

OPINION OF THE INDEPENDENT CERTIFIED AUDITOR

For the Shareholders of OPTeam Spółka Akcyjna

1. We have conducted an audit of the enclosed financial statement of OPTeam Spółka Akcyjna with its seat in Tajęcina no 113, comprised of the introduction to the financial statement, balance sheet drawn up as of 31 December 2012, profit & loss statement, statement of comprehensive income, statement of changes in equity, cash flow statement for the business year from 1 January 2012 to 31 December 2012 and notes to the financial statement.
2. The party responsible for compliance of the financial statement and report on activities with the applicable law is the Company's Management Board. The Company's Management Board and its Supervisory Board members are obliged to make sure that the financial statement and report on activities comply with the requirements stipulated in the Accounting Act of 29 September 1994 (Journal of Laws of 2009 No 152, item 1223 as amended), hereinafter referred to as the "Accounting Act".
3. Our objective was to audit and provide an opinion regard the compliance of this financial statement with the applicable accounting principles (policy) and whether it provides a fair and clear view of all the important aspects of the entity's assets, finance and the financial result as well as whether the accounting books underlying the statement are correct.

Our financial statement audit was conducted pursuant to the provisions of:

- Chapter 7 of the Accounting Act,
- national financial audit standards, issued by the National Board of Statutory Auditors in Poland.

We planned and executed the financial statement audit in such a way as to be reasonably confident to be able to express an opinion on the statement. In particular, the audit included verifying whether the entity applies the accounting principles (policy) correctly and assessing the major estimates assumed by the Management Board, checking – largely on a random basis – accounting documents and records, underlying the figures and information included in the financial statement, as well as evaluating the financial statement as a whole. We believe that the audit was sufficient to enable us to express an opinion.

4. In our opinion, the audited financial statement in all its material aspects:
 - presents a fair and clear view of information material to the assessment of the Company's assets and finance as of 31 December 2012, as well as its financial result for the business year from 1 January 2012 to 31 December 2012,
 - was drawn up in compliance with International Accounting Standards, International Financial Reporting Standards, and the related interpretations published in the form of regulations of the European Commission, and in the scope not regulated by those standards – pursuant to the requirements of the Accounting Act and the related secondary legislation as well as based on correctly kept accounting books,
 - complies with the legal regulations and provisions of the entity's Articles of Association affecting the content of the financial statement.

5. Without qualifying the correctness or truthfulness of the audited financial statement, we wish to note the following:
- Note C.26.4., wherein the Management Board presents the impairment review of the shares of the Centre of Electronic Clearance Polish ePayment, due to the fact that the value of the shares held in this company disclosed in the balance sheet assets was higher than the share held by OPTEAM Spółka Akcyjna in its net assets. The conducted review confirmed that the recoverable amount of the reviewed asset is higher than its carrying value, and consequently an impairment provision was not needed. The recoverable amount model adopted by the Management Board was the discounted cash flow method (DCF) based on assumptions and data projections. Please note that the actual financial performance may differ from the forecasts, because the anticipated events often do not go as expected, and the resulting deviations may be significant.
 - Note C.71.30, wherein the Management Board of OPTEAM Spółka Akcyjna reports the details of loan surety agreements for the affiliated company, Centre of Electronic Clearance Polish ePayment and other contingent liabilities related to said sureties. Please note that if the equity of the Centre of Electronic Clearance Polish ePayment is reduced down to the level specified in the investment loan agreement signed by that company and the multi-product overdraft agreement, OPTEAM Spółka Akcyjna shall be obliged to extend, jointly and severally with the Polish Security Printing Works, a subordinated loan up to 2 M PLN, and in the case of the Centre of Electronic Clearance Polish ePayment going into negative equity to provide extra capital as required by the bank. Please note that if the Centre of Electronic Clearance Polish ePayment fails to fulfil the obligations specified in the above-mentioned agreements, the consequences of the sureties extended by significantly affect the future situation of OPTEAM Spółka Akcyjna in terms of assets and finance.
6. The report on the Company's operations for the business year ending 31 December 2012 is complete within the meaning of Art. 49 section 2 of the Accounting Act, and the information included therein, taken from the audited financial statement is consistent with it. The information included in the report on activities takes into account the applicable provisions of the Ordinance of the Minister of Finance of 19 February 2009 on current and interim information submitted by the issuers of securities, and on conditions of considering as equivalent the information required by law of a non-member state (Journal of Laws No 33, item 259 as amended).

Dariusz Sarnowski

Certified Auditor no 10200
Key certified auditor leading the audit on behalf
of

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Entity authorised to audit
financial statements,
reg. number 2917

Poznań, 15 March 2013