-002 Tajęcina 113

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Fax no: +48 (17) 852-01-38

KRS number: 0000160492

REGON: 008033000

NIP: 8130334531

authorised capital of PLN 730,000 fully paid up

Web page: www.opteam.pl

The Issuer's shares are listed in the parallel market 5 PLUS of the Warsaw Stock Exchange.

WSE symbol OPM

WSE sector Information Technology

Indices WIG

Depository, clearing National Depository for Securities

and settlement system [Krajowy Depozyt Papierów Wartościowych S.A. – KDPW]

Composition of the Issuer's governing bodies as of the report date:

Supervisory Board:

Janusz Bober	Chairman of the Supervisory Board
Wiesław Roman Zaniewicz	Vice Chairman of the Supervisory Board
Janusz Gajdek	Secretary of the Supervisory Board
Marcin Lewandowski	Supervisory Board Member
Adam Leda	Supervisory Board Member – up to 14.06.2013 by decision of the Ordinary General Meeting
Andrzej Ziemiński	Supervisory Board Member as of 14.06.2013 (appointed to the Supervisory Board by the OGM)

Management Board:

Andrzej Pelczar	President of the Management Board
Bogdan Niziołek	Vice President of the Management Board
Wacław Szary	Vice President of the Management Board

Proxies:

Ryszard Woźniak

Joint commercial representation

2. Disclosure on the Issuer's core products or services.

In 2013, the Issuer continued the process implementing a systematic change of the sales profile - increasing revenues from the sale of proprietary products and services using a new approach to selling ICT solutions (outsourcing, cloud, SaaS, ITaaS). To this end, the product and service range was consolidated, focusing on those that promise multiple sales in market and those that make the most of own resources, including the Company's Data Center. The chosen products and services are offered by all the sales departments of OPTeam S.A., across all the markets where it operates.

As a result of the product portfolio reorganisation, OPTeam S.A. focuses its activities on the following proprietary products and services:

OPTicamp – electronic identification systems in education.

The OPTicamp product group include electronic student ID cards at various levels of education (secondary, tertiary, postgrad) with campus functions such as access control, logon to computer labs, digital signature (PKI), handling micropayments, printing self-service, library ID, questionnaire and exam functions.

These systems handle all the stages in the life of a smart card identifying a student and, with extra functions, facilitate school life.

OPTiCOMMERCE – e-commerce system, sold in the SaaS model (Software as a Service). OPTiCOMMERCE enables the user to organise and run a large, advanced online store – product, order and warehouse management, with comprehensive logistics and customer relations. The system is compatible with ERP systems, including SAP.

OPTiPASS – corporate smart card system

In this system, the employee smart card performs a range of functions, according to the competences assigned in the organisational structure. Available functions: access control, recording work attendance, reception services, digital signature (PKI, SSO), accounting for printouts and photocopies, handling micropayments and other.

OPTiRCM (Records and Case Management) – tools for optimising administrative processes in an organisation. They include document management (incl. registers of invoices, contracts, offices), solutions for secure document storage and archiving. OPTiRCM may be integrated with ERP-class systems, including SAP.

OPTiSRM (Supplier Relationship Management) – system supporting the supply processes, SaaS sales model.

The web-based B2B procurement platform OPTiSRM supports supply and purchase planning processes, enables effective monitoring of stock levels and facilitates order verification and approval procedures. OPTiSRM handles: internal sourcing, delivery management, purchase planning, supplier selection, consignment stores. OPTiSRM may be integrated with ERP-class systems, including SAP.

ERP industry-specific solutions

This product group includes proprietary systems providing extra functionalities to the ERP systems implemented by the Issuer:

- construction project management – OPTibudowa

The functionalities of OPTibudowa include: bid and tender management, negotiation management, cost estimation, work scheduling, document filing, equipment and transport base management, progress tracking for consistence of the construction process with the cost estimates by project manager, recording work attendance and resources at building sites up to completing final project accounts.

- manufacturing process management – OPTiprodukcja.

The system supports manufacturing processes in enterprises using bar code technology at every stage of the manufacturing process. The application comprises: Technology Generator, Manufacturing Execution and Total Production Cost Calculator.

- human resources and payroll business process support (HR OPTiCenter, HR BPO) as part of the ERP implementation portfolio.

Integration & implementation services

Integration & implementation services include design, development, implementation and maintenance of comprehensive ICT solutions, as well as ICT system management services. Projects executed in this scope apply to the areas of: ICT security (data storage, internet and uninterruptible power supply). This category includes implementation services of proprietary solutions and third-party systems, including ERP system implementations.

Maintenance & post-sales services

The Issuer provides maintenance services to a large group of clients (several hundred entities). Apart from the assistance in systems maintenance (help-desk) and updating software, this category includes a great variety of additional services as requested by clients.

Data Center services (OPTiCPD)

The services provided by the Issuer's Data Processing Centre include: delivering proprietary products in the SaaS model (Software as a Service), third-party system hosting/colocation, development of backup centres, email services.

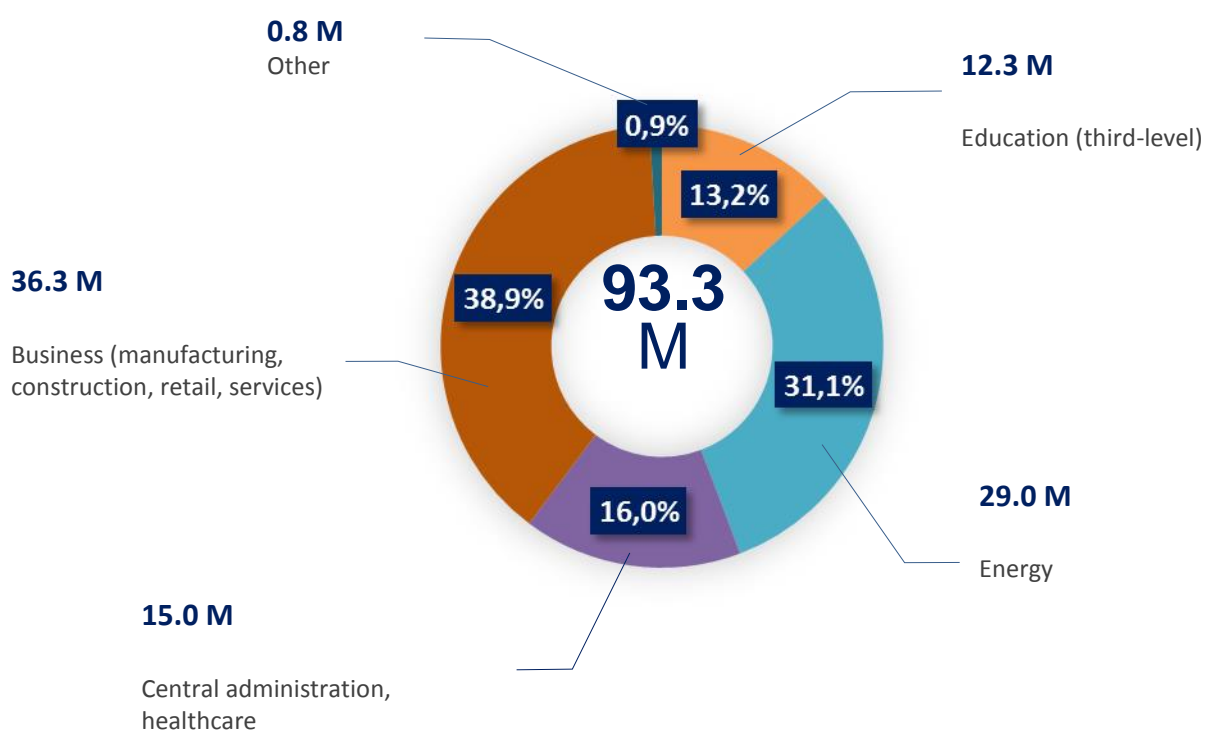
Training services

The Issuer's training services include trainings provided as part of the integration and implementation projects and those provided by the Issuer's Training Centre.

3. Disclosure on the markets for the Issuer's products and services.

The offering in 2013 was aimed at 4 principal markets:

- 1) Education (third-level),
- 2) Energy,
- 3) Business,
- 4) Central and local administration (public).

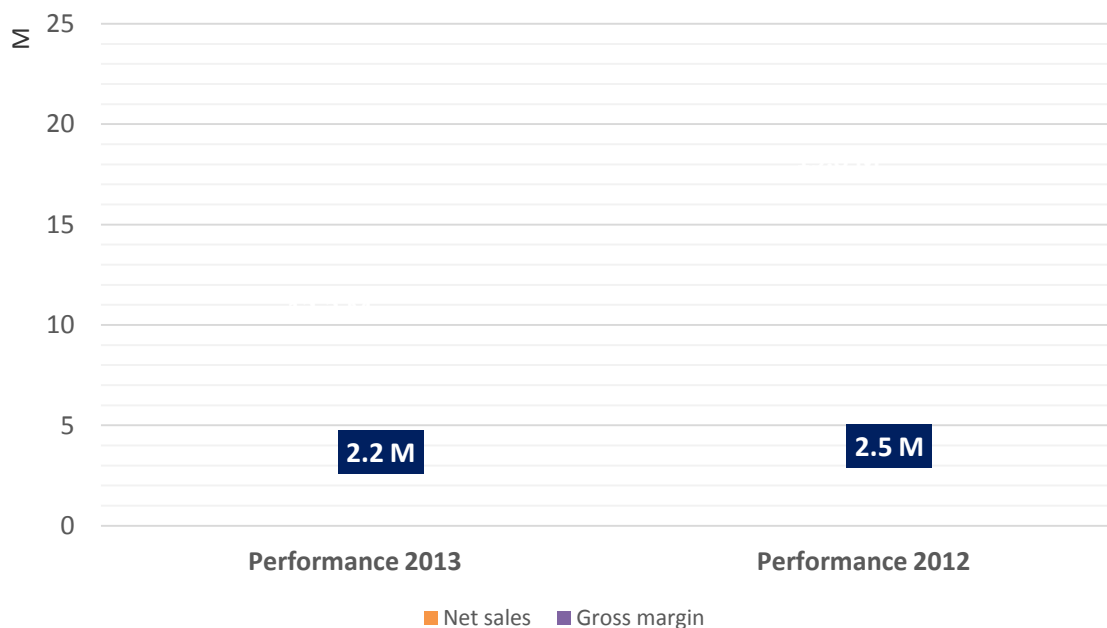


Sales revenues in 2013 according to markets

Third-level education market

OPTeam is a major supplier of ICT solutions to the tertiary education market. According to a Computerworld TOP 200 report published in 2013 OPTeam was ranked 3rd among ICT suppliers to the entire education sector. At present, the Company's solutions are operational in more than 100 schools.

In 2013, the whole product portfolio was offered to third-level schools with a special focus placed on proprietary solutions not previously offered in this market (**OPTiRCM**, **OPTiPASS**). This year also brought the first implementations of the registrar system USOS (an open-source solution) and ERP Teta.



Education – sales and profitability

Energy sector

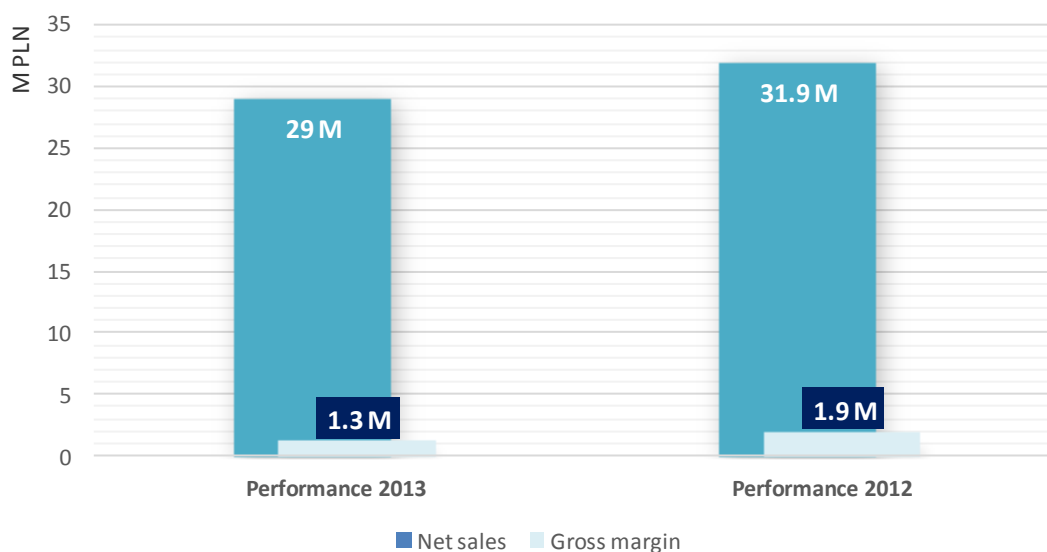
The 2013 was difficult in the energy market for OPTeam S.A. Compared to 2012, slightly lower sales revenues were generated. The main reason for this was a reorganisation of OPTeam's key customer in this market. As a result, ICT investments were put on hold and there were no new projects in which OPTeam S.A. could have been involved as a contractor.

Sales revenues in the energy sector originated from:

- supplies – mainly of infrastructure,
- regular maintenance contracts,
- sales of proprietary services and solutions.

In terms of proprietary solutions/services, completed contracts involved the implementation of solutions belonging to the document flow and archiving product group **OPTIRCM**. They are used by the companies making up Polska Grupa Energetyczna for such purposes as archiving technical documentation and key accounts documentation.

Apart from software implementations, OPTeam also provided digitisation and archiving services related to technical documentation.



Energy – Sales and profitability.

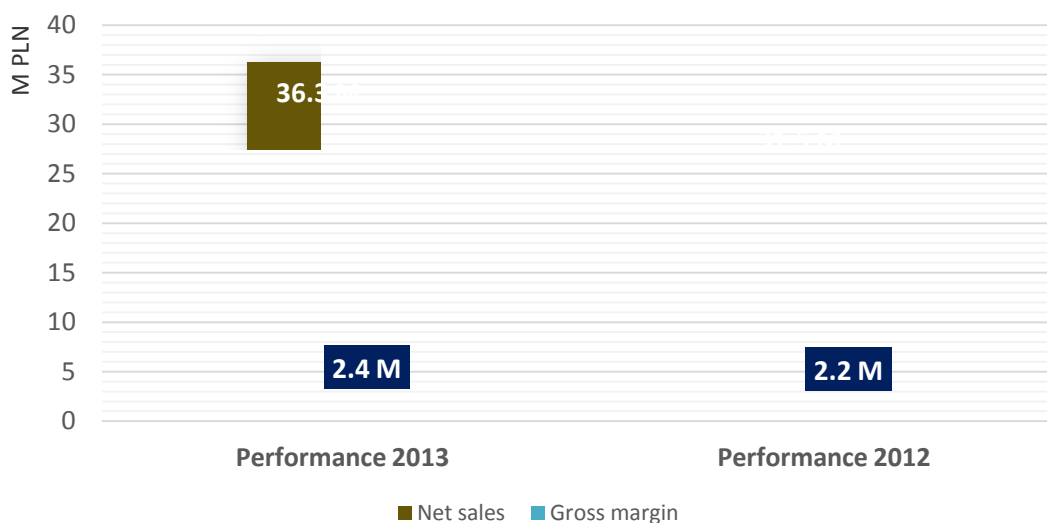
Business sector

OPTeam addresses its products mainly to large and medium-sized enterprises. Revenues in 2013 were generated from:

- sale, implementation and post-sale maintenance of ERP systems (Comarch XL) and proprietary solutions (OPTiCOMMERCE, OPTIbudowa, OPTIprodukcja, iCenter),
- integration projects and supplying equipment and licences to large businesses.

The product range also included implementation services of sales systems with fiscal devices, mainly for large retail chains.

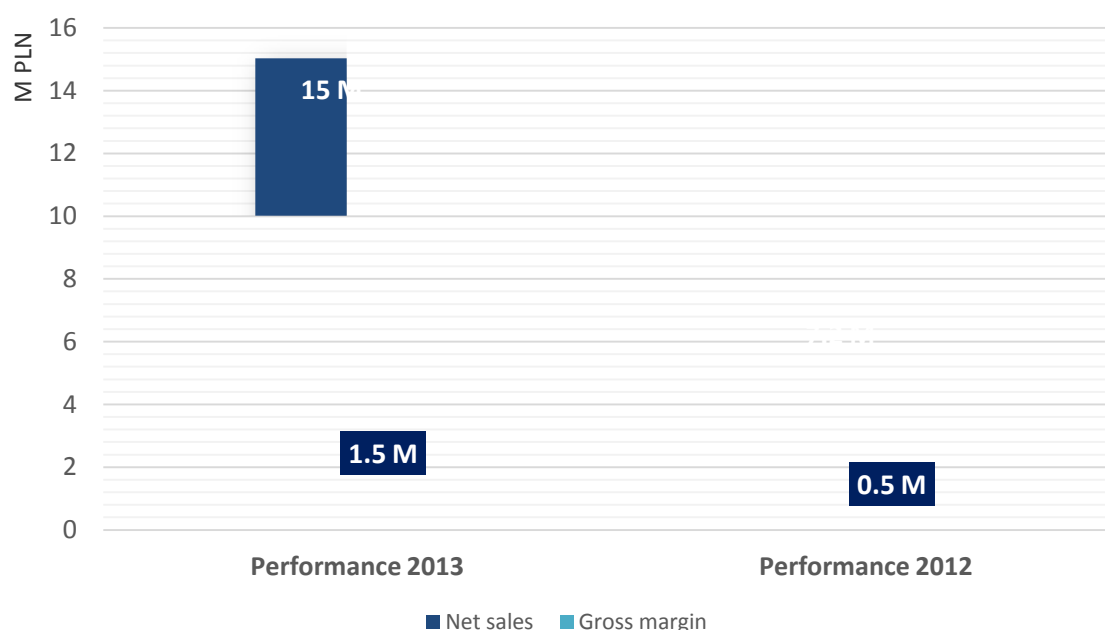
In 2013 OPTeam's revenues in the business sector amounted to PLN 36.3 M and the gross profit margin PLN 2.4 M (6.6%).



Business sector – sales and gross profitability

Central and local institutions market (public sector)

The year 2013 was very successful for OPTeam in the public sector. Good results were linked to EU requirements to complete EU-funded IT projects, where the ordering parties were central and local administration bodies. As the current EU budget approached its close, many projects “on hold” had to be resumed and finalised. Within the framework of the Subcarpathian Medical Information System project (PSIM), OPTeam carried out major implementations in 7 hospitals.



Public sector – sales and profitability

4. Description of key economic and financial data.

The statement drawn up as of 31 December 2013 contains comparable financial data for the year ending 31 December 2012.

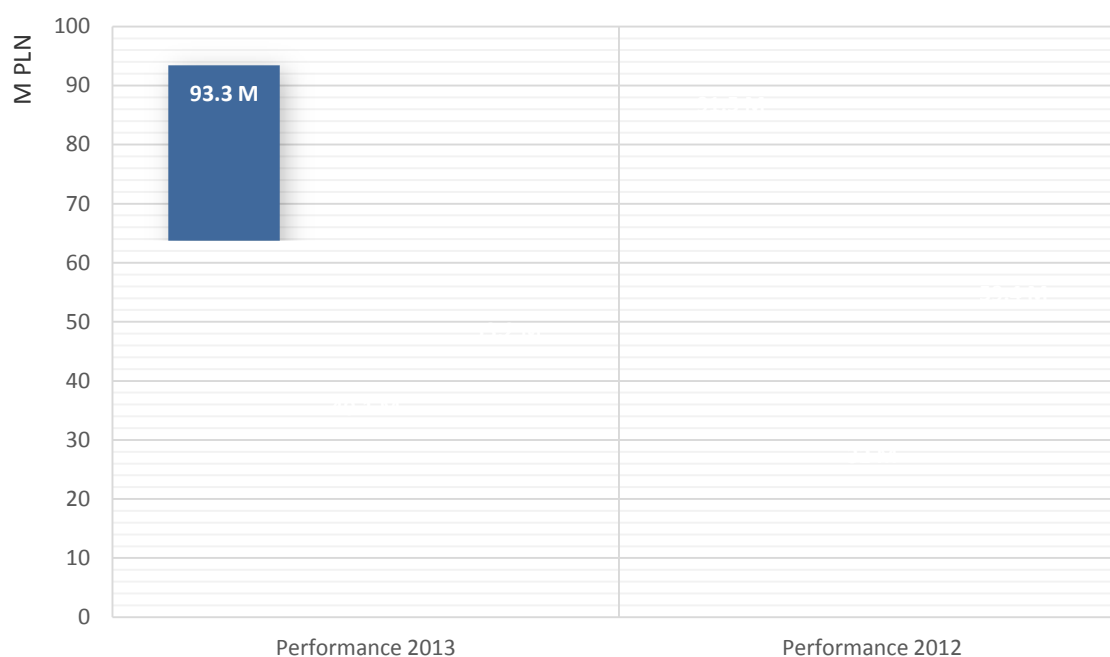
The annual financial statement drawn up as of 31 December 2013 and for the twelve-month period ending 31 December 2013 was drawn up using the same accounting principles as when drawing up the annual financial statement for the business year ending 31 December 2012.

1) Sales revenues and financial result

The Issuer's profit & loss statement in 2013 – 2012 (in K PLN).

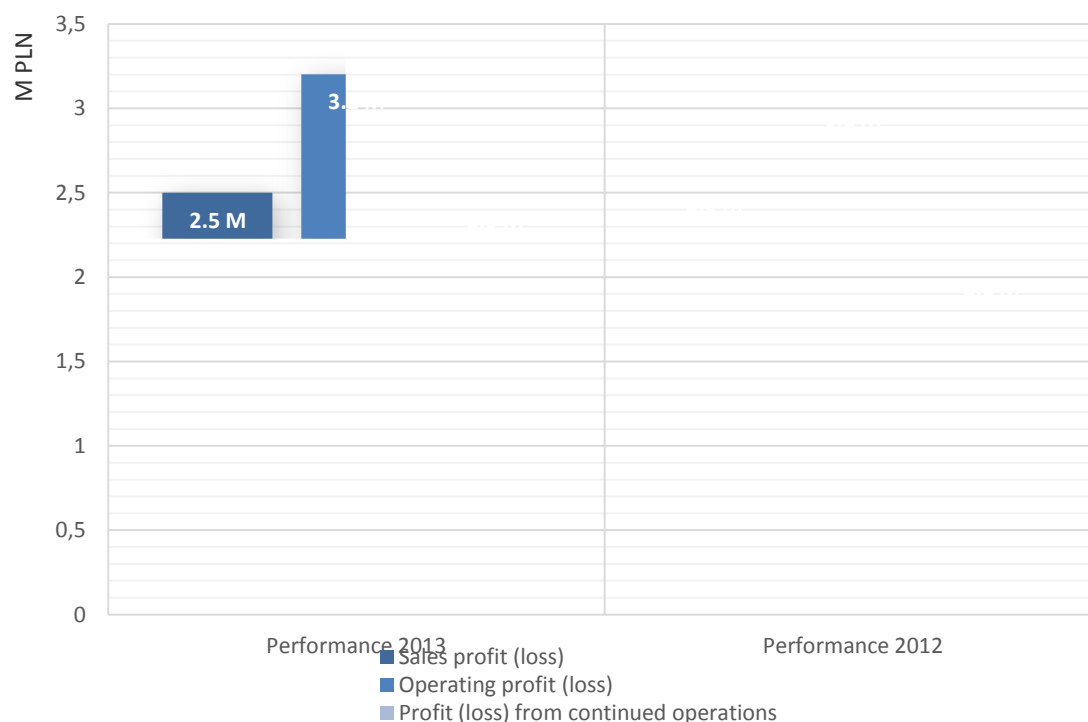
Profit and loss statement	2013		2012		Change 2013/2012	
	K PLN	%	K PLN	%	K PLN	%
Sales and their equivalents	93 304	100.0%	91 468	100.0%	1 836	102.0%
Sales of products and services	40 148	43.0%	32 049	35.0%	8 099	125.3%
Sales of goods	53 156	57.0%	59 419	65.0%	-6 263	89.5%
Sales profit (loss)	2 526	2.7%	2 584	2.8%	-58	97.7%
Operating profit (loss)	3 240	3.5%	3 097	3.4%	143	104.6%
Gross profit (loss)	2 854	3.1%	2 581	2.8%	273	110.6%
Net profit (loss) from continued operations	2 493	2.7%	2 095	2.3%	398	119.0%

Sales revenues generated by OPTeam S.A. for 2013 reached PLN 93,304 K and were higher by 13.4% from the assumptions in the 2013 budget as well as by 2% compared to the revenues in the analogous period of 2012. The after-tax profit amounted to PLN 2,493 K, up by 19% from the year before.



■ Sales of products, services and goods total, incl: ■ 1. Sales of products and services ■ 2. Sales of goods

Profit & loss statement – sales revenues



Profit & loss statement: sales profit, operating profit and net profit

Sales revenues according to markets

MARKETS/ sales revenues	2013		2012		Change 2013/2012	
	K PLN	%	K PLN	%	K PLN	%
Total OPTeam S.A., including	93 304	100.0%	91 468	100.0%	1 836	102.0%
Education (third-level)	12 295	13.2%	19 791	21.6%	- 7 496	62.1%
Energy sector	28 983	31.1%	31 924	34.9%	-2 941	90.8%
Central administration	14 972	16.0%	7 177	7.9%	-7 795	208.6%
Business	36 250	38.9%	31 505	34.4%	4 475	115.1%
Other sales	804	0.9%	1 071	1.2%	-267	75.0%

Profitability in markets

The above sales profit translates into gross margin (before administration costs and internal turnover) amounting to PLN 7,724 K.

Profitability in markets

MARKETS/ gross profit margin	2013		2012		Change 2013/2012	
	K PLN	%	K PLN	%	K PLN	%
Total OPTeam S.A., including	7 724	100.0%	7 609	101.5	100.0%	101.5%
Education (third-level)	2 189	28.3%	2 455	89.2	32.3%	89.2%
Energy sector	1 280	16.6%	1 921	66.6	25.2%	66.6%
Central administration	1 508	19.5%	485	311.2	6.4%	311.2%
Business	2 407	31.2%	2 193	109.7	28.8%	109.7%
Other sales	340	4.4%	555	61.3	7.3%	61.3%



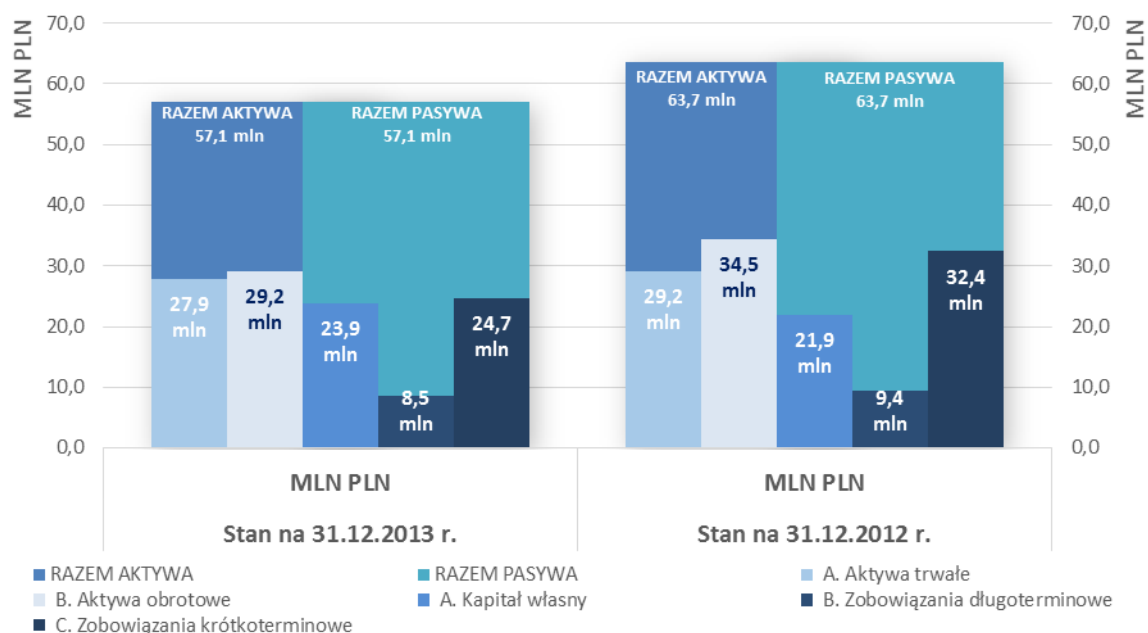
Profitability in markets

2) **Balance sheet**

ASSETS	Status as of 31.12.2013		Status as of 31.12.2012		Change	
	K PLN	% share	K PLN	% share	K PLN	%
A. Fixed assets	27 893	48.85%	29 240	45.90%	- 1 347	-4.61%
B. Current assets	29 205	51.15%	34 459	54.10%	-5 253	-15.25%
TOTAL ASSETS	57 098	100.00%	63 699	100.00%	-6 600	-10.36%
LIABILITIES						
A. Equity	23 860	41.79%	21 950	34.46%	1 909	8.70%
B. Long-term liabilities	8 544	14.96%	9 382	14.73%	-837	-8.93%
C. Short-term liabilities	24 694	43.25%	32 367	50.81%	-7 672	-23.70%
TOTAL LIABILITIES	57 098	100.00%	63 699	100.00%	-6 600	-10.36%

The asset status in 2013 was not subject to major change, total assets dropped by PLN 6,600 K (10.36% of the balance-sheet total from the previous year) which was mainly due to a decline in current assets, including trade receivables. It is also reflected in a reduction of short-term liabilities by 23.7%, including that of trade payables by PLN 4,050 K (18.06%). The high fluctuations of trade receivables and payables result from the seasonality of sales, which affects OPTeam, same as in the entire IT sector, usually in the final quarter of the business year. The seasonality of sales (as well as the related purchases of trading goods), significantly impacts on the structure of assets and sources of financing.

In the twelve months of 2013, OPTeam S.A. had financial resources – own funds, overdraft facility, investment loan, investment subsidies, allowing it to fully meet its financial liabilities, without risk of losing financial liquidity.

**Statement of financial position – balance sheet 2013 to 2012**

The decline of fixed assets in 2013 by PLN 1,347 K (4.61 %) was due to scheduled depreciation of property, plant and equipment, and depreciation of development works commissioned in 2011. As of 31 December 2013, the net

value of tangible assets decreased by PLN 883 K (4.36%) with regard to the figure as of the end of 2012. Investments in tangible assets in 2013 reached PLN 1.445 K, including:

- purchase of property, plant and equipment (IT equipment, furnishing, vehicles) PLN 986 K,
- financial leases - of IT equipment for customers PLN 185 K,
- financial leases of vehicles PLN 274 K.

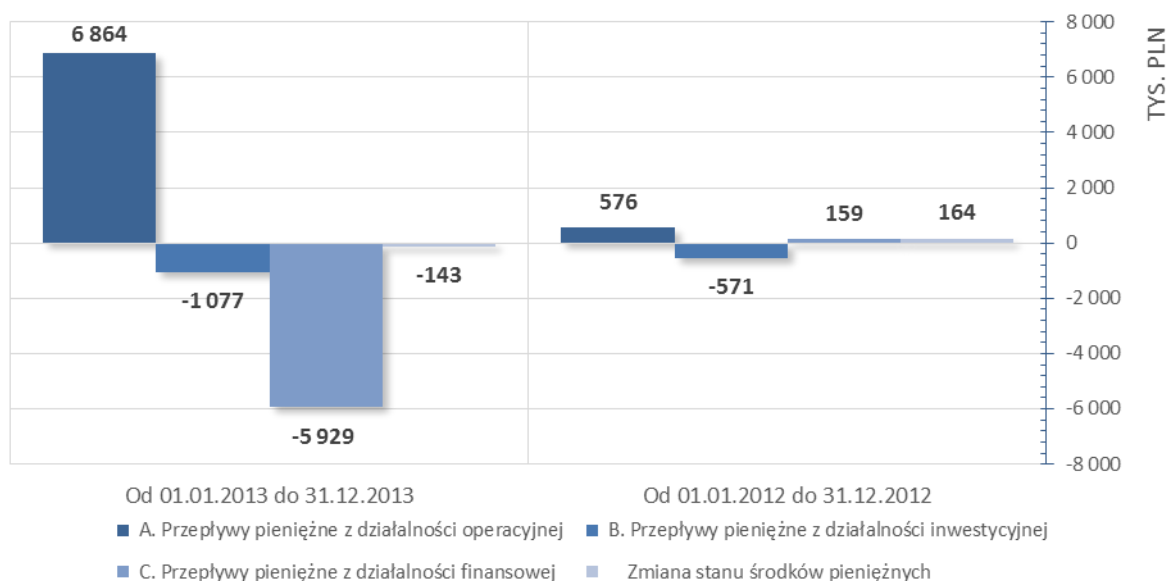
The financial assets held by the Company in 2013 did not change (6 M) and continue to comprise the 50% stake in Polish ePayment, recognised at acquisition price.

3) **Cash flows.**

Throughout 2013, the Company maintained financial liquidity and met its liabilities in a timely manner, with regard to suppliers, employees, banks, lessors, as well as the State Treasury. The current liquidity ratios improved, including the current ratio which improved from 1.09 to 1.23, while the quick ratio increased from 0.98 to 1.06 (the desirable values of this ratio fall in the range 0.8 - 1.0).

To secure its financial liquidity, the Company uses working capital facilities in the form of overdrafts – the total credit limit in two banks amounts to PLN 8,000 K. As of 31 December 2013, the use of these working capital facilities reached PLN 1,665 K. In 2013, the final repayment was made on the investment loan (to build CPNT) amounting to PLN 583.3 K.

CASH FLOWS in K PLN	From 01.01.2013 to 31.12.2013	From 01.01.2012 to 31.12.2012	Change	
			K PLN	%
A. Cash flows from operating activities	6 864	576	6 288	1 092.18
B. Cash flows from investing activities	- 1 077	- 571	-506	88.72
C. Cash flows from financing activities	-5 929	159	-6 088	- 3 835.65
Net change in cash	-143	164	-307	-187.26
Closing balance of cash	398	541	-142	-26.39%



Cash flow statement

Cash flows from operating activities, after covering the expenses related to statutory activities, were positive throughout 2013, and amounted to PLN 6,864 K.

The Company used the surplus inflows from operating activities generated in 2013 to finance investments, including the acquisition of tangible and intangible assets, as well as to pay the instalments of the investment loan (CPNT), lease instalments, debt servicing, dividend payment to shareholders (PLN 584 K), and a considerable reduction of short-term bank debt.

As a result, the analysis of debt ratios indicates a safe level of third-party capital in financing operations, e.g. debt ratio including subsidies after project durability (total liabilities *minus* subsidies received for fixed assets / total assets) amounts to 0.44 as of 31 December 2013. The optimal debt ratio is deemed to be 0.3-0.5.

4) **Economic and financial ratios**

Please find below selected ratios describing the financial situation of OPTeam S.A. in 2013 – 2011, computed on the basis of data contained in the financial statements.

Ratio	Calculation formula	2013	2012	2011
Gross profit margin	<i>gross profit / net sales</i>	3.1%	2.8%	2.9%
EBIT profitability	<i>operating profit / sales</i>	3.5%	3.4%	3.3%
EBITDA profitability	<i>operating profit + depreciation / sales</i>	6.8%	6.5%	6.7%
Net profit margin	<i>net profit / net sales</i>	2.7%	2.3%	2.5%
Return on equity ROE	<i>net profit / equity minus current year's financial result</i>	11.7%	10.6%	10.9%
Return on assets ROA	<i>net profit / total assets</i>	4.4%	3.3%	3.2%
Current ratio	<i>current assets / short-term liabilities</i>	1.18	1.06	1.01
Quick ratio	<i>current assets - inventories / short-term liabilities</i>	1.01	0.95	0.88
Debt ratio	<i>total liabilities / total assets</i>	0.58	0.66	0.67
Days sales outstanding	<i>(average trade receivables / sales) * 365</i>	103.59	109.36	109.40
Days inventory outstanding	<i>(average inventory / operating expenses) * 365</i>	15.60	15.47	13.50
Days payable outstanding	<i>(average trade payables / operating expenses) * 365</i>	81.70	93.61	91.77

Profitability ratios demonstrate continued growth, with a particularly pronounced improvement in the return on equity ratio. The debt ratio is systematically improving, same as days receivable and payable outstanding.

Liquidity ratios are a little higher than in preceding years and remain in the range regarded as safe.

The Issuer announces that in the course of the business year covered by this Report there were no extraordinary factors or events which would affect the financial result.

5. Disclosure on significant contracts for the Issuer's operations, including agreements concluded between shareholders (partners), insurance, cooperation and collaboration agreements known to the Issuer.

With regard to core products, in 2013 the Issuer conducted transactions whose total amount exceeded 10% of equity (according to the balance sheet published for 31.12.2013) with the following entities

No	Customer for goods/services	Turnover (in K PLN)
1.	PGE Dystrybucja S.A	7 046
2.	PKN Orlen S.A.	6 075
3.	University of Rzeszów	3 889
4.	PSG Tarnów Sp. z o.o.	3 220
5.	HS Wrocław Sp. z o.o.	2 706
6.	Regionalne Centrum Naukowo – Technologiczne Województwa Świętokrzyskiego	2 663

No	Supplier	Turnover (in K PLN)
1.	VERACOMP S.A.	14 037
2.	TECH DATA S.A.	3 948
3.	ABC DATA S.A.	4 570
4.	AB S.A.	3 693
5.	COMP S.A.	3 005
6.	COMARCH S.A.	2 689

The Issuer discloses that it is not linked in terms of equity or organisation with any supplier or customer whose share in the Issuer's sales revenue accounts for 10% or more.

In 2013 OPTeam S.A. realised its Incentive Programme described in the Prospectus approved on 08.06.2010. Within the framework of the programme in 2013, management and supervisory officers concluded civil law share transfer agreements, as disclosed by the Company is the current report no 4 of 13.01.2014.

6. Disclosure on organisational or equity relations of the Issuer with other parties.

Description of key investments, including capital investments.

In 2013, the Issuer was equity-linked to the Centre of Electronic Clearance Polish ePayment [Centrum Rozliczeń Elektronicznych Polskie ePłatności S.A.] with its seat in Rzeszów. Other related parties of the Company are members of its management and supervisory bodies, and close family members of those people.

Entities equity-linked to the Issuer:

Name	Domicile	OPTEAM stake in authorised capital (%)	OPTEAM stake in votes (%)	Notes
Centre of Electronic Clearance Polish ePayment	Rzeszów	50%	41.2%	The Company was established on 18 January 2010 and registered by the Regional Court in Rzeszów, 12th Commercial Division of the National Court Register on 21 January 2010.

The core business of Polish ePayment includes processing transactions with payment cards at POS terminals. The service is provided jointly with Bank BPH, who acts as a clearing agent pursuant to the Act of 24 August 2001 on settlement finality in payment systems and the Act of 12 September 2002 on electronic payment instruments.

Moreover, the Company provides the option of selling GSM phone credits, running customer loyalty programmes or paying bills with the use of a product of Bank BPH – Transkasa and of BillBird S.A. – “Moje Rachunki”.

As of 31 December 2013, OPTeam S.A. held in its financial assets a 50% stake in Polskie ePłatności S.A.

Shareholders of the Centre of Electronic Clearance Polish ePayment as of 31 December 2013:

Description	Number of shares	Number of votes	Share of votes at the GMS (%)	Share nominal value in PLN	Share in equity (%)
OPTeam S.A. in Tajęcina	14 192 105	14 192 105	41.16%	14 192 105	50.00%
Polish Security Printing Works in Warsaw	14 192 105	20 288 158	58.84%	14 192 105	50.00%
Total	28 384 210	34 480 263	100.00%	28 384 210	100.00%

In 2013, the Issuer did not make capital investments.

7. Disclosure on significant transactions concluded by the Issuer or its subsidiary with related parties not at arm's length.

Information about transactions concluded by the Issuer with related parties is disclosed in the Notes to the financial statement for 2013, Note no 31. The transactions were concluded in line with the arm's length principle.

8. Description of significant risk factors and threats, including the extent of exposure.

8.1. Risk related to the effect of macroeconomic situation on the Issuer's operations.

The Issuer's financial situation depends on the economic situation in Poland and worldwide. The financial results generated by the Company are affected by: GDP growth rate, inflation rate, unemployment rate as well as government fiscal and monetary policy and changes in consumption. These factors exert a strong influence on purchases of ICT products. There is a risk that if the economic situation in Poland or worldwide deteriorates in the long term, consumer demand drops or the government introduces economic policies that might have a negative impact on the Company's market standing, the financial results it generates may decline.

The Issuer's bidding activity in business sectors where the influence of macroeconomic factors does not impact heavily on investment decisions, as well as product and market diversification, should limit the potentially harmful consequences of macroeconomic factors on the Company's operations.

8.2. Risk related to technological changes in the sector and new product development.

The IT sector is characterised by the fast development of solutions and technologies, hence the product life cycle in the market is relatively short. The Issuer's operations depend to a large extent on the ability to apply cutting-edge technological solutions in its products and services.

There is a risk that new solutions may appear in the market that will cause the Issuer's products to become unattractive and fail to ensure the receipts anticipated during design and development stages. Moreover, there is a risk that new technological solutions designed or developed by the Issuer now or in the future fail to achieve the expected parameters, which would have a negative impact on the Issuer's ability to recover the costs incurred.

The Issuer analyses the new emerging market trends in IT technologies and product development and their potential applications. They also establish and maintain trade relations with key customers. These relations underlie activities aimed at adjusting the products offered to customer expectations. Staff are trained on implementing new IT solutions. The Issuer makes efforts to maintain the high technological level of its proprietary products and services, continually expanding the scope of functionalities and applications.

8.3. Risk of industry consolidation.

Consolidation processes in the IT sector help reinforce the market position of several largest businesses, limiting growth potential of small and medium-sized enterprises in the ICT market. The strongest domestic businesses strive to take over weaker enterprises, especially from the SME sector, providing to niche segments of the IT market. As a result, the largest businesses expand their competences and gain access to new customer groups.

If consolidation activities intensify significantly, the Issuer may lose its market position, which may lead to a decline in sales and financial performance of the Company.

The Issuer's Management Board anticipates dynamic growth of operations due to the development works completed in preceding years. The Issuer makes full use of the modern infrastructure and technological solutions available at the Design Center of Modern Technologies OPTeam S.A. in Tajęcina completed (currently, the Company's head office). The ongoing activities related to the development of proprietary products, building new skills in specialist services should help change the profile of Company sales towards increasing the share of proprietary products and specialist services.

The Company continues to expand geographically operating from three branches: in Warsaw, Lublin and Cracow. Their goal is to reach out to new customer with the Company's full product and service range. The Issuer is also open to taking over smaller businesses from the sector to expand its offer and scope of operations.

In the coming years, these activities should improve the rate of return on sales and increase the scale of operations, which should translate into increasing the Issuer's investment appeal.

8.4. Risk of competition.

Poland's presence in the structures of the European Union brought new players into the Issuer's playing field, operating on an international scale. Those entities are not the Issuer's main competitors, however. Due to a better knowledge of the domestic market, Polish companies pose a bigger threat to its competitive position. There is a risk of intensified competition in the Issuer's business segments, and if the Investor's response is not quick enough, it may lead to loss of market share, decline in sales and performance.

It should be highlighted that by having a numerous group of regular trade partners and a very flexible process of production and system implementation, as well as due to the adopted growth strategy, the Issuer should be able to considerably limit the effects of enhanced competition in its market.

8.5. Risk related to the suppliers' changed commercial terms.

With regard to IT system integration, the Issuer supplies equipment and technologies from manufacturers which can be regarded as global market leaders. The bargaining power of those companies is often incomparably stronger than the Issuer's, and terms of cooperation with customers are usually determined centrally and are non-negotiable. In the Issuer's experience, an unfavourable change in the terms of cooperation with equipment and technology suppliers may not be transferred directly to the terms of cooperation with the Company and its customers. As a result, the Company's rate of return and liquidity may deteriorate, in spite of the supplier diversification policy in place.

8.6. Risk related to IT projects executed by the Issuer.

The scope of the Issuer's operations includes providing IT services, particularly with regard to systems based on smart card technologies, ERP systems and integration of advanced IT solutions. Agreements concluded between the Issuer and its clients provide for the Issuer to execute certain activities comprising an IT project. In each project, proper cooperation is necessary between the project team originating from the Company and employees delegated by the service buyer.

This generates a certain risk of human error. On the one hand, the conditions and circumstances of the service may be defined incorrectly by the service buyer's team, and on the other, the Issuer's staff may take an inappropriate approach. As a result, they may fail to deliver the right solution to the service buyer. This may lead

to the latter incurring losses and consequently claiming damages from the Issuer, prolonging the involvement in the IT project, delaying payment. Such steps may have a negative impact on the Issuer's situation.

To minimise this risk factor, procedures have been put in place and are applied consistently in project management and project execution monitoring, including project finance, using implemented software. The Issuer has implemented such tools and continues to develop them. At present, further works are pending, aimed at correlating the project management solutions with the product structure offered by the Company.

8.7. Financial instruments exposed to price, credit and other risks.

The Company is not significantly exposed to risks related to financial instruments, seen as the main financial instruments as of 31 December 2013 were cash in the Polish currency, trade and other receivables, shares in Polish ePayment, as well as liabilities under trade, loans, leases and other titles. In 2013, the Issuer extended loan sureties to Polish ePayment. Potentially, there is a risk that grounds may emerge for the Bank to exercise their rights under loan sureties. According to the Issuer's Management Board, looking at the potential of Polish ePayment and the business ratio analysis of its operations, that risk is insignificant.

9. Identification of proceedings at court, arbitration bodies of proper jurisdiction or public administration bodies.

As of 31 December 2013 and throughout the period covered by this Report, OPTeam S.A. was not involved in proceedings at court or another body regarding liabilities or debts, whose individual or combined amounts would reach at least 10% of equity.

The only case in progress against OPTeam S.A. was brought in by Centrum Elektronicznych Usług Płatniczych eService S.A. with its seat in Warsaw, to establish intellectual property rights to payment terminal software developed by OPTeam S.A. The case is pending. At this stage of the proceedings, the Company sees no need to establish a provision for liabilities. The Management Board of OPTeam S.A. does not rule out the possibility that the pending proceedings might be settled amicably.

10. Disclosure on agreements related to borrowings.

Liabilities under borrowings as of 31 December 2013

Bank / Lender	Contractual amount		Amount outstanding		Repayment date	Securities
	Currency	in PLN	Currency	in PLN		
Bank Pekao S.A. with its seat in Cracow – multi-purpose credit line	–	3 000 000.00	–	1 231 645.30	31.05.2014	<ul style="list-style-type: none"> - authorisation for the Bank granted by the Company to access its current account at Bank Pekao S.A. in Rzeszów - registered pledge on fixed assets (plant and machinery) amounting to PLN 2 916 581.98 including assignment of rights under insurance policy, - blank promissory note

ING Bank Śląski S.A. with its seat in Katowice – (working capital) overdraft facility in PLN	–	5 000 000.00	-	433 068.52	22.08.2015	<ul style="list-style-type: none"> - capped mortgage on a property in Tajęcina, land & mortgage register KW RZ1Z/00162028/1 amounting to PLN 7 500 000 - assignment of rights under property insurance policy - blank promissory note
Total		8 000 000.00		1 664 713.82		

11. Disclosure on loans, securities and bond issued and received in the course of the business year.

Contingent liabilities include surety bonds furnished to the Company in connection with performance bonds and bid bonds. These bonds are temporary and result respectively from the terms of the product supply agreement and requirements of the tendering procedure. The Company predicts that the bonds in question will not have to be activated.

Received bonds

Contingent liabilities	Status as of 31.12.2013	Status as of 31.12.2012
Received insurance bonds – issued by PZU S.A., including:	1 365 391.44	872 828.09
- performance bonds	1 165 391.44	872 828.09
- bid bonds in public tendering procedures	200 000.00	-
Received bank sureties	-	-

Guarantees extended

On 14.02.2014, the Management Board of OPTeam S.A. signed amendment no 1 to the loan surety agreement for the affiliated company Centre of Electronic Clearance Polish ePayment with its seat in Rzeszów, concluded on 25 February 2013. The sureties extended are a continuation of the sureties extended on 25.02.2011 and subsequently amended on 26.03.2012 and 25.02.2013.

By signing the surety agreements, the Issuer consented to extend joint and several surety with Polish Security Printing Works in Warsaw, the other shareholder of Polish ePayment, with regard to the loans granted by ING Bank Śląski to Polish ePayment:

- 1) for the PLN investment loan agreement amounting to a total of PLN 3,000,000 (three million zlotys) to be repaid by 01.10.2014. The surety covers the Issuer's pledge to settle all liabilities of Polish ePayment under the above-mentioned loan agreement. Moreover, the Issuer made a statement of consent to debt enforcement in compliance with the provisions of the Code of Civil Procedure with regard to all liabilities arising out of the

surety agreement concluded on 25.02.2013. Pursuant to the statement referred to hereinabove, the Issuer consented to the Bank issuing a writ of execution up to PLN 4,500,000.00 (four million five hundred thousand zlotys) including authorisation of the Bank to apply to the court of proper jurisdiction to grant an enforcement clause up to 01.10.2017.

- 2) for the multi-product loan agreement totalling PLN 10,000,000 (ten million zlotys) with repayment dates: up to 20.05.2014 – repayment of PLN 4,000,000 overdraft, up to 1.07.2015 – repayment of PLN 6,000,000 working capital facility. The surety covers the Issuer's pledge to settle all liabilities of Polish ePayment under the above-mentioned loan agreement. Moreover, the Issuer made a statement of consent to debt enforcement in compliance with the provisions of the Code of Civil Procedure with regard to all liabilities arising out of the surety agreement concluded on 25.02.2013. Pursuant to the statement referred to hereinabove, the Issuer consented to the Bank issuing a writ of execution up to PLN 15,000,000.00 (fifteen million zlotys) including authorisation of the Bank to apply to the court of proper jurisdiction to grant an enforcement clause up to 07.07.2018.

Both of the above-mentioned loan agreements contain provisions putting the jointly and severally liable guarantors under an obligation to increase the capital of the Centre of Electronic Clearance Polish ePayment to the level required by the bank, in the case of the company going into negative equity. Moreover, the jointly and severally liable guarantors, in the case of losses incurred by the Centre of Electronic Clearance Polish ePayment that would lead to its capitals (understood for the sake of this proviso as the sum of equity and loans subordinated to the Bank) dropping to less than PLN 2,500,000.00 – will provide the Centre of Electronic Clearance Polish ePayment with a loan subordinated to the Bank, amounting to no more than PLN 2,000,000.00. The subordinated loan will be granted no later than within 2 months after the equity of Polish ePayment drops below PLN 2,500,000.00.

On 24.04.2013, the Management Board of OPTeam S.A. signed a surety agreement for the affiliated company Centre of Electronic Clearance Polish ePayment with its seat in Rzeszów. The agreement was signed by: OPTeam S.A. as the Surety, -Kolporter Sp. z o.o. spółka komandytowo-akcyjna (limited joint-stock partnership, formerly Kolporter S.A.) with its seat in Kielce - acting as the Seller, Centre of Electronic Clearance Polish ePayment with its seat in Rzeszów (hereinafter Polish ePayment) - acting as the Buyer. By signing the surety agreement, the Issuer has consented to guarantee the timely and complete repayment of the Buyer's liabilities, which may arise out of the open-ended cooperation agreement concluded between the Buyer and the Seller. The above-mentioned cooperation agreement involves the Seller providing goods to the Buyer for a fee. The surety includes the Buyer's future debt to the Seller in the full amount up to 7 million zlotys (in words: seven million). The surety is interim and shall expire 12 months after the maturity date of the final invoice issued during the term of the cooperation agreement between the Seller and the Buyer.

Entity	Regon	Type of liability	Amount of liability (PLN)	Period from – to
Centre of Electronic Clearance Polish ePayment with its registered seat in Rzeszów – security for the payment of debt under loan agreement concluded on 21.02.2011 no 676/2011/00003876/00, granted by ING Bank Śląski S.A. (investment loan in PLN – capped at PLN 3,000,000, repayment date 1.10.2014)	180523400	loan suretyship	Surety up to PLN 4,500,000	from 21.02.2011 to 01.10.2017

Entity	Regon	Type of liability	Amount of liability (PLN)	Period from – to
Centre of Electronic Clearance Polish ePayment with its registered seat in Rzeszów – security for the payment of debt under multi-product loan agreement concluded on 21.02.2011 or 676/2011/00003875/00, granted by ING Bank Śląski S.A. (credit limit PLN 10,000,000, repayment dates: PLN 4,000,000 by 20.05.2014, PLN 6,000,000 by 1.07.2015)	180523400	suretyship loan	Surety up to PLN 15,000,000	from 21.02.2011 to 07.07.2018
Centre of Electronic Clearance Polish ePayment with its seat in Rzeszów - security for the payment of debt to Kolporter Sp. z o.o. under goods supply agreement for PeP, concluded on 22.04.2013	180523400	guarantee of liabilities	Surety up to PLN 7,000,000	From 22.04.2013 up to 12 months after the due date of the final invoice issued by Kolporter Sp. z o.o.

12. Disclosure on how the Issuer used proceeds from the issue of securities in the period covered by the report.

In 2013, the Issuer did not issue shares or bonds.

13. The Management Board's position on the viability of previously published performance forecasts.

The Company did not publish forecasts for 2013.

14. Management of financial resources.

In 2013, the Issuer had financial resources – own funds and an investment loan, investment subsidies, allowing it to fully meet its financial liabilities, without the risk of losing financial liquidity.

15. Investment plan viability assessment, including capital investments.

In 2013, OPTeam S.A. did not execute capital investments. Outlay on replacement investments included the acquisition of tangible assets (IT equipment, furnishing, vehicles) and software licences and in 2013 amounted in total to PLN 1 797 302.83.

16. Evaluation of extraordinary factors and events affecting the business result for the business year, including the extent of influence of those extraordinary factors or events on the generated result.

In the course of the 12 months ending 31 December 2013 there were no extraordinary events which would have a significant impact on the result of operations of OPTeam.

17. Characteristics of external and internal factors significant to the development of the Issuer's enterprise and a description of the Issuer's development outlook at least up to the end of the business year following the business year for which the financial statement was drawn up.

The Issuer's Management Board regards the potential of the IT market in 2014 as similar to that of 2013. The symptoms of revived investment activity are clearly visible in some areas, but the situation in the IT market remains unstable and there are no clearly identifiable trends on which forecasts could be based.

Macroeconomic uncertainty translates directly into customers reducing their IT budgets. It has a significant impact on competitive activities and hinders attracting new clients, especially with regard to large IT projects. OPTeam participates in tendering procedures for those projects, and despite competing with large integrators, often manages to win such contracts, which helps reinforce the company's standing in the sector and its perception as a reliable integrator with a high project execution potential. OPTeam's offer in this scope is very competitive compared to other suppliers, because the company has lower operating costs within the Subcarpathian Science and Technology Park (SEZ EURO-PARK Mielec).

In 2013, the Management Board, in response to market expectations, undertook steps aimed at expanding the service range and reinforcing the sales of proprietary products and services. The scope of these activities included product portfolio reorganisation in terms of market opportunities, focusing on products and services which have the highest potential for repeated sales using the potential of the Company's own Data Center in all

the markets where the Company is present. In the growing family of ITaaS services, a new service group HR OPTiCenter was launched – human resources and payroll outsourcing.

Boosting the sales of products in the cloud computing service model, making use of the already available Data Center infrastructure will have a favourable influence on the stability of sales in consecutive years and gradual increase of generated profit.

The strategy for boosting the sales of proprietary products and services with the use of modern sales models (cloud, SaaS, ITaaS) across all markets will be continued.

According to the Issuer's Management Board, in 2014 considerable growth opportunities for the Company emerge in IT projects in the markets of tertiary education, energy and business. The Company signed several financially significant contracts with large domestic universities in 2013. They provide for implementations of proprietary systems, ERP systems, registrar systems and integration services. Project execution will take place in 2014. In the business sector, too, the order portfolio for ERP implementations is substantial. In the sales plans for 2014 strong emphasis was placed on the energy market, where the Issuer's Management Board expects the announcement of large tenders for projects which the Company is prepared to execute.

An important element in building the Issuer's value, in the opinion of the Management Board, is the development of the Centre of Electronic Clearance Polish ePayment. In 2013, the Company, in which the Issuer holds a 50% stake, achieved a positive financial result for the first time. In the first three years of business at Polish ePayment the priority was to build the operational potential, which entailed significant costs and investment outlay. In subsequent years, the Company intends to keep actively expanding the acceptance network and acquire new terminals with high uptake dynamics. In the next budget year, PeP plans to increase the number of terminals to 25,820 at the end of December, which is up by more than 15.6%.

According to the Management Board of Polish ePayment, the amendment of the Payment Services Act regulating interchange fees (IF) should contribute to a significant growth in domestic card transactions. In light of the above, and given the offensive strategy for expanding the terminal network and the Company's innovative products, the forecasts predicting dynamic growth of all parameters at PeP in the future seem completely reasonable.

18. Changes in basic management principles of the Issuer's enterprise.

In 2013, the Issuer did not make significant changes in the manner of managing the organisation, laying the foundations for change in 2014.

As of 1 January 2014, a new organisational structure was put in place. It was introduced to enhance the Company's operating effectiveness and to respond to current market expectations. The previous department-based structure was replaced with a more integrated approach to the Company's resources. One important element of the new structure is that smaller departments have been combined into larger units, which will enable them to execute large projects and make better use of all the resources at hand.

Since the beginning of 2014 OPTeam operates via 3 operating divisions supported by shared services departments. The first two divisions are commercial. The Institutional Sales Division deals with sales mainly through public tendering procedures. The other commercial unit – the Business Sales Division, focuses on the business sector, including industrial enterprises. The third operating division is the Project Execution Division. It comprises all of the software development and implementation resources related to project execution.

19. All agreements concluded between the Issuer and management officers, providing for compensation in the event of resignation or dismissal without cause, or if their dismissal or termination is due to the Issuer's consolidation through acquisition.

In 2013, the Issuer did not conclude agreements with management officers, providing for compensation in the event of resignation or dismissal without cause, or if their dismissal or termination is due to the Issuer's consolidation through acquisition.

20. Remuneration, bonuses or benefits, including under incentive or bonus programmes based on the Issuer's capital for management and supervisory officers.

Information regarding remuneration, specified separately for each management and supervisory officer, is presented in the Notes to the financial statement for 2013 – Note no 32.

In the current report no 4 of 13.01.2014 the Issuer disclosed transactions on the Issuer's shares involving management and supervisory officers that were completed in 2013. They were connected with the implementation of the provisions of the Incentive Programme of OPTeam S.A., the details of which were published in the Issuer's Prospectus approved on 08.06.2010.

21. Specification of the total number and nominal value of all of the Issuer's shares as well as shares in the Issuer's related parties, held by management and supervisory officers (individually).

As of 31.12.2013, OPTeam S.A. shares were held by the following management and supervisory officers:

Shareholder	Number of shares and votes at the GMS of OPTeam S.A.	Nominal value in PLN	% of shares and votes at the GMS of OPTeam S.A.
Janusz Bober – Chairman of the Supervisory Board	1 372 523	137 252.30	18.80%
Andrzej Pelczar – President of the Management Board	1 372 523	137 252.30	18.80%
Ryszard Woźniak – Proxy	1 378 512	137 851.20	18.88%
Wacław Szary – Vice President	404 795	40 479.50	5.55 %
Bogdan Niziołek – Vice President	9 908	990.80	0.14%

22. Disclosure on agreements known to the Issuer (including those concluded after the balance sheet date), which may in the future lead to changes in the stakes held by current shareholders.

The Issuer's Management Board has no information on agreements (including those concluded after the balance sheet date), which may in the future lead to changes in the stakes held by current shareholders.

23. Disclosure on the control system of the employee stock ownership plan.

In 2013, the Issuer did not implement an employee stock ownership plan.

24. Representation of the Management Board regarding corporate governance.

In 2013, the Company complied with the principles of corporate governance collected in the Code of Best Practice for WSE Listed Companies, adopted on 19.10.2011 and on 21.11.2012 by the WSE Supervisory Board. The content of Best Practices is available on the web page of the Warsaw Stock Exchange in the section: <http://corp-gov.gpw.pl/publications.asp>

24. 1. Identification of corporate governance principle that the Issuer does not observe on a permanent basis.

I. Recommendations for Best Practice for Listed Companies	Statement of reasons for non-compliance
<p>Item 5. The company should have a remuneration policy and rules of defining the policy. The remuneration policy should in particular determine the form, structure, and level of remuneration of members of supervisory and management bodies. Commission Recommendation of 14 December 2004 on fostering an appropriate regime for the remuneration of directors of listed companies (2004/913/EC) and Commission Recommendation of 30 April 2009 complementing that Recommendation (2009/385/EC) should apply in defining the remuneration policy for members of supervisory and management bodies of the company.</p>	<p>The Company does not have a document laying down the rules of remuneration for the members of the Company's bodies. Remuneration of the Management Board is determined by the Supervisory Board, whereas the remuneration of the Supervisory Board is determined by the General Meeting. The range and amounts of remuneration are determined in proportion to the responsibility for the tasks and function in the given body.</p>
<p>Item 9. WSE recommends that public companies and their shareholders ensure a balanced proportion of women and men in management and supervisory functions in companies, thus reinforcing the creativity and innovation of the companies' business.</p>	<p>The Company does not use a gender bias in appointments to positions or functions in management or supervisory bodies. Decisions on appointments to a given body are made autonomously by the authorised entities solely based on the candidates' qualifications and competence.</p>
II. Best Practice for Management Boards of listed companies.	
<p>Item 1.2a) A company shall publish on its corporate website (...) 2a – on an annual basis, in the fourth quarter - information about the participation of women and men respectively in the Management Board and in the Supervisory Board of the company in the last two years.</p>	<p>The Issuer publishes on its corporate website information regarding the composition of the Management Board and the Supervisory Board on an ongoing basis. Moreover, they provide investors with information on the changes in the composition of these bodies, hence they regard republishing this information as redundant.</p>
<p>Item 1.9a) – “A company shall publish on its corporate website (...) 9a – a record of the General Meeting in audio or video format”.</p>	<p>The Issuer fulfils their disclosure obligations applicable to convening and procedure at the general meeting, especially through publishing current reports on the organisation and proceedings of the general meetings of OPTeam S.A. Such disclosures are also published on the Company's corporate website. The Issuer considers this approach to publishing information about the general meeting proceedings to be appropriate.</p>
III. Best Practice for Supervisory Board Members	
<p>Item 8. Annex I to the <i>Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors</i> (...) should apply to the tasks and activities of the committees of the Supervisory Board.</p>	<p>Seen as the Company's Supervisory Board is composed of the minimal legally required number of members, audit committees are not created within its framework, with the function fulfilled by the entire Supervisory Board. If the number of Supervisory Board members increases in the future, pursuant to applicable legal regulations, the appropriate committees will be established. The Supervisory Board, in its tasks and activities, does not apply Annex I to the EC Recommendation of 15 February 2005 on the role of non-executive or supervisory directors</p>

	(....)
IV. Best Practices of Shareholders.	
Item 10. A company should enable its shareholders to participate in a General Meeting using electronic communication means through: 1) real-life broadcast of General Meetings, 2) real-life bilateral communication where shareholders may take the floor during a General Meeting from a location other than that of the General Meeting.	The Issuer is of the opinion that the principles currently in place at the Company regarding the participation in General Meetings, which are compliant with the requirements of the Code of Commercial Partnerships and Companies for listed companies and the approach to organising General Meetings, allow the shareholders to exercise their rights and protect their interests sufficiently. The application of the above-mentioned principle may create risks of a technical and legal nature and adversely affect the uninterrupted and secure general meeting proceedings.

24.2. Characteristics of the internal control and risk management systems in place at OPTeam S.A. with regard to the process of drawing up financial statements and consolidated financial statements.

The internal control system at OPTeam S.A. is the basic tool ensuring a reliable assessment of operational risk. It provides information and financial data underlying the financial statements. Responsibility for the system lies with the Management Board. The internal control system is based on the following structure:

1) Verification of budget assumptions.

The Company draws up an annual financial plan which is comprised of budgets prepared by individual operational departments. Compliance with budget assumptions is verified periodically by the Company's Management Board. At that time, measures are undertaken well in advance in order to limit or eliminate the risks to the execution of the assumed budget parameters.

2) Division of powers and responsibilities.

The Company has clearly divided powers and responsibilities. The Management Board verifies on an ongoing basis whether individual organisational units fulfil their obligations.

3) Verification of financial statements by independent external auditors.

Pursuant to the applicable legal regulations, the financial statements drawn up by the Management Board are verified by independent external auditors. Outcomes of the assessment are published.

Taking into account the input data to the risk analysis, the Management Board identifies risks related to the individual areas of the enterprise. Following the risk assessment, conclusions are formulated and decisions regarding the action plan are made. The aim is to eliminate uncertainty and optimally reduce the unfavourable factors which might disturb the organisation in certain areas. Such a verification is also periodically conducted by the Supervisory Board.

Moreover, the Management Board verifies the methods applied by individual organisational units to achieve their goals, their scopes of activities, provisions of internal regulations, procedures and internal normative acts of the Management Board.

24.3. Identification of shareholders directly or indirectly holding significant stakes in OPTeam S.A.

According to the information available to the Company, as of the publication date of the annual report for 2013 stakes exceeding 5% of the overall number of votes at the General Meeting of OPTeam S.A. were held by the following Shareholders:

Shareholder	Number of shares and votes at the GMS	% share in authorised capital and overall number of votes at the GMS
Janusz Bober	1 372 523	18.80 %
Andrzej Pelczar	1 372 523	18.80 %
Ryszard Woźniak	1 378 512	18.88 %
Wacław Irzeński	1 372 523	18.80 %
Wacław Szary	404 795	5.55 %
SATURN TFI S.A.	422 364	5.79 %

The Management Board of OPTeam S.A. discloses that none of the shareholders hold special control powers related to the shares of OPTeam S.A. Nor are there any restrictions on exercising voting rights, or restrictions on transferring security ownership rights, apart from the principles stipulated in the generally applicable regulations on trading in financial instruments.

24.4. Description of rules governing appointments and dismissals of executive officers and their powers, especially the right to decide on issuing or redeeming shares.The Company's Management Board.

According to the provisions of the Articles of Association of OPTeam S.A., the Management Board consists of one or more members appointed for a joint term of office. Management Board Members, including the President, are appointed and dismissed by the Supervisory Board, which specifies the number of Management Board Members in the given term of office.

The mandate of a Management Board Member expires at the latest on the day of the General Meeting approving the financial statement for the last full business year in the course of the given term of office of the Management Board, so whose last day falling on 31 December was within the term of office of the Management Board counted in years from the date of appointment of the first Management Board Member of that term of office. The mandate of a Management Board Member, appointed prior to the end of the given term of office, expires at the same time as the mandates of all the other Management Board Members.

The Supervisory Board may dismiss a Management Board Member or the entire Board at any time. In the event of compelling reasons, the Supervisory Board may suspend some or all Management Board Members. If the entire Management Board is dismissed before the end of the term, the term of the new Management Board runs from the beginning.

Management Board Members may be dismissed or suspended by the General Meeting.

Works of the Management Board are directed by the President of the Management Board. Resolutions of the Management Board are passed by a simple majority of votes. In the case of split votes, the President's vote breaks the tie.

The detailed operating procedure of the Management Board, as well as issues which can be addressed to its individual members, are specified in the Bylaws of the Management Board adopted by the Management Board and approved by the Supervisory Board.

If the Management Board is composed of more than one person, to represent the Company two Board Members must cooperate or a Board Member jointly with the proxy.

To perform specific actions or specific types of actions, individuals may be authorised to act independently or in twos or threes within the scope of their powers. The Management Board keeps a record of the authorisations issued.

If the Management Board is composed of one person, the sole Management Board Member is authorised to make representations and sign on behalf of the Company.

In agreements, including those specifying terms of employment, and in other legal activities and disputes between the Company and Management Board Members, the Company shall be represented by the Supervisory Board. Representations on behalf of the Supervisory Board shall be made by a representative delegated by resolution of the Supervisory Board. The resolution of the Supervisory Board should specify terms of the agreement or legal activity referred to in the first sentence above.

The following issues require resolutions of the Management Board:

- a) to determine the development strategy for the Company and its Group,
- b) to approve the Company's material and financial plans,
- c) to approve the Company's asset and capital investment plans,
- d) to adopt organisational regulations specifying the Company's enterprise organisation,
- e) to decide on establishing or closing of the Company's organisational units,
- f) to approve the annual statement on the Company's operations, consolidated statement on the Group's operations and the annual financial statement of OPTeam S.A. and the Group's consolidated financial statement, in ample time providing for the Supervisory Board to express its opinion on those documents and for the General Meeting to approve them, pursuant to the applicable regulations,
- g) to determine the "Bylaws of the Management Board" and amend them,
- h) to appoint proxies and representatives,
- i) to convene Ordinary and Extraordinary General Meetings, as well as propose agendas and draft resolutions.

The detailed operating procedure of the Management Board is specified in the Bylaws of the Management Board.

Powers regarding decisions to issue or redeem shares, under the Code of Commercial Partnerships and Companies and the Company's Articles of Association, are vested in the General Meeting.

Supervisory Board

The Supervisory Board exercises ongoing supervision over the Company's operations.

According to the Articles of Association, the Supervisory Board is composed of no fewer than 5 and no more than 7 members.

Apart from other competences specified in the Articles of Association, particularly Art. 22 section 2 of the Articles, in the Code of Commercial Partnerships and Companies and other legal regulations, the Supervisory Board is obliged to:

- a) once a year, draw up and present to the Ordinary General Meeting a brief assessment of the Company's situation, including the evaluation of internal controls and risk management system,
- b) once a year, conduct and present to the General Meeting a self-evaluation of its work,
- c) consider and provide opinion on issues to be subject to resolutions at the General Meeting.

Apart from issues stipulated in the Act, other provisions of the Articles of Association or resolutions of the General Meeting, the powers and duties of the Supervisory Board include:

- a) to audit the annual Balance Sheet and Profit & Loss Statement and ensure their verification by certified auditors,
- b) to audit and express opinion on the Management Report,
- c) to submit to the General Meeting a written report on activities referred to in items a) and b),
- d) to approve the Company's long-term and annual material and financial plans, as well as asset and capital investment plans,
- e) to evaluate the Management Board's conclusions regarding distribution of profit or coverage of loss,
- f) to appoint and dismiss individual Management Board Members or the entire Board,
- g) to suspend some or all Management Board Members for cause,
- h) to determine rules of remuneration for the Management Board Members, conclude contracts with them and represent the Company in matters between the Company and a Management Board Member,
- i) to approve appointment of proxies,
- j) to consent to the disposal, acquisition or encumbrance of the Company's real property, share in property or perpetual usufruct of property,
- k) to consent to transactions involving incurring liabilities, debt exemption, disposal, acquisition or encumbrance of the Company's assets, if the amount of the given transaction should exceed PLN 4,000,000.00 (in words: four million);
- l) to consent to the Company making donations and sponsorship, if the amount of related transactions should exceed PLN 200,000.00 (in words: two hundred thousand),
- m) to delegate Supervisory Board Members to temporarily fulfil the duties of the Management Board Members who were suspended, dismissed or who are otherwise unable to perform their function, as well as in the case of dismissing the entire Management Board or when the Management Board is otherwise unable to act, and to determine remuneration due to the delegated Supervisory Board Members,
- n) to consent to establishing a branch of the Company,
- o) to select the certified auditor to audit the Company's financial statements
- p) to approve the Bylaws of the Management Board.

The Company did not appoint the audit committee, its functions are performed by the Supervisory Board Members, which is allowed under law and the Articles of Association (the Supervisory Board currently consists of 5 members).

The detailed operating procedure and powers of the Supervisory Board is specified in the Articles of Association and Bylaws of the Supervisory Board.

24.5. Composition of supervisory and management bodies.

The Company's Management Board.

During the period covered by this report, the Management Board of OPTeam S.A. was composed of (there were no changes in the composition of the Management Board in the course of the business year):

Andrzej Pelczar	President of the Management Board
Wacław Szary	Vice President of the Management Board
Bogdan Niziołek	Vice President of the Management Board

Supervisory Board

During the period covered by this report, the Supervisory Board of OPTeam S.A. was composed of (there were no changes in the composition of the Supervisory Board in the course of the business year):

Janusz Bober	Chairman of the Supervisory Board
Wiesław Roman Zaniewicz	Vice Chairman of the Supervisory Board
Janusz Gajdek	Secretary of the Supervisory Board
Marcin Lewandowski	Supervisory Board Member
Andrzej Ziemiński	Supervisory Board Member since 14.06.2013 (appointed to the Supervisory Board by the OGM)

24.6. Description of principles for amending the Articles of Association of OPTeam S.A.

Pursuant to Art. 26 item 5 of the Articles of Association, a resolution of the General Meeting is required to amend the Articles of Association of OPTeam S.A. The resolution on amending the Articles is passed by a $\frac{3}{4}$ vote majority.

Operating procedure of the General Meeting, its fundamental powers, shareholders' rights and ways of exercising them.

The Company's General Meeting may proceed as an ordinary or extraordinary meeting.

The Ordinary General meeting is convened by the Management Board no later than within six months after the end of the business year. The Supervisory Board may convene the Ordinary General Meeting, if the Management Board fails to convene it within the timeframe stipulated in the Code of Commercial Partnerships and Companies.

The Supervisory Board or shareholders representing no less than half of the authorised capital or no less than half of the votes may convene the Extraordinary General Meeting. When the Extraordinary General Meeting is convened by shareholders, they appoint the chairperson of that Meeting.

The agenda of the General Meeting is decided by the Management Board. The Supervisory Board and shareholders representing no less than 1/20 part of the authorised capital may demand that particular matters are

put on the agenda of the nearest General Meeting. The demand to put issues on the agenda of the General Meeting should be submitted no later than 21 days prior to the appointed date of the Meeting and should include a statement of reasons or a draft resolution concerning the proposed item on the agenda. Changes in the agenda introduced by request of the shareholders should be announced by the Management Board no later than 18 days prior to the Meeting date in a manner appropriate to convening the General Meeting.

The following issues require resolutions of the General Meeting:

- 1) consider and approve the Company's annual financial statements, annual reports on operations, as well as the Group's consolidated financial statements and Group's report on activities for the prior business year,
- 2) acknowledge the fulfilment of duties by members of the Supervisory and Management Boards,
- 3) decide on distribution of profit and coverage of losses, as well as allotment of funds created from profit,
- 4) appoint Supervisory Board Members and determine rules of remuneration of Supervisory Board Members,
- 5) amend the Articles of Association, including increasing and reducing the authorised capital, unless the provisions of the Code of Commercial Partnerships and Companies or these Articles provide otherwise,
- 6) make any provisions regarding claims for compensation of damage inflicted during establishing the Company or exercising supervisory or management powers,
- 7) consent to the disposal or lease of the enterprise or an organisational unit thereof, and establishing limited property rights thereupon,
- 8) decide on share redemption and consent to the acquisition of shares to be redeemed as well as specify the terms of redemption,
- 9) consent to issuing bonds, including convertible bonds and senior bonds,
- 10) dissolve, liquidate and transform the Company and consolidate it with another company,
- 11) create and dissolve capital reserves and other capitals and funds of the Company,
- 12) approve the Bylaws of the Supervisory Board,
- 13) enact and amend Bylaws of the General Meeting.

Pursuant to the provisions of the Bylaws of the General Meeting, only people who were shareholders of the company sixteen days prior to the date of the General Meeting (registration date of participation in the General Meeting) are eligible to participate in it.

A person entitled under dematerialised bearer shares of a listed company may request, not before the publication of the General Meeting announcement and no later than on the first working day after registering participation in the General Meeting, that the securities depository should issue a personal certificate of entitlement to attend the General Meeting.

The Company determines the list of shareholders entitled to participate in the General Meeting pursuant to the list provided by the National Depository for Securities (KDPW), drawn up on the basis of personal certificates of entitlement to attend the General Meeting issued by the securities depository.

Proxy rights to attend the General Meeting and exercise voting rights shall be granted in writing or in electronic form. Proxy voting forms are available as of the date of convening the General Meeting on the Company's web site.

Shareholders notify the Company about appointing a proxy in electronic form, using the Company's email address provided in the General Meeting announcement.

In the notice, the shareholder should provide their telephone number and email address, as well as the proxy's telephone number and email, by means of which the Company may contact the Shareholder and proxy. The proxy notification should also specify the scope of authorisation, i.e. indicate the number of shares under which the voting rights will be exercised and the General Meeting date when they will be exercised.

Alongside the proxy notification in electronic form, the shareholder sends the letter of authorisation, excluding proxy voting instruction, a scan of their personal ID card or of another document identifying the authorising Shareholder and the proxy. If authorisation is granted by a body corporate or an organisational unit without legal personality but with legal capacity, the shareholder shall submit a scan of the register entry wherein it is registered or a scan of another document confirming due authorisation of persons acting on behalf of such an entity. If authorisation is granted to a body corporate or an organisational unit without legal personality but with legal capacity, the shareholder shall additionally submit a scan of the register entry wherein the proxy is registered or a scan of another document confirming the existence of such an entity.

Notification about appointing and/or revoking a proxy in electronic form should be submitted no later than three working days prior to the General Meeting date.

The Company will undertake due measures to confirm the identity of the shareholder and proxy to verify the validity of authorisation granted in electronic form.

The detailed operating procedure of the General Meeting and powers of this governing body, as well as the powers of shareholders and how they can be exercised, are described in the appropriate provisions of the Articles of Association of OPTeam S.A. and the Bylaws of the General Meeting. These documents are published on the Company's website.

25. Disclosure on agreements with the certified auditor.

The disclosure concerning agreements with the certified auditor is presented in Note no 44 in the Notes to the annual financial statement for 2013.

Management Board of OPTeam S.A.

- 1) Andrzej Pelczar – President of the Management Board
- 2) Bogdan Niziołek – Vice President of the Management Board
- 3) Wacław Szary – Vice President of the Management Board

Tajęcina, 17 March 2014