

**COMARCH CAPITAL GROUP
KRAKOW, AL. JANA PAWŁA II 39A**

**CONSOLIDATED FINANCIAL STATEMENT
FOR 2007
AS WELL AS
OPINION OF AN INDEPENDANT AUDITOR
AND
REPORT OF AN AUDITOR**

OPINION OF AN INDEPENDENT AUDITOR	3
THE REPORT SUPPLEMENTING THE OPINION FROM THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE FINANCIAL YEAR 2007	5
I. GENERAL INFORMATION	5
1. GENERAL CHARACTERISTICS OF THE COMPANY	5
2. INFORMATION REGARDING THE FINANCIAL STATEMENT FROM THE PREVIOUS FINANCIAL YEAR.....	9
3. DATA THAT IDENTIFIES AN ENTITLED ENTITY AND AN EXPERT AUDITOR CARRYING OUT AN AUDIT ON BEHALF OF THE ENTITY	9
4. DATA AVAILABILITY AND STATEMENTS OF THE ENTITY’S MANAGEMENT	9
5. EQUITY AND FINANCIAL SITUATION OF THE CAPITAL GROUP	10
II. DETAILED INFORMATION.....	11
1. INFORMATION ON AUDITED CONSOLIDATED FINANCIAL STATEMENT	11
2. CONSOLIDATING DOCUMENTATION	11
4. COMPLETENESS AND CORRECTNESS IN THE PREPARATION OF THE ADDITIONAL INFORMATION AND COMMENTARY AND THE REPORT REGARDING THE ACTIVITIES OF THE CAPITAL GROUP	12
5. FINAL INFORMATION AND ARRANGEMENTS	13

CONSOLIDATED FINANCIAL STATEMENT OF THE COMARCH CAPITAL GROUP FOR 2007

1. Consolidated Balance Sheet
2. Consolidated Income Statement
3. Changes in the Consolidated Equity
4. Consolidated Cash Flow
5. Additional Information and Commentary

REPORT OF THE MANAGEMENT BOARD

OPINION OF AN INDEPENDENT AUDITOR

To the Shareholders and the Board of Supervisors of ComArch S.A.

We have conducted an audit of the Comarch Capital Group's consolidated financial report that appears above. The capital group's dominant entity is ComArch S.A. with its registered seat at Al. Jana Pawła II 39A, Kraków. We audited:

- consolidated balance sheet as at 31 December 2007, with total assets, total equity and liabilities amounting to 558.489 million PLN;
- consolidated income statement for the period from 1 January 2007 to 31 December 2007, with the net profit for the year amounting to 42.418 million PLN;
- changes in consolidated equity for the period from 1 January 2007 to 31 December 2007 showing an increase in the value of equity in the amount of 43.797 million PLN;
- consolidated cash flow statement for the period from 1 January 2007 to 31 December 2007 showing an increase in cash and cash equivalents in the amount of 4.975 million PLN;
- additional information and annotations.

The Management Board of the dominant unit takes responsibility for drawing up the financial report mentioned above. Our task was to investigate and then to express our opinion concerning the reliability, correctness and clarity of this consolidated report.

The consolidated financial report was prepared in full with respect to the fourteen subsidiaries and by the equity method with respect to the single associated entity. The financial reports of three subsidiaries were subject to an audit by other entities authorized to conduct audits of financial reports. We received the financial statements of the three subsidiaries and single associate mentioned above, as well as the conclusions concerning the audited financial reports. It is our opinion that the audit of the consolidated financial report with respect to data concerning these entities is based on the opinions of statutory auditors qualified and authorized to conduct an audit. The data from the subsidiaries' financial reports, for which we relied entirely on the opinions of other statutory auditors, represent 9 % of the consolidated assets, and 13 % of the consolidated revenue from sales, before adjustments made in consolidation.

The audit of the consolidated financial report was prepared and conducted according to:

- provisions of chapter seven of the Act of 29 September 1994 on Accounting (Journal of Laws 2002, no. 76, item 694 with amendments);
- standards for performance of the expert auditor profession, issued by the National Board of Expert Auditors in Poland;

so as to have sufficient certainty that the consolidated financial statement does not include significant errors.

That audit included, in particular, verification confirming amounts and information presented in the consolidated financial statement. The audit included also assessment of the accounting principles applied by the company and significant assessments as well as the general assessment of the consolidated financial statement's presentation.

We are convinced that the audit we carried out ensures sufficient grounds for expressing our opinion.

In our opinion, basing on results of the audit and other expert auditors' opinions, the audited consolidated financial statement for the financial year 2007 was prepared in all significant aspects compliant with the International Financial Reporting Standards, as approved by the European Union. This financial statement presents a true and fair view on the equity and financial situation of the Capital Group as at 31 December 2007 and on the financial result for financial year from 1 January to 31 December 2007.

The report regarding the activities of the Capital Group in 2007 is complete in the sense of art. 49 sec. 2 of the Act on Accounting and the Regulation issued by the Minister of Finance on 19 October 2005 concerning current and periodical information pertaining to companies traded on the stock exchange and included information come directly from the audited financial statement and are compliant with it.

.....
Radosław Kuboszek
Expert auditor
Registration no. 90029/6847

.....
persons representing the company

.....
entity entitled to audit the financial
statements registered in the list of entities
entitled under item no. 73
(the list of KRBR)

Warsaw, 7 May 2008

THE REPORT SUPPLEMENTING THE OPINION FROM THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE FINANCIAL YEAR 2007

I. GENERAL INFORMATION

1. General Characteristics of the Company

The dominant unit of the Capital Group operates under the company name of ComArch Spółka Akcyjna. The city of Krakow, Al. Jana Pawła II 39 A is the seat of the company.

The company operates in the form of a joint stock company, formed with a notarial deed on 30 November 1994 by notary, Maria Kwiecińska-Stybel in Krakow (Repertory No. A 5209/94). Pursuant to the notice dated 20 December 1994, the company was registered in division B, at number RHB 3218 of a commercial register of the District Court for Kraków-Śródmieście, Economic Division of the National Court Register in Krakow. Currently, the company is registered at no. KRS 0000057567 in the register of business entities of the District Court for Kraków-Śródmieście, Economic Division of the National Court Register in Krakow.

The company's Tax Identification Number is 677-00-65-406 and was given by the Tax Office, Kraków-Sródmieście in Krakow on 1 August 2000.

On 14 July 2000, the Statistical Office registered the company at REGON no. 350527377.

The company operates compliant with the provisions of the Commercial Companies Code.

It also operates complaint with the permit on business activities in the Special Economic Zone in Krakow.

According to the company's statute, the subject matter of the company's activities is:

- advisement within the scope of computer hardware,
- software editing activities,
- other activities within the scope of software,
- data processing,
- database activities,
- maintenance and service of office and accounting devices, and of computer hardware,
- other activities related to informatics,
- wholesale of computers, peripheral devices and software,
- wholesale of electronic elements,
- retail of computers and telecommunication hardware,
- retail undertaken through mail-order houses ,
- production of computers and other data processing hardware,
- production of radio, tele-IT and telecommunication hardware and devices,
- production of systems to run industrial processes,

- reproduction of computer data carriers,
- stationery telephony and telegraphy,
- mobile telephony,
- data transmission,
- radio communication,
- other telecommunication activities,
- research and development work within the scope of technical sciences,
- research and development work within the scope of mathematics and physical sciences as well as astronomy,
- financial leasing services,
- rental of machines, office devices and computer hardware,
- rental of real estate properties on its own account,
- the purchase and sales of real estate properties on its own account,
- intermediation within the scope of real estate properties' dealing,
- continual education of adults and other forms of education,
- road transport of items by motor vehicle,
- warehousing and storage of items in other storage facilities.

During the audited period, the company operates within IT business.

As at 31 December 2007, the company's share capital accounted for 7,969,596.00 PLN and was divided into 6,193,6960 ordinary shares of nominal value of 1 PLN each and 1,767,200 registered shares of nominal value of 1.00 PLN each. Registered shares are preferential for voting so that 5 votes in the General Meeting correspond with each share. As at 31 December 2007, shareholders holding, directly or indirectly by subsidiary entities, at least 5 % of the total number of votes in the general meeting of ComArch S.A. are:

- E. and J. Filipiak – 42.85% in the company's share capital (69.15% of votes at the AGM),
- Customers of BZ WBK AIB Asset Management S.A. –27.02% in the company's share capital (14.35% of votes at the AGM).

Within the financial year there were the following changes in the company's share capital:

- On 12 February 2007, the company's Board of Supervisors passed a resolution concerning execution of managerial option programme for members of the company's Management Board and key employees, according to resolution no. 51 of the Ordinary General Meeting dated 30 June 2005 concerning passing the managerial option programme. Within the frame of the programme, 441,826 series I2 shares, of nominal value of 1 PLN and issue price of 1 PLN were issued in 2007. These fractional parts of the shares' numbers result from applying the assumptions that are established in a resolution no. 51 of the Ordinary General Meeting dated 30 June 2005 concerning passing the managerial option programme for members of the Board and key employees.

After the balance sheet date there were no changes in the company's share capital.

As at 31 December 2007, the equity was 300,780 thousand PLN, including capital attributable to the shareholders of the company was 286,780 thousand PLN.

The financial year of the company is the calendar year.

At the date of this report, the members of the Management Board are:

- Janusz Filipiak – President of the Management Board,
- Piotr Reichert – Vice-President of the Management Board,
- Paweł Prokop – Vice-President of the Management Board,
- Marcin Warwas – Vice-President of the Management Board,
- Zbigniew Rymarczyk – Vice-President of the Management Board,
- Piotr Piatosa – Vice-President of the Management Board.

During the audited period, the following changes in the membership of the company's Management Board occurred:

- On 6 June 2007, the Management Board of ComArch S.A. received an information on resignation of Mr. Paweł Przewięźlikowski, Vice-President of ComArch S.A.'s Management Board.
- On 28 June 2007, Marcin Warwas was appointed at the Annual General Meeting to the post of Vice-President of the Management Board of ComArch S.A.,
- On 28 June 2007, Piotr Reichert was appointed at the Annual General Meeting to the post of Vice-President of the Management Board of ComArch S.A.,
- Rafał Chwast, Vice-President of ComArch S.A.'s Management Board submitted his resignation on 19 October 2007 as of 31 December 2007.

The above-mentioned changes were registered in the correct court register.

As at 31 December 2007, the Comarch Capital Group consists of the following entities:

- the dominant unit – ComArch S.A., and
- subsidiaries:
 - ComArch, Inc. – a subsidiary in 100 %,
 - ComArch Software AG – a subsidiary in 100 %,
 - ComArch Middle East FZ-LCC – a subsidiary in 100 %,
 - ComArch s.r.o – a subsidiary in 100 %,
 - ComArch LLC – a subsidiary in 100 %,
 - ComArch Panama, Inc. – a subsidiary of the second degree in 100%,
 - UAB ComArch – a subsidiary in 100 %,
 - OOO ComArch – a subsidiary in 100 %,
 - CA Services S.A. – a subsidiary in 99.90 %,
 - MKS Cracovia SSA – a subsidiary in 49.15 %
 - Comarch Software S.A.R.L – a subsidiary of the second degree in 100%,
 - Comarch Management Sp. z o.o. – a subsidiary in 100 %,
 - Comarch Management Sp. z o.o. SKA – a subsidiary of the second degree in 100%,
 - Comarch Corporate Finance FIZ – a subsidiary in 100 %.
- the associated units:
 - Interia.pl S.A. – an associate in 48.48 %.

The consolidated financial statement as at 31 December 2007 comprises the following companies:

a) the dominant unit – ComArch S.A.

The audit of the consolidated financial statement of the dominant unit was carried out for the financial period from 1 January 2007 to 31 December 2007. Our opinion dated 3 April 2008 included no objections and

b) companies consolidated with the full method:

Name and seat of the company	% in the share capital	An auditing entity and type of the opinion	Date of the opinion
ComArch, Inc. Miami	100%	was not subject to audit	n/a
ComArch Software AG, Dresden	100%	Alexander Enders, an expert auditor, opinion without objections	30 April 2008
ComArch Middle East FZ-LCC, Dubai	100%	was not subject to audit	n/a
ComArch s.r.o, Bratislava	100%	was not subject to audit	n/a
ComArch LLC, Kiev	100%	was not subject to audit	n/a
ComArch Panama, Inc.	100%	was not subject to audit	n/a
UAB ComArch, Vilnius	100%	was not subject to audit	n/a
OOO ComArch, Moscow	100%	was not subject to audit	n/a
CA Services S.A., Krakow	99.90%	Audit Office FK-Bad Sp. z o.o., opinion without objections	18 March 2008
MKS Cracovia SSA	49.15%	Polinvest – Audit Sp. z o.o., opinion dated 5 May 2008 replacing opinion dated 19 March 2008, opinion without objections	5 May 2008
Comarch Software S.A.R.L	100%	was not subject to audit	n/a
Comarch Management Sp. z o.o.	100%	was not subject to audit	n/a
Comarch Management Sp. z o.o. SKA	100%	was not subject to audit	n/a
Comarch Corporate Finance FIZ (Closed Investment Fund)	100%	was not subject to audit	n/a

c) companies consolidated with the equity method:

Name and seat of the company	% in the share capital	An auditing entity and type of the opinion	Date of the opinion
Interia.pl S.A.	48.48%	Deloitte Audyt Sp. z o.o. – opinion without objections	28 March 2008

2. Information regarding the Financial Statement from the Previous Financial Year

Beginning from 1 January 2005 the consolidated financial statements of the Capital Group are prepared pursuant to the International Financial Reporting Standards as approved by the European Union.

For the year 2006, the closing balance of the Capital Group's net activities was 52,987 thousand PLN. The Capital Group's consolidated financial statement for the financial year of 2006 was audited by an expert auditor. An audit was carried out by Deloitte Audyt Sp. z o.o., the entitled auditor. There were no reservations in the opinion of an expert auditor dated 1 June 2007.

The Annual General Meeting that approved the financial statement for the financial year of 2006 was held on 28 June 2007.

On 2 July 2007, in compliance with the law, the consolidated financial statement for the financial year of 2006 was delivered to the National Court Register and on 3 December 2007, it was delivered for publishing in Monitor Polski B.

3. Data that Identifies an Entitled Entity and an Expert Auditor Carrying Out an Audit on behalf of the Entity

The audit of the consolidated financial statement was carried out according to a contract dated 17 July 2006, concluded between ComArch S.A. and Deloitte Audyt Sp. z o.o. with its registered seat in Warsaw at ul. Piękna 18. Deloitte Audyt Sp. z o.o. is registered under item no. 73 in the list of entities entitled to audit financial statements (the list of National Council of Auditors). On behalf of the entity entitled to audit financial statements, the audit was carried out under the supervision of the auditor Radosław Kuboszek (register no. 90029/6847) at the dominant unit's seat from 3 March 2008 to 20 March 2008 and from 14 April 2008 to 18 April 2008 as well as outside the company's seat on 7 May 2008.

On 19 June 2006, according to the authorisation that is included in art. 19 sec. 2 of the dominant unit's statute, the Board of Supervisors selected the entitled auditor.

Deloitte Audyt Sp. z o.o. and auditor Radosław Kuboszek confirm that they are entitled to audit financial statements and perform the conditions specified in art. 66 sec. 2 and 3 of the Act on Accounting, to provide a fair and independent opinion regarding the consolidated financial statement of the Capital Group.

4. Data Availability and Statements of the Entity's Management

There were no limitations within the audit.

During the audit, all demanded documents and data were made available to the entitled entity and expert auditor, as well, comprehensive information and explanations were also granted. That was, among other things, confirmed by a written statement from the company's Management Board dated 7 May 2008.

5. Equity and Financial Situation of the Capital Group

Below is the basic data from the income statement and financial ratios describing the Capital Group's financial result, its equity and financial situation compared to parallel data for the previous years.

<u>Basic data from income statement (in thousands of PLN)</u>	<u>2007</u>	<u>2006</u>
Revenues from sales	581,048	491,550
Costs from operating activities	(539,063)	(447,009)
Finance costs	(1,749)	6,431
Share in profits/losses of associates	3,262	2,590
Income tax	(3,101)	(1,585)
Net profit (loss)	42,418	52,987
<u>Profitability ratios</u>	<u>2007</u>	<u>2006</u>
- sales margin	8%	9%
- net margin	7%	11%
- return on equity	16%	26%
<u>Efficiency ratios:</u>	<u>2007</u>	<u>2006</u>
- assets turnover ratio	1.04	1.06
- receivables turnover ratio (days)	106	90
- liabilities turnover ratio (days)	95	93
- inventories turnover ratio (days)	18	19
<u>Liquidity/net working capital</u>	<u>2007</u>	<u>2006</u>
- debt rate	46%	44%
- degree of covering assets with equity	54%	56%
- net working capital (in thousands of PLN)	135,003	110,401
- liquidity ratio	1.79	1.75
- cash to current liabilities ratio	1.60	1.62

An analysis of the above amounts and ratios indicates the following tendencies in 2007:

- slight decrease in sales margin and return on equity,
- slight decrease in assets turnover ratio and inventories turnover ratio,
- increase in receivables turnover ratio and liabilities turnover ratio,
- increase in debt rate and decrease in covering assets with equity,
- increase in liquidity ratio and slight decrease in cash to current liabilities ratio.

II. DETAILED INFORMATION

1. Information on Audited Consolidated Financial Statement

The audited consolidated financial statement was prepared as at 31 December 2007 and includes:

- consolidated balance sheet as at 31 December 2007, with total assets, total equity and liabilities amounting to 558.489 million PLN;
- consolidated income statement for the period from 1 January 2007 to 31 December 2007, with the net profit for the year amounting to 42.418 million PLN;
- changes in consolidated equity for the period from 1 January 2007 to 31 December 2007 showing an increase in the value of equity in the amount of 43.797 million PLN;
- consolidated cash flow statement for the period from 1 January 2007 to 31 December 2007 showing an increase in cash and cash equivalents in the amount of 4.975 million PLN;
- additional information and annotations.

The structure of assets, equity and liabilities, and items that create the financial result is presented in the financial statement.

The audit covered the period from 1 January to 31 December 2007 and consisted mostly of:

- auditing the correctness and reliability of the consolidated financial statement prepared by the Management Board of the dominant unit,
- auditing the consolidating documentation,
- assessing the correctness of the methods and procedures applied during consolidation,
- reviewing the opinions and reports from the audit of the consolidated subsidiaries and associates prepared by other expert auditors.

The audit of the consolidated financial statement was carried out in compliance with the law and with the statutory auditor's professional code of conduct issued by the National Council of Statutory Auditors.

2. Consolidating Documentation

The dominant unit presented the following consolidating documentation:

- 1) financial statements of the related entities, including:
 - a) primary (original) financial statements of the related entities,
 - b) financial statements of the related entities prepared according to mandatory accounting regulations,
- 2) all corrections and eliminations made during consolidation that are necessary to prepare the consolidated financial statement.

Principles of preparing the consolidated financial statements

This consolidated financial statement for the 12 months ended 31 December 2007 was prepared pursuant to the International Financial Reporting Standards (IFRS) as approved by the European Union.

Specification of the Capital Group's entities

When specifying the scope and methods of consolidation, as well as the relations of dependency, IFRS principles were applied.

Financial year

This consolidated financial statement for the 12 months ended 31 December 2007 was prepared as at the same balance sheet date and for the same financial year as the financial statement of the dominant unit – ComArch S.A. Financial statements for the consolidated subsidiaries and associates were prepared as at the same balance sheet date as the dominant unit. The financial year of the consolidated subsidiaries and associates ended on 31 December 2007.

Consolidation method

Consolidation of the Capital Group's financial statement in relation to the subsidiaries was conducted using the full method by summing all the appropriate items from the dominant unit and the consolidated subsidiaries' financial statements in the full amount.

After summing; corrections and consolidating eliminations were made, which include:

- acquisition value of shares held by the dominant unit in the subsidiaries and that part of the subsidiaries' net assets corresponding to the share of the dominant unit in the property of these entities,
- mutual receivables and liabilities of the consolidated entities,
- significant revenue and costs related to operations between consolidated entities.

In relation to the associates the equity method was applied. The value of the share of the dominant unit in the associate was adjusted in the interest of the dominant unit by the increase in the associate's equity occurring within the consolidating period.

4. Completeness and Correctness in the Preparation of the Additional Information and Commentary and the Report Regarding the Activities of the Capital Group

The dominant unit confirmed that it had been appropriate to use a principle of business continuation when preparing the financial statement. Methods of assets, liabilities and equity valuation, the establishment of financial result and the method of consolidated financial statement preparation were completely and correctly described in additional information and commentary in the consolidated financial statement.

The dominant unit prepared additional information and commentary in tabular notes related to the particular items of the balance sheet, income statement and descriptions compliant with the IFRS regulations.

Commentary notes to the items: property, plant and equipment, intangible assets, investment, liabilities and provisions correctly present increases and decreases as well as the reasons for these changes during the financial year.

Restriction in possibility of administration of the particular assets that are presented in the balance sheet was presented due to hedges made in the interest of creditors

The dominant unit presented correctly particular items of assets, equity and liabilities, income statement. Consolidated balance sheet, consolidated income statement, changes in consolidated equity, consolidated cash flow statement as well as additional notes, information and commentary that are the integral part, clearly present all information that is compliant with requirements specified in the IFRS.

The Management Board prepared and attached the report regarding the activities of the Capital Group in 2007 to the financial statement. This report contains information that is required by art. 49 sec. 2 of the Accounting Act and the regulation issued by the Minister of Finance on 19 October 2005 concerning current and periodical information pertaining to companies traded on the stock exchange. We've audited this report concerning the presented information that has a direct source in the audited financial statement.

5. Final Information and Arrangements

The Management Board's declarations

Deloitte Audyt Sp. z o.o. and an expert auditor received a written statement from the dominant unit's Management Board, which states that the Capital Group complies with the law.

.....
Radosław Kuboszek
Expert auditor
Registration no. 90029/6847

.....
persons representing the company

.....
entity entitled to audit the financial
statements registered in the list of
entities entitled under item no. 73
(the list of KRBR)

Warsaw, 7 May 2008

Krakow, 8th May 2008

Dear Shareholders,

The Comarch Group enjoyed another successful year in 2007. Revenues from sales increased by 18.2 % and accounted for PLN 581 million, while net profit amounted to PLN 44 million and EBIT margin reached 7.6 %. The Group's other entities grew dynamically and they now contribute a more and more significant share to the overall financial results.

In 2007, Comarch Group continued to pursue its long-term growth strategy based on proprietary products. The Comarch brand, after several years of international expansion, is steadily gaining worldwide recognition and is associated with technologically advanced IT systems and a modern customer-focused approach. Comarch systems serve customers in various sectors in over 20 countries, not only in Central Europe but also in Western Europe, both of the Americas and the Middle East. This year, the Comarch Group plans to intensify its marketing operations to win additional international customers for its high-tech products. This initiative will be concentrated on Western Europe. In 2007, Comarch signed a contract with the Ministry of Interior Affairs and Administration to implement the first stage of ePASP (Electronic Public Administration Platform), a contract to deliver the Comarch BSS billing platform to the Middle East operator TeleYemen, and a contract with PZU S.A. to implement a comprehensive IT solution for financial insurance.

To secure its long-term development, Comarch continues to invest in human resources and innovative, high-tech products. In 2007, Comarch employed two-hundred and seventy-nine more people – most of them graduates of Poland's best universities. The company's new domestic branches as well as its foreign subsidiaries are also developing dynamically.

R&D work exceeded 16 % of revenue and was financed from Comarch's own funds and those won from the European Union. These investments strengthened Comarch's position among international IT companies.

Is Comarch's decision to sell INTERIA.PL S.A. shares was a significant event in 2007. This year, 2008, the cash resources generated by the transaction will be dedicated to financing innovative investment projects enabling further expansion of the company into new areas of activity and onto new markets.

With dynamic development creating demand for new capacity, Comarch continued to develop its production resources. At the beginning of 2007 the third production and office building in the Kraków Special Economic Zone was completed. Work on the fourth building continues and will be completed this year.

The Management Board of ComArch S.A. shall do all in their power to ensure that dynamic growth is linked to increased operational effectiveness to deliver the results that will ensure stable growth in the company's value to shareholders.

Professor Janusz Filipiak
President of the Management Board
ComArch S.A.

FINANCIAL SUPERVISION AUTHORITY

CONSOLIDATED ANNUAL REPORT RS 2007

year

(pursuant to §86 sec.2 of the Regulation issued by the Minister of Finance on 19 October 2005 - Journal of Laws No. 209 Item 1744)
for issuers of securities managing production, construction, trade and services activities

for financial year 2007 from 2007-01-01 to 2007-12-31
including consolidated annual financial statement according to International Financial Reporting Standards (IFRS)
in currency PLN
date of publication 2008-05-08

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

Deloitte Audyt Sp. z o.o.
(An auditor entitled to audit financial statements)

SELECTED FINANCIAL DATA	thousands of PLN		thousands of EURO	
	2007	2006	2007	2006
I. Net revenues from sales of products, goods and materials	581,048	491,550	153,847	126,068
II. Profit (loss) on operating activities	44,006	45,551	11,652	11,682
III. Gross profit (loss)	45,519	54,572	12,052	13,996
IV. Net profit (loss)	42,418	52,987	11,231	13,590
V. Cash flows from operating activities	39,185	30,092	10,375	7,718
VI. Cash flows from investing activities	-59,183	-45,263	-15,670	-11,609
VII. Cash flows from financing activities	24,973	29,428	6,612	7,547
VIII. Total net cash flows	4,975	14,257	1,317	3,656
IX. Total assets	558,489	461,559	155,915	120,474
X. Liabilities and provisions for liabilities	257,709	204,576	71,946	53,397
XI. Non-current liabilities	87,155	58,008	24,331	15,141
XII. Current liabilities	170,554	146,568	47,614	38,256
XIII. Equity	300,780	256,983	83,970	67,076
XIV. Share capital	7,960	7,519	2,222	1,963
XV. Number of shares	7,960,596	7,518,770	7,960,596	7,518,770
XVI. Earnings (losses) per single share (PLN/EURO)	5.46	7.13	1.45	1.83
XVII. Diluted earnings (losses) per single share (PLN/EURO)	5.46	6.73	1.45	1.73
XVIII. Book value per single share (PLN/EURO)	37.78	34.18	10.55	8.92
XIX. Diluted book value per single share (PLN/EURO)	37.78	32.80	10.55	8.56

Euro exchange rates used for calculation of the selected financial data:
 - arithmetical average of NBP average exchange rates as of the end of each month for the period 01.01.2007 to 31.12.2007 – 3.7768;
 - arithmetical average of NBP average exchange rates as of the end of each month for the period 01.01.2006 to 31.12.2006 – 3.8991;
 The balance sheet items were presented based on NBP average exchange rates as of the end of the period:
 - 31.12.2007: 3.5820;
 - 31.12.2006: 3.8312.

ANNUAL REPORT INCLUDES:

File	Description
Opinion of an Auditor.pdf	Opinion of an Auditor entitled to Audit Financial Statements – attachment no. 1
Report of an Auditor.pdf	Report of an Auditor entitled to Audit Financial Statements- attachment no. 2
Letter of the President of The Management Board.pdf	Letter of the President of The Management Board- attachment no. 3
Consolidated Financial Statement.pdf	Consolidated Financial Statement attachment no. 4
Report of the Management Board.pdf	Report of the Management Board- attachment no. 5
The Management Board's statement regarding the independent auditor.pdf	The Management Board's statement regarding the independent auditor- attachment no. 6
The Management Board's statement regarding the reliability of the financial statement.pdf	The Management Board's statement regarding the reliability of the financial statement- attachment no. 7

SIGNATURES OF ALL MEMBERS OF THE BOARD

Date	Name and surname	Position	Signature
2008-05-08	Janusz Filipiak	President of the Management Board	
2008-05-08	Piotr Piątosza	Vice-President of the Management Board	
2008-05-08	Paweł Prokop	Vice-President of the Management Board	
2008-05-08	Piotr Reichert	Vice-President of the Management Board	
2008-05-08	Zbigniew Rymarczyk	Vice-President of the Management Board	
2008-05-08	Marcin Warwas	Vice-president of the Management Board	

SIGNATURE OF PERSON CHARGED WITH CARRYING ON ACCOUNT BOOKS

Date	Name and surname	Position	Signature
2008-05-08	Maria Smolińska	Head Accountant	

I.	Consolidated Balance Sheet.....	- 2 -
II.	Consolidated Income Statement.....	- 3 -
III.	Consolidated Statement of Changes in Shareholders' Equity.....	- 4 -
IV.	Consolidated Cash Flow Statement.....	- 5 -
V.	Supplementary Information.....	- 6 -
1.	Information about Group Structure and Activities.....	- 6 -
2.	Description of the Applied Accounting Principles.....	- 7 -
2.1	Methods of Valuation of Assets and Liabilities and the Determination of Financial Results.....	- 8 -
2.2	Recognition of Revenues and Costs.....	- 13 -
2.3	Financial Risk Management.....	- 13 -
2.4	New Standards and IFRIC Interpretations.....	- 15 -
3.	Notes to the Consolidated Financial Statement.....	- 16 -
3.1	Segment Information.....	- 16 -
3.2	Property, Plant and Equipment.....	- 18 -
3.3	Goodwill.....	- 19 -
3.4	Other Intangible Assets.....	- 20 -
3.5	Non-Current Prepayments.....	- 21 -
3.6	Investment in Associates.....	- 21 -
3.7	Inventories.....	- 22 -
3.8	Categories and Classes of Financial Instruments.....	- 22 -
3.9	Available-for-Sale Financial Assets.....	- 24 -
3.10	Derivative Financial Instruments.....	- 25 -
3.11	Trade and Other Receivables.....	- 25 -
3.12	Cash and Cash Equivalents.....	- 25 -
3.13	Assets Classified as Dedicated-for-Sale.....	- 25 -
3.14	Share Capital.....	- 26 -
3.15	Other Capitals.....	- 32 -
3.16	Trade and Other Payables.....	- 33 -
3.17	Long-term Contracts.....	- 33 -
3.18	Credits and loans.....	- 34 -
3.19	Contingent Liabilities.....	- 35 -
3.20	Deferred Income Tax.....	- 36 -
3.21	Provisions for Other Liabilities and Charges.....	- 38 -
3.22	Revenues from Sales.....	- 38 -
3.23	Costs of Products, Services, Goods and Materials Sold.....	- 39 -
3.24	Other Operating Revenues.....	- 39 -
3.25	Other Operating Costs.....	- 40 -
3.26	Finance Costs – Net.....	- 40 -
3.27	Income Tax.....	- 40 -
3.28	Net Foreign Exchange (Losses) /Gains.....	- 41 -
3.29	Earnings per Share.....	- 41 -
3.30	Related-Party Transactions.....	- 42 -
3.31	Information About Shareholders and Shares Held by Members of the Management Board and the Board of Supervisors.....	- 44 -
3.32	Factors and Events of Unusual Nature with Significant Effects on the Achieved Financial Results.....	- 45 -
3.33	Events after the Balance Sheet Date.....	- 45 -
3.34	Significant Legal, Arbitration or Administrative Proceedings.....	- 47 -

I. Consolidated Balance Sheet

	Note	At 31 December 2007	At 31 December 2006
ASSETS			
Non-current assets			
Property, plant and equipment	3.2	182,633	138,765
Goodwill	3.3	3,284	3,284
Intangible assets	3.4	35,559	36,035
Non-current prepayments	3.5	8,458	8,118
Investments in associates	3.6	-	7,289
Other investments		106	102
Deferred income tax assets	3.20	12,341	10,994
Other receivables		-	3
		242,381	204,590
Current assets			
Inventories	3.7	32,839	20,136
Trade and other receivables	3.11	188,550	149,950
Current income tax receivables		-	-
Long-term contracts receivables	3.17	17,806	23,926
Available-for-sale financial assets	3.9	-	-
Other financial assets at fair value – derivative financial instruments	3.10	-	167
Cash and cash equivalents	3.12	66,362	62,790
Assets designated for sale	3.13	10,551	-
		316,108	256,969
TOTAL ASSETS		558,489	461,559
EQUITY			
Capital and reserves attributable to the company's equity holders			
Share capital	3.14	7,960	7,519
Other capitals	3.15	128,875	127,795
Exchange differences	3.28	321	463
Net profit for the current period		42,770	52,760
Retained earnings		106,626	53,866
		286,552	242,403
Minority interest	3.15	14,228	14,580
Total equity		300,780	256,983
LIABILITIES			
Non-current liabilities			
Credit and loans	3.18	77,739	51,471
Other liabilities	3.16	113	-
Deferred income tax liabilities	3.20	6,634	6,309
Provisions for other liabilities and charges	3.21	2,669	228
		87,155	58,008
Current liabilities			
Trade and other payables	3.16	152,867	127,714
Current income tax liabilities		3,037	3,424
Long-term contracts liabilities	3.17	7,125	9,744
Credit and loans	3.18	4,945	3,033
Provisions for other liabilities and charges	3.21	2,580	2,653
		170,554	146,568
Total liabilities		257,709	204,576
TOTAL EQUITY AND LIABILITIES		558,489	461,559

II. Consolidated Income Statement

	Note	12 months ended 31 December 2007	12 months ended 31 December 2006
Revenue	3.22	581,048	491,550
Cost of sales	3.23	(450,690)	(370,844)
Gross profit		130,358	120,706
Other operating income	3.24	2,021	1,010
Sales and marketing costs		(44,370)	(39,189)
Administrative expenses		(36,479)	(32,965)
Other operating expenses	3.25	(7,524)	(4,011)
Operating profit		44,006	45,551
Finance costs-net	3.26	(1,749)	6,431
Share of profit/(loss) of associates	3.6	3,262	2,590
Profit before income tax		45,519	54,572
Income tax expense	3.27	(3,101)	(1,585)
Net profit for the period		42,418	52,987
Attributable to:			
Equity holders of the company		42,770	52,760
Minority interest	3.15	(352)	227
		42,418	52,987
Earnings per share for profit attributable to the equity holders of the company during the period (expressed in PLN per share)			
- basic	3.29	5.46	7.13
- diluted		5.46	6.73

III. Consolidated Statement of Changes in Shareholders' Equity

	Attributable to equity holders					Minority interest	Total equity
	Share capital	Other capitals	Exchange differences	Net profit for the current period	Retained earnings		
Balance at 1 January 2006	6,955	86,861	(663)	-	53,866	14,353	161,372
Increase in capital	564	-	-	-	-	-	564
Increase in capital due to the conversion of convertible bonds	-	37,895	-	-	-	-	37,895
Capital from valuation of the managerial option	-	3,027	-	-	-	-	3,027
Correction of capital from revaluation of shares	-	12	-	-	-	-	12
<i>Currency translation differences¹</i>	-	-	1,126	-	-	-	1,126
<i>Profit for the period²</i>	-	-	-	52,760	-	227	52,987
Total income recognised in equity (1-2)	-	-	1,126	52,760	-	227	54,113
Balance at 31 December 2006	7,519	127,795	463	52,760	53,866	14,580	256,983
Balance at 1 January 2007	7,519	127,795	463	-	106,626	14,580	256,983
Capital from valuation of the managerial option	-	1,080	-	-	-	-	1,080
Increase in capital	441	-	-	-	-	-	441
<i>Currency translation differences¹</i>	-	-	(142)	-	-	-	(142)
<i>Profit for the period²</i>	-	-	-	42,770	-	(352)	42,418
Total income recognised in equity (1-2)	-	-	(142)	42,770	-	(352)	42,276
Balance at 31 December 2007	7,960	128,875	321	42,770	106,626	14,228	300,780

There was a change in presentation of equities in the financial statement as at 31 December 2006. Profits achieved by the dominant unit during previous years that were presented in other capitals, are presented in retained profit. The same presentation method is continued in 2007.

IV. Consolidated Cash Flow Statement

	12 months ended 31 December 2007	12 months ended 31 December 2006
Cash flows from operating activities		
Net profit	42,418	52,987
Total adjustments	901	(20,206)
Share in net (gains) losses of related parties valued using the equity method of accounting	(3,262)	(2,590)
Depreciation	17,044	12,740
Exchange gains (losses)	(1,199)	94
Interest and profit-sharing (dividends)	4,055	1,979
(Profit) loss on investing activities	(863)	(7,459)
Change in inventories	(12,745)	5,974
Change in receivables	(36,306)	(59,688)
Change in liabilities and provisions excluding credits and loans	33,682	28,744
Other adjustments	495	-
Net profit less total adjustments	43,319	32,781
Income tax paid	(4,134)	(2,689)
Net cash used in operating activities	39,185	30,092
Cash flows from investing activities		
Proceeds from sale of associates	-	12,232
Purchases of property, plant and equipment	(57,060)	(57,323)
Proceeds from sale of property, plant and equipment	552	473
Purchases of intangible assets	(2,791)	(689)
Purchases of available-for-sale financial assets	(2,001)	(3,000)
Proceeds from sales of available-for-sale financial assets	2,117	3,044
Net cash used in investing activities	(59,183)	(45,263)
Cash flows from financing activities		
Proceeds from equity issue	442	-
Proceeds from credits and loans	30,909	37,079
Repayments of credits and loans	(2,675)	(2,718)
Redemption of debt securities	-	(2,930)
Bond interest	-	(453)
Bank interest	(3,703)	(1,273)
Other expenses	-	(330)
Other financial proceeds	-	53
Net cash (used in)/generated from financing activities	24,973	29,428
Net change in cash, cash equivalents and bank overdrafts	4,975	14,257
Cash, cash equivalents and bank overdrafts at beginning of the period	62,790	48,967
Positive (negative) exchange differences in cash and bank overdrafts	(1,403)	(434)
Cash, cash equivalents and bank overdrafts at end of the period	66,362	62,790

SUPPLEMENTARY INFORMATION

V. Supplementary Information

1. Information about Group Structure and Activities

The basic activities of the Comarch Group (the "Group"), in which ComArch S.A. with its registered seat in Krakow at Al. Jana Pawła II 39 A is the dominant unit, include production, trade and services in the fields of IT and telecommunications, PKD 72.22.Z. The registration court for ComArch S.A. is the District Court for Krakow Śródmieście in Krakow, XI Economic Division of the National Court Register. The company's KRS number is 0000057567. ComArch S.A. holds the dominant share in the Group regarding realised revenues, value of assets and number and volume of executed contracts. ComArch S.A. shares are admitted to public trading on the Warsaw Stock Exchange. The duration of the dominant unit is not limited.

On 31 December 2007, the following entities formed the Comarch Group (in parentheses, the share of votes held by ComArch S.A.):

- ComArch Spółka Akcyjna with its registered seat in Krakow,
- ComArch, Inc. with its registered seat in Chicago (100.00 %),
- ComArch Panama, Inc. with its registered seat in Panama (100.00 % subsidiary of ComArch, Inc.),
- ComArch Software AG with its registered seat in Dresden (100.00 %),
- ComArch Software S.A.R.L. with its registered seat in Lille (100.00 % subsidiary of ComArch Software AG),
- ComArch Middle East FZ-LCC with its registered seat in Dubai (100.00 %),
- ComArch LLC with its registered seat in Kiev (100.00 %),
- ComArch s.r.o. with its registered seat in Bratislava (100.00 %),
- OOO ComArch with its registered seat in Moscow (100.00 %),
- UAB ComArch with its registered seat in Vilnius (100.00 %),
- CA Services S.A. with its registered seat in Krakow (99.90 %),
- ComArch Management Spółka z o.o. (limited liability company) with its registered seat in Krakow (100.00 %)*,
- ComArch Corporate Finance Fundusz Inwestycyjny Zamknięty (closed investment fund) (100.00 %)**,
- ComArch Management Spółka z o.o. Spółka Komandytowo-Akcyjna (limited partnership and joint-stock company) with its registered seat in Krakow (100.00 % of votes held by ComArch Corporate Finance Fundusz Inwestycyjny Zamknięty)***,
- MKS Cracovia SSA with its registered seat in Krakow (49.15 %).

*) On 19 October 2007 limited liability company was registered under the company name of ComArch Management Spółka z ograniczoną odpowiedzialnością with its registered seat in Krakow. The share capital of ComArch Management Sp. z o.o. amounts to 50,000.00 PLN and consists of 500 shares of nominal value of 100 PLN each. ComArch S.A. purchased the above-mentioned shares with internal means for the total nominal price of 50,000.00 PLN. The purchased shares constitute 100 % of ComArch Management Sp. z o.o.'s share capital and 100 % of votes at the shareholders' meeting of the company. The subject matter of activities of ComArch Management Sp. z o.o. are activities related to IT.

**) ComArch S.A. has made an investment in investment certificates of a closed investment fund ComArch Corporate Finance Fundusz Inwestycyjny Zamknięty (hereinafter referred to as the "Fund"). Due to that fact on 24 October 2007 ComArch S.A. purchased four investment certificates of the Fund worth 250,000.00 PLN each. The total value of the purchased investment certificates amounted to 1,000,000.00 PLN. They constitute 100 % of investment certificates issued by the Fund and entitle to 100 % of votes at meeting of the Fund's investors. ComArch S.A. purchased the above-mentioned investment certificates with internal means.

Purpose of the Fund is investment activity in the scope of new technologies and Internet services that are not ComArch S.A.'s basic activities. On 30 November 2007, Fund purchased 900,000 shares of a limited partnership and joint-stock company ComArch Management Spółka z ograniczoną odpowiedzialnością Spółka Komandytowo-Akcyjna with its registered seat in Krakow for 900,000 PLN. The other undertaking financed by the Fund is creating a company that will store electronic health records.

***) On 21 November 2007 limited partnership and joint-stock company was registered under the company name of ComArch Management Spółka z ograniczoną odpowiedzialnością Spółka Komandytowo-Akcyjna with its registered seat in Krakow (hereinafter referred to as the "SKA"). The share capital of SKA amounts to 900,000.00 PLN and consists of 900,000 shares of nominal value of 1.00 PLN each. ComArch S.A. purchased the above-mentioned shares with internal means for the total nominal price of 900,000.00 PLN. The purchased shares constitute 100 % of SKA's share capital and 100 % of votes at the shareholders' meeting of the company. The subject matter of activities of SKA are activities related to IT.

On 30 November 2007 ComArch S.A. sold 900,000 shares of ComArch Management Spółka z ograniczoną odpowiedzialnością Spółka Komandytowo-Akcyjna with its registered seat in Krakow to ComArch Corporate Finance Closed Investment Fund with its registered seat in Krakow. The nominal value of each share is 1.00 PLN and they constitute 100 % of share capital and 100 % of votes at ComArch Management Sp. z o.o. SKA shareholders' meeting. Investment certificates issued by the Fund are not owner securities. ComArch Management Sp. z o.o. SKA is a subsidiary of ComArch S.A. by the unique active partner, i.e. ComArch Management Sp. z o.o. that is a subsidiary of ComArch S.A.

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

The dominant unit's associate is:

- INTERIA.PL S.A. with its registered seat in Krakow (48.48 %).

On 3 December 2007, an agreement on INTERIA.PL S.A. ownership transfer between ComArch S.A. with its registered seat in Krakow and SKA was concluded. In consequence of this agreement ComArch S.A. transferred INTERIA.PL S.A. ownership to SKA. These were 2,267,814 registered preferential shares and 270,555 ordinary bearer shares. They in total constituted 36.08 % of share capital of INTERIA.PL S.A. and entitled to 48.48 % of votes at the annual general meeting of INTERIA.PL S.A.

The structure of activities of the ComArch Group is as follows: the dominant entity acquires the majority of contracts and in large part executes them. ComArch Inc., ComArch Software AG, ComArch Middle East FZ-LCC, ComArch Sp. z o.o. (Ukraine), ComArch Panama, Inc., OOO ComArch, UAB ComArch acquire contracts in foreign markets and execute them in their entirety or in part. ComArch s.r.o. produces software on order for the Comarch Group. CA Services S.A. specialises in data communications relating to the provision of connections for the own needs of the Comarch Group and for contracts executed by Comarch, as well as the provision of outsourcing services for Comarch and foreign customers. The subject matter of activities of ComArch Management Sp. z o.o. and ComArch Management Sp. z o.o SKA will be activities related to IT. Purpose of the ComArch Corporate Finance FIZ is investment activity in the scope of new technologies and Internet services that are not ComArch S.A.'s basic activities. MKS Cracovia SSA is a sport joint stock company.

2. Description of the Applied Accounting Principles

This consolidated financial statement for the 12 months ended 31 December 2007 was prepared pursuant to the International Accounting Standards (IAS), the International Financial Reporting Standards (IFRS) and interpretations published by the Committee for Interpretation of International Financial Reporting, as approved by the European Union.

This financial statement was prepared pursuant to the historical cost principle with the exception of those items that are appraised in another way pursuant to these principles.

Preparation of the statement pursuant to IFRS requires a number of estimates to be done and the application of individual judgement. Note 2.3.2 presents those areas of the financial statement, which require significant estimates or for which significant judgement is required.

The financial statement was prepared with the assumption of the continuation of commercial activities by the Comarch Group in the foreseeable future. According to company management, there are no circumstances suggesting any threat to the continuation of activities.

The Comarch Group prepares its income statement in the calculation version, whereas the cash flow statement is prepared according to the indirect method.

The consolidated financial statement of the Comarch Group for the 12 months ended 31 December 2007 comprises the financial statements of the following companies:

	Relationship	Consolidation method	% interest held by ComArch S.A. in subsidiary's share capital
ComArch S.A.	dominant unit	full	
ComArch Software AG	subsidiary	full	100.00 %
ComArch, Inc.	subsidiary	full	100.00 %
ComArch Middle East FZ-LCC	subsidiary	full	100.00 %
ComArch Sp. LLC	subsidiary	full	100.00 %
ComArch s.r.o.	subsidiary	full	100.00 %
ComArch Panama, Inc.	subsidiary	full	100.00 %
OOO ComArch	subsidiary	full	100.00 %
UAB ComArch	subsidiary	full	100.00 %
CA Services S.A.	subsidiary	full	99.90 %
ComArch Software S.A.R.L.	subsidiary	full	100.00 % held by ComArch Software AG
ComArch Management Sp. z o.o.	subsidiary	full	100.00 %
ComArch Management Sp. z o.o. SKA	subsidiary	full	100.00 % held by ComArch Corporate Finance Fundusz
ComArch Corporate Finance Fundusz Inwestycyjny Zamknięty	subsidiary	full	100.00 % in total number of investment certificates
MKS Cracovia SSA	subsidiary	full	49.15 %

*) MKS Cracovia SSA is ComArch S.A.'s subsidiary according to IAS 27 pt 13d.

SUPPLEMENTARY INFORMATION

2.1 Methods of Valuation of Assets and Liabilities and the Determination of Financial Results

2.1.1 Segment Reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that is subject to risks and returns that are different from those of segments operating in other economic environments. The Group has chosen to report using business segment as a basic segment. The basic segments are IT and sport.

2.1.2 Consolidation

a) Subsidiaries

Subsidiaries are all entities (including special purpose entities), over which Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the Group's share of the net assets of the subsidiary acquired this difference is recognised directly in the income statement.

Transactions, settlements and unrealised gains on transactions among the Group's entities are eliminated. Unrealised losses are also eliminated, unless the transactions provide evidence for a loss in the value of a provided asset. The accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

b) Associates

Associates are all entities over which the Group has significant influence but not control; this generally accompanies a shareholding of between 20 % and 50 % of the voting rights. Investments in associates are accounted for by the equity method of accounting and are initially recognised as costs. The Group's investment in associates includes goodwill identified on acquisition.

The Group's share of the post-acquisition profits or losses of its associates is recognised in the income statement and its share of post-acquisition movements in reserves is recognised in other reserves. Cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. The accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

2.1.3 Foreign Currency Translation

a) Functional and Presentation Currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The consolidated financial statements are presented in Polish zlotys (PLN), which is the company's functional and presentation currency.

b) Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Translation differences on non-monetary items, such as equities held at fair value through profit and loss, are reported as part of their fair value gain or loss. Translation differences on non-monetary items, such as equities classified as available-for-sale assets, are included in the available-for-sale reserve in equity.

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

c) Group Companies

The results and financial position of all group entities (none of which operates in a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate of the date of the balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expense are translated at the dates of the transactions); and all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of credits and loans and other currency instruments designated as hedges of such investments, are included in shareholder equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

2.1.4 Investment

a) Financial Assets and Liabilities at Fair Value through Profit or Loss

This category comprises two subcategories: financial assets held for trading, and those designated at fair value through profit and loss at inception. A financial asset is classified in this category if acquired principally for the purpose of sale in the short term or if so designated by management. Derivatives are also classified as held for trading unless they are designated as hedges. This type of derivative is classified separately in 'Derivative financial instruments' in the balance sheet. Assets in this category are classified as current if they are either held for trading or are expected to be realised within 12 months from the balance sheet.

b) Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and with no intention of trading. These arise when the Group gives cash, goods or services directly to the debtor, without the intention of introducing its receivables into trading. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. Loans and receivables are classified as trade and other receivables in the balance sheet.

c) Held-to-Maturity Investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity.

d) Available-for-Sale Financial Assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months from the balance sheet date.

Regular purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are no longer recognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

Financial assets available-for-sale and financial assets carried at fair value, through profit or loss are initially recognised at fair value. Loans, receivables and held-to-maturity investments are carried at amortised cost using the effective interest method. Realised and unrealised gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the income statement within other (losses)/gains – net, in the period in which they arise. Unrealised gains or losses arising from changes in the fair value of the non monetary securities classified as 'available-for-sale' are recognised in equity. When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the income statement as gains and losses from investment securities.

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (or if a security is unlisted), the Group establishes fair value by using valuation techniques. These comprise the use of recent arm's length transactions, reference to other instruments that are substantially the same and discounted cash flow analysis and models (commonly regarded as correct) of the valuation of derivative instruments based on input data from the active market.

The Group assesses whether there is objective evidence that a financial asset or a group of financial assets is impaired at each balance sheet date. In the case of equity securities classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is considered as an indicator that the security is impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the

SUPPLEMENTARY INFORMATION

difference between the acquisition cost and current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in the income statement. Impairment losses recognised in the income statement on equity instruments are not reversed through the income statement.

2.1.5 Non-Current Assets

a) Intangible Assets

Intangible assets are recorded at their acquisition prices less the current redemption as well as possible write-offs due to permanent loss in value. The Group carries out depreciation write-offs using the straight-line method. The following depreciation rates have been adopted:

- computer software 30 %
- licences 30 %
- copyrights 30 %
- other rights 10-20 %

Adopted depreciation rates are related to the estimated useful life of intangible assets. In the case of intangible assets that were acquired for a particular project, the depreciation period is established as the duration of the project. The right of perpetual usufruct of land relating to SSA Cracovia is classified as an intangible asset with an undefined useful life, therefore it is not depreciated. Lands that MKS Cracovia SSA holds in perpetual usufruct are not depreciated, because of an undefined useful life, since the company expects that the perpetual usufruct rights will be renewed without any major costs, as it is not obliged to meet any conditions, upon which the extension of these rights depends.

In Poland, perpetual usufruct is considered synonymous to ownership, as opposed to a lease after which a user releases land. The company does not expect to incur any major costs for the renewal of perpetual usufruct rights as the co-owner of MKS Cracovia SSA is the City of Krakow. The city supports sports activities, including those of SSA Cracovia through initiatives that include:

- refinancing sports infrastructure
- redeeming real estate taxes
- providing fees for perpetual usufruct

b) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary/associate at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisitions of associates is included in investments in associates. Goodwill recognised separately is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carriage of an amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing.

c) Property, Plant and Equipment

Property, Plant and Equipment in Use

Property, plant and equipment in use were valued according to acquisition prices or production costs less current redemption and possible write-offs due to losses in value. The adopted depreciation rates correspond to the economic utility of property, plant and equipment in use. The following detailed principles of depreciation of property, plant and equipment in use have been adopted by the company: assets are depreciated with the straight-line method with application of depreciation rates corresponding with periods of their economic utility. In most cases, depreciation rates are: 2.5 % (for group number I), 30 % (for group number IV) and 20 % (for groups no. VII and VIII). In case of property, plant and equipment in use acquired in order to be used in a specific project, the depreciation period is set as equal to the project duration.

Property, Plant and Equipment under Construction

Property, plant and equipment under construction are valued according to the acquisition price less any possible write-offs due to permanent loss in value. The company applies the rule that interests on investment credit, in the period when the investment is realised, are recognised as property, plant and equipment under construction. Interests on investment credit decrease the annual result within finance costs, after non-current asset, financed by credit, was brought to use.

Improvements in Third Party Property, Plant and Equipment Assets

Improvements in third party property, plant and equipment are valued according to the acquisition price less any current redemptions and possible write-offs due to loss in value.

d) Leases

The Group uses leased vehicles. As, according to the agreements made, practically all risks and benefits resulting from the title of ownership of the subject matter leased have been transferred, these are classified as finance leases. They have been classified as assets and liabilities in the amounts equal to the minimum leasing fees set forth as at the date of lease initiation. Leasing fees are divided into liabilities (reductions of the unpaid balance of liabilities) and finance charges. The interest part of finance costs is charged to the income statement throughout the lease term so as to obtain a constant periodic interest rate on the remaining balance of the liability for each period. The means used on

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

lease principles are subject to depreciation within a shorter period of time of either the asset's useful life or the lease term.

e) Non-Current Prepayments

Non-current prepayments refer to the perpetual usufruct rights for land used by the ComArch S.A. dominant unit. It has a defined useful life, therefore it is depreciated. The depreciation period is 85 years, which means that it is calculated at a rate of 1.2 %.

f) Impairment of Assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the amount carried may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less sales costs and its value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

2.1.6 Current Assets

a) Inventories, Products in Progress and Finished Goods

Production in progress given in the statement refers to software produced by the Group and allocated for multiple sales. Production in progress is valued according to direct technical production costs.

Application software produced by the Group and allocated for multiple sales is valued in the period when it benefits, no longer than 36 months from an initial sale, in the amount of surplus of software production costs over net revenues obtained from sales of these products within the following 36 months. Software production costs, not written off after this period of time, increase other operational costs.

Depending on the nature of the produced software and the assessment of its possible sales, expenditures incurred for software production, in the amount of 50 % to 100 % of the invoiced sale in the above time period of sales, are written off into its own costs, provided that the 50 % rate is the basic rate. If the company is aware of limits to sales capacity at an earlier point, it immediately performs a write-off revaluating production in progress in the amount of expenses in reference to which there is a probability that they will not be recovered, or does a one-time write-off of the entirety of unsettled expenses (depending on the degree of risk valuation) into its own cost of sales.

The register of materials and finished goods is managed at current purchase prices. Expenses are appraised according to the FIFO principle. Finished goods are appraised according to actual purchase prices, no higher than net selling prices.

b) Receivables

Receivables are recognised initially at fair value and subsequently according to adjusted acquisition prices (at amortised cost). Receivables are recognised as current or non-current receivables depending on maturity (depending on whether this is less than or over 12 months from the balance sheet date).

In order to make their value real, receivables are decreased by write-offs revaluating bad debts. Write-offs due to loss in value correspond with the difference between balance sheet value and the current value of actual cash flows from the given item of assets. Due to the specific nature of activities (limited scope of receivables from mass contractors), appropriate updating of write-offs is carried out by way of a detailed identification of receivables and an assessment of risk of the inflow of funds resulting from contractual and business conditions.

c) Cash and Cash Equivalents

Cash and cash equivalents comprise cash in hand, cash at banks, bank deposit payable on demand, liquid current securities and other current investment with high liquidity.

d) Settlement of Long-Term Contracts

Costs related to long-term contracts are given when they occur. The result in contracts is determined according to the progress of work if a reliable determination of such is possible. The progress of work is measured based on the value of costs incurred by the balance sheet date divided by the total estimated costs due to contracts, expressed as a percentage. If it is probable that the total costs due to an agreement exceed total revenues, the anticipated loss is recognised immediately.

In assets, the Group presents 'Long-term contracts receivables' for cases where there is a surplus in incurred costs and recognised profits due to long-term contracts over the value of invoiced sales for contractors. Otherwise, when there is a surplus of the invoiced sales to contractors over the value of incurred costs and recognised profits due to long-term contracts, the Group presents an item in the liabilities called 'Long-term contracts liabilities'. The above surpluses are determined for each contract separately and are presented separately without balancing particular items.

SUPPLEMENTARY INFORMATION

2.1.7. Equity

Equity includes:

- a) the share capital of the dominant unit presented at nominal value,
- b) other capitals established:
 - from profit-sharing,
 - from the valuation of managerial options,
 - from surpluses of shares sold above their nominal value (premium share),
- c) retained profit resulting from adjustments resulting from changes to accounting principles and from the results achieved by the entities of the Group,
- d) net profit for the current year

2.1.8 Employee Benefits

a) Share-Based Plans

The Group has a share-based reward scheme. The fair value of employee services received in exchange for every grant of options increases costs. The total amount to be spent over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Vesting conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

The proceeds received when the option is exercised, i.e. proceeds from comprising shares (less transaction costs related directly to option exercising) are credited to share capital (nominal value) and the share premium is credited to supplementary capital.

2.1.9 Liabilities and Provisions for Liabilities

a) Trade Liabilities and Other Liabilities

Initially trade and other liabilities are recognised at their fair value and at the balance sheet date they are recognised at adjusted acquisition prices (depreciated cost). Liabilities, depending on maturity (up to or over 12 months from the balance sheet date) are recorded as current or non-current items.

b) Financial Liabilities

At the time of initial recognition, financial liabilities are valued at fair value, increased (in case of an item of liabilities not qualified as valued at fair value by the financial result) by transaction costs. After the initial recognition, the unit appraises financial liabilities according to depreciated costs using the effective interest method, with the exception of derivative instruments, which are valued at fair value. Financial liabilities set as items being hedged are subject to appraisal pursuant to hedge accounting principles.

c) Provisions for Liabilities

Provisions for restructuring costs, guarantee repairs and legal claims are recognised if:

- The Group has current legal or customary liabilities resulting from past events;
- There is a high probability that expending Group funds may be necessary to settle these liabilities, and
- Their value has been reliably assessed.

Restructuring provisions mostly comprise employee severance payments. These provisions are not recognised in reference to future operational losses. If there are a number of similar liabilities, the probability of the necessity for expending funds for settlement is assessed for the whole group of similar liabilities. The provision is recognised even if the probability of expending funds in reference to one item within the group of liabilities is small.

The provisions are appraised at the current value of costs assessed according to the best knowledge of company management. Incurring such costs is necessary in order to settle the current liability at the balance sheet date. The discount rate applied for determining current value reflects the current market assessment of the time value of money and impairments relating to a given liability.

2.1.10 Deferred Income Tax

The general principle, pursuant to IAS12, is applied. It states that due to temporary differences between the presented value of assets and liabilities as well as their tax value and tax loss it will be possible to deduct in the future, a provision is established and deferred income tax assets are defined.

Deferred income tax assets are defined in the amount that it is anticipated will have to be deducted from income tax in the future in reference to negative temporary differences which shall result in the future in reducing the amount of the basis of taxation and the deductible tax loss defined using the precautionary principle.

Deferred income tax liabilities are established in the amount of income tax payable in the future in reference to positive temporary differences, which would result in increasing the basis of taxation in the future.

Deferred income tax is established using fiscal rates (and regulations) which are legally binding at the balance sheet date, which according to expectations shall be in force at the moment of realisation of relevant deferred income tax assets or settlement of deferred income tax liability.

The difference between deferred income tax liabilities and deferred income tax assets at the end and at the

SUPPLEMENTARY INFORMATION

beginning of the reporting period affects the financial results. In addition, liabilities and assets due to deferred income tax related to operations settled with equity are referred into shareholders' equity.

2.2 Recognition of Revenues and Costs

The ComArch Group's operations mostly consist of producing software for multiple sales and implementing IT integration contracts. As part of its integration contracts, ComArch offers the implementation of IT turnkey systems consisting of (own and third party) software and/or computer hardware and/or services such as:

- implementation services,
- installation services,
- guarantee and post-guarantee services,
- technical assistance services,
- software customisation services,
- other IT and non-IT services necessary for system implementation.

In determining the total revenues from contracts, the following items are taken into account:

- revenues from proprietary software (irrespective of form, i.e. licences, property rights, etc.),
- revenues from services

Unit managers may decide to include estimated revenues that are highly probable to be realised into the total revenues from a contract (e.g. during the implementation of the contract, project modifications are carried out for technical reasons and it is justified to assume with some probability that the ordering party will accept the modifications and that there will be revenues flowing from them).

When integration contracts under which software is allocated for multiple sales are ComArch property, the revenues and costs related to this software and the revenues and costs related to the other part of the integration contract are recognised separately.

Several integration contracts are combined and recognised as one contract, if:

- the agreements are executed at the same time or sequentially one after another and the precise separation of the costs of their execution is impossible, or
- the agreements are so closely inter-related that they are actually parts of a single project and share a single profit margin for the entire project.

Revenues from other services (e.g. technical services, technical assistance) are recognised equally during the term of an agreement/service provision. Revenues from hardware sales and the sale of other finished goods are recognised in accordance with agreed delivery terms.

Revenues from sales of other services, products, finished goods and property items comprise sums of fair values from due invoiced revenues taking into account discounts and rebates without commodity and services taxes.

Sales costs include marketing costs and the costs of order acquisition by sales centres (departments) in the ComArch Group.

General costs consist of the costs of the ComArch Group functioning as a whole and include administrative expenses and the costs of departments that operate for the general needs of the Group. Exchange rate differences related to receivables are presented in 'Revenues from sales' and those related to liabilities are presented in 'Cost of sales.'

Subsidies

The Groups receives subsidies for the financing of R&D projects within the framework of European Union aid programmes. These subsidies are systematically recognised as revenue in particular periods so as to ensure that they are adequate to incurred costs, which should be compensated by subsidies respectively to the reason of their settlement. These subsidies diminish the respective direct costs, which are presented in the cost of sales just after they are compensated with subsidies.

a) Other Operational Revenues and Costs

Other operational revenues and costs comprise revenues and costs not directly related to the regular activities of the units and mostly include: the result of the sale of property, plant and equipment and intangibles, subsidies, established provisions and the consequences of asset revaluation.

b) Financial Revenues and Costs

Financial revenues and costs mostly include: revenues and costs due to interest, those from the result achieved due to exchange rate differences in financial activities, those from disposal of financial assets and those arising as the consequences of the investment revaluation.

Interest charges due to investment credit are recognised in finance costs beginning from the moment when asset finance with the credit was completed for use.

2.3 Financial Risk Management

The company's activities expose it to a variety of financial risks:

a) Credit Risk

The company establishes the financial credibility of potential clients before signing contracts for the supply of IT systems and adjusts the conditions of each contract to the potential risk depending on its assessment of the financial

SUPPLEMENTARY INFORMATION

standing of the client. Concentration of credit risk is limited due to diversification of the Group's sales to a significant number of customers in different branch of economy, in different world's regions.

b) Risk of Change in Interest Rates

The company is exposed to the risk of changes in interest rates related to long-term investment credits to finance the construction of new production buildings in the Special Economic Zone in Krakow. These are credits at variable interest rates based on the WIBOR index. The company has not been hedging this interest rate risk; however it monitors market situation in this scope. The influence of interest rate changes on the amount of interest on credit paid is partly compensated for by a change in the amount of interest received on cash and cash equivalents.

c) Risk of Fluctuation in the Exchange Rates

The company is exposed to foreign exchange risk in relation to export sales and sales denominated in foreign currencies, especially in relation to foreign exchange of EURO/PLN and USD/PLN. At the same time, part of the company's costs is also expressed in or related to exchange rates for foreign currencies. In individual cases, the company hedges future payments with forward contracts and currency options.

The balance sheet value of assets and financial liabilities of the Group denominated in foreign currencies is related to receivables and liabilities due to deliveries and services as well as cash as at the balance sheet date.

d) Financial Liquidity Risk

The Group has a liquidity risk management system to manage its short, medium and long-term funds. The fundamental financial liquidity risk arises because the majority of costs incurred by the Group are fixed, while revenue from sales, as is typical for a services company, fluctuates. The Group manages liquidity risk by holding the appropriate amount of working capital, by holding reserve credit lines in the current account, by constantly monitoring the forecasted and actual cash flows and by analyzing the maturity profiles of financial assets and liabilities.

Information on dates of contractual maturity of financial liabilities is presented in note 3.8.

2.3.1 Accounting for Derivative Financial Instruments and Hedging Activities

Derivative financial instruments designated as 'hedging instruments' according to IAS 39, qualified as fair value hedging, are recognised at fair value and changes in their valuation refer to the results of financial operations.

Derivative financial instruments designated as 'hedging instruments' according to IAS 39, qualified as cash flow hedging are recognised at fair value and change to their valuation refers to:

- a) capital from the revaluation of prices (in the part constituting effective hedging),
- b) the results of financial operations (in the part not constituting effective hedging).

Derivative financial instruments designated as 'non-hedging instruments' according to IAS 39 are valued at fair value and changes in their valuation refers to the results of financial operations.

2.3.2 Critical Accounting Estimates and Judgements

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including anticipations of future events that are believed to be reasonable under given circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, rarely equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

- a) Estimation of the total costs of the execution of projects related to the appraisal of long-term contracts, pursuant to IAS 11,

Pursuant to the accounting principles adopted by the company, the company determines the degree of progress for long-term contracts by way of determining the ratio of currently incurred costs for a given project to the total estimated project costs. Due to the long-term nature of projects under way and their complex structure, as well as the possibility of unexpected difficulties related to their execution it may happen that the actual total costs for project execution differ from the estimates made for specific balance sheet dates. Changes in estimates of total project execution costs could result in the definition of project progress at the balance sheet date and consequently recognised revenues, in different amounts.

- b) Estimations related to the determination and recognition of deferred income tax assets, pursuant to IAS 12,

As the company operates in the Special Economic Zone and enjoys investment allowances as a result, the dominant unit determines the value of deferred income tax assets on the basis of forecasts relating to the shape of the tax-exempt income and the period, in which such income may be noted. Due to high business fluctuations in the IT industry (in which the dominant unit is active) it is possible that the actual results and tax-exempt income may differ from the dominant unit's anticipations.

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

- c) Estimation of possible costs related to current court proceedings against the company, pursuant to IAS 37.

At the balance sheet date, the Group is the plaintiff and the defendant in a number of court proceedings. Preparing the financial statement, the Group always assesses the opportunities and risks related to court proceedings and, in accordance with the results of such analyses, establishes provisions for potential losses. However, there is always a risk that the courts will pronounce verdicts different from the expectations of the companies and the established provisions will be insufficient or excessive in comparison with the actual results of the proceedings.

- d) Estimation due to carrying out yearly test on loss in the goodwill according to IFRS3 and IAS 36

At the end of every fiscal year the Group carries out tests on losses in the goodwill according to accounting rules contained in note 2.1.5. b). The Group considers IT Segment as a cash generating unit thereby doesn't allocate the goodwill to particular companies of the Group. The recoverable amount of cash generating unit was determined on the basis of calculations of its fair value. The Management Board of the dominant unit ran also the analysis of the P/E index for companies in the IT sector registered with the Warsaw Stock Exchange and assessed on this basis the estimated market value of the IT Segment in the ComArch Group.

2.4 New Standards and IFRIC Interpretations

This consolidated financial statement was prepared pursuant to the International Financial Reporting Standards (IFRS), as approved by the European Union. The scope of the regulations approved by the European Union differs from the full regulations of IFRS that could be applied to financial statements for the twelve months ended 31 December 2007. This difference results from the below-mentioned changes to standard that have not been approved by the European Union yet:

- Changes to IAS 39 Hedge accounting.

It is the view of the Management Board that these changes to standard would have no significant effect on the financial statement if they were applied as at the balance sheet date.

The following standards and interpretations have been published by International Accounting Standards Board or International Financial Reporting Standards Committee however they will be mandatory for periods beginning on or after 1 January 2008:

- Changes to IAS 23 „Borrowing costs” (an effective date: 1 January 2009)
- IFRS 8 „Operating Segments” replaces the requirements of IAS 14 and will be mandatory for annual financial statements for the periods beginning on 1 January 2009. This interpretation will not have a significant impact on the method of classification and presentation of business segments.
- Interpretation of IFRIC 11 "Applying IFRS 12 in transactions related to the groups' and proprietary shares", (an effective date: 1 March 2007).
- Interpretation of IFRIC 12 „Service Concession Arrangements” (an effective date: 1 January 2008). This interpretation will not have any significant impact on the Group's financial statement.
- Interpretation of IFRIC 13 – Loyalty Programmes (an effective date: 1 January 2008),
- Interpretation of IFRIC 14 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction (an effective date: 1 January 2008).

In the opinion of the Group's Management the above-mentioned accounting standards, interpretations and changes to standards will not have any significant impact on the accounting policy applied by the Group and the financial statement.

SUPPLEMENTARY INFORMATION

3. Notes to the Consolidated Financial Statement

3.1 Segment Information

3.1.1 12 Months Ended 31 December 2006

The Group has chosen to report using business segment as base segment. The operations of Comarch's subsidiary units comprise the following types of activities: the sale of IT systems (hereinafter referred to as the "IT segment") and professional sports (hereinafter referred to as the "sport segment"; MKS Cracovia SSA). The IT segment has a dominant share in sales revenues, profits and assets.

Detailed data related to the segments are presented below:

Item	IT Segment	Sport Segment	Eliminations	TOTAL
Revenues per segment- sales to external clients	490,179	8,812	-	498,991
<i>including:</i>				
<i>revenues from sales</i>	482,900	8,650	-	491,550
<i>other revenues /operational and financial</i>	7,279	162	-	7,441
Revenues per segment - sales to other segments	-	5,957	(5,957)	-
Revenues per segment - total*	490,179	14,769	(5,957)	498,991
Costs per segment relating to sales to external clients	438,642	8,367	-	447,009
Costs per segment relating to sales to other segments	-	5,957	(5,957)	-
Costs per segment - total*	438,642	14,324	(5,957)	447,009
Current taxes	(4,643)	-	-	(4,643)
Assets for the tax due to investment allowances and other tax relief	3,058	-	-	3,058
Share of segment in the result of parties valued using the equity method of accounting	2,590	-	-	2,590
Net result	52,542	445	-	52,987
<i>including:</i>				
<i>result attributable to shareholders of the dominant unit</i>	52,542	218	-	52,760
<i>result attributable to minority interest</i>	-	227	-	227

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

Sales between specific segments are calculated based on market conditions.

Share of business segments in assets and liabilities and investment Expenditures

The following table presents the assets and liabilities of particular segments as at 31 December 2006 as well as investment expenditures and depreciation for 12 months ended 31 December 2006 are as follows:

	IT Segment	Sport Segment	Total
Assets	420,667	40,892	461,559
Liabilities	192,954	11,622	204,576
Investment expenditures	58,552	2,460	61,012
Depreciation	12,035	705	12,740

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

3.1.2 12 Months Ended 31 December 2007

Item	IT Segment	Sport Segment	Eliminations	TOTAL
Revenues per segment- sales to external clients	572,626	10,443	-	583,069
<i>including:</i>				
<i>revenues from sales</i>	570,900	10,148	-	581,048
<i>other revenues /operational and financial/</i>	1,726	295	-	2,021
Revenues per segment - sales to other segments	-	6,660	(6,660)	-
Revenues per segment - total*	572,626	17,103	(6,660)	583,069
Costs per segment relating to sales to external clients	529,913	10,899	-	540,812
Costs per segment relating to sales to other segments	-	6,660	(6,660)	-
Costs per segment - total*	529,913	17,559	(6,660)	540,812
Current taxes	(3,887)	(236)	-	(4,123)
Assets for the tax due to investment allowances and other tax relief	1,022	-	-	1,022
Share of segment in the result of parties valued using the equity method of accounting	3,262	-	-	3,262
Net result	43,110	(692)	-	42,418
<i>including:</i>				
<i>result attributable to shareholders of the dominant unit</i>	43,110	(340)	-	42,770
<i>result attributable to minority interest</i>	-	(352)	-	(352)

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

Sales between specific segments are calculated based on market conditions.

Share of business segments in assets and liabilities and investment expenditures

The following table presents the assets and liabilities of particular segments as at 31 December 2007 as well as investment expenditures and depreciation for 12 months ended 31 December 2007 are as follows:

	IT Segment	Sport Segment	Total
Assets	517,667	40,822	558,489
Liabilities	245,019	12,690	257,709
Investment expenditures	60,734	1,118	61,852
Depreciation	16,348	696	17,044

Due to the geographical distribution of its activities, the ComArch Group has defined the following market segments: Poland, Europe, the Americas, and other countries. The 'Sport' segment operates solely within the territory of Poland.

Due to the fact that only the IT segment operates abroad and at the same time the costs incurred in the IT segment are largely common for export and domestic sales, defining separate results for export and domestic activities is futile.

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

Revenues from basic sales by market location

	12 months ended 31 December 2007	12 months ended 31 December 2006
Poland	467,460	395,048
Europe	89,256	67,298
The Americas	15,009	25,483
Others	9,323	3,721
TOTAL	581,048	491,550

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

Assets – activities location

	31 December 2007	31 December 2006
Poland	518,776	432,308
Europe	25,078	14,645
The Americas	6,885	10,235
Others	7,750	4,371
TOTAL	558,489	461,559

Investments expenditures - activities location

	12 months ended 31 December 2007	12 months ended 31 December 2006
Poland	60,911	59,511
Europe	702	918
The Americas	239	516
Others	-	67
TOTAL	61,852	61,012

3.2 Property, Plant and Equipment

	Lands and buildings	Means of transport and machinery	Furniture, fittings and equipment	Total
At 1 January 2006				
Cost or valuation	75,839	52,108	3,997	131,944
Accumulated depreciation	(8,635)	(29,838)	(2,623)	(41,096)
Net book amount	67,204	22,270	1,374	90,848
Year ended 31 December 2006				
Opening net book amount	67,204	22,270	1,374	90,848
Additions	42,834	16,010	675	59,519
Disposals	(120)	(478)	(56)	(654)
Depreciation charge	(1,865)	(8,583)	(500)	(10,948)
Closing net book amount	108,053	29,219	1,493	138,765
At 31 December 2006				
Cost or valuation	118,553	67,640	4,616	190,809
Accumulated depreciation	(10,500)	(38,421)	(3,123)	(52,044)
Net book amount	108,053	29,219	1,493	138,765
Year ended 31 December 2007				
Opening net book amount	108,053	29,219	1,493	138,765
Additions	36,750	21,322	1,345	59,417
Disposals	(29)	(584)	(51)	(664)
Depreciation charge	(2,539)	(11,659)	(687)	(14,885)
Closing net book amount	142,235	38,298	2,100	182,633
At 31 December 2007				
Cost or valuation	155,275	88,330	5,956	249,561
Accumulated depreciation	(13,040)	(50,032)	(3,856)	(66,928)
Net book amount	142,235	38,298	2,100	182,633

Bank borrowings are secured on land and buildings for the value of 110.28 million PLN (ordinary mortgages and real estate mortgages in Fortis Bank Polska S.A., Kredyt Bank S.A. and Pekao S.A. securing an existing or future claim). The balance sheet value of property, plant and equipment in use, on which financial liabilities are secured, amounts to 88.74 million PLN.

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

	2007	2006
Amount of interest on credits capitalised on investments in non-current assets	1,161	548

Investment expenditures on property, plant and equipment under construction are recognised in the net balance sheet value of property, plant and equipment:

	31 December 2007	31 December 2006
Buildings	32,757	42,091
Equipment	1,398	1,463

Depreciation write-offs were presented in the income statement. They increase the costs of sold products, goods and materials in the amount of 12.3 million PLN (8.62 million PLN in 2006), costs of sales in the amount of 0.94 million PLN (0.59 million PLN in 2006), administrative expenses in the amount of 1.46 million PLN (1.74 million PLN in 2006) and social activities expenses in the amount of 0.19 million PLN.

Assets in finance leasing

The Group possesses cars and routers that are used on finance leases basis. As at 31 December 2007, only routers were used on finance lease basis. Values of these assets, presented in the financial statement, are as follows:

Gross value	0.32 million PLN
Accumulated depreciation	0.11 million PLN
Net value	0.21 million PLN

The contracts were concluded for a period of three years. As at 31 December 2007, value of liabilities due to leases amounts to 0.24 million PLN.

In books depreciation is presented in the amount of 0.12 million PLN as well as interest in the amount of 0.03 million PLN are recognised in finance costs. Net amount of leasing fees for the year 2007 (net equity + interest) amounts to 0.15 million PLN, including:

Net equity	0.12 million PLN
Interest	0.03 million PLN

The amount of due leasing fees amounts to 0.24 million PLN, including:

Interest	0.02 million PLN
Net equity	0.23 million PLN

3.3 Goodwill

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

	31 December 2007
ComArch Kraków	99
CDN ComArch	1,227
ComArch Software AG	1,900
ComArch, Inc.	58
Total	3,284

In 2007 goodwill did not decrease. The Group considers IT Segment as a cash generating unit thereby doesn't allocate the goodwill to particular companies of the Group. As at 31 December 2007, the Group ran a test for loss in value in reference to the goodwill. The test did not show any loss in value. The recoverable amount of cash generating unit was determined on the basis of calculations of its fair value. The Management Board of the dominant unit ran also the analysis of the P/E index for companies in the IT sector registered with the Warsaw Stock Exchange and assessed on this basis the estimated market value of the IT Segment in the ComArch Group as at 31 December 2007. The above analyses did not show any loss in value in reference to the goodwill.

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

3.4 Other Intangible Assets

	Cost of completed development works	Right of perpetual usufruct	Trademarks, licences and software	Other	Total
At 1 January 2006					
Cost (gross)	2,057	31,650	10,053	1,583	45,343
Accumulated amortisation and impairment	(2,057)	-	(7,591)	(671)	(10,319)
Net book amount	-	31,650	2,462	912	35,024
Year ended 31 December 2006					
Opening net book amount	-	31,650	2,462	912	35,024
Disposals	-	-	2,612	155	2,767
Additions	-	-	(1)	(55)	(56)
Amortisation charge	-	-	(1,215)	(485)	(1,700)
Closing net book amount	-	31,650	3,858	527	36,035
At 31 December 2006					
Cost (gross)	2,057	31,650	12,664	1,683	48,054
Accumulated amortisation and impairment	(2,057)	-	(8,806)	(1,156)	(12,019)
Net book amount	-	31,650	3,858	527	36,035
Year ended 31 December 2007					
Opening net book amount	-	31,650	3,858	527	36,035
Additions	-	-	1,305	403	1,708
Disposals	-	-	-	(25)	(25)
Amortisation charge	-	-	(1,778)	(381)	(2,159)
Closing net book amount	-	31,650	3,385	524	35,559
At 31 December 2007					
Cost (gross)	2,057	31,650	13,969	2,061	49,737
Accumulated amortisation and impairment	(2,057)	-	(10,584)	(1,537)	(14,178)
Net book value	-	31,650	3,385	524	35,559

I. Other intangibles include activated costs related to MKS Cracovia SSA trademark in the amount of 0.06 million PLN as well as the right to use the players' cards in the amount of 0.44 million PLN, and others in the amount of 0.02 million PLN. All other items of the intangible assets were acquired.

The general amount of depreciation is given in the income statement, whereas 1.98 million PLN is given in the generation costs and the remaining part is presented in the administrative expenses (0.16 million PLN) and sales costs (0.03 million PLN).

The perpetual usufruct right for land related to MKS Cracovia SSA that is worth 31.65 million PLN is considered the intangible asset with unspecified period of use and is not depreciated. Land of the company of MKS Cracovia SSA in perpetual usufruct is not subject to depreciation, as it is of unspecified period of use due to the fact that the company expects renewal of perpetual usufruct right which will occur without incurring any major costs, as the company is not obliged to meet any conditions, which would decide about extension of this right.

The company does not expect incurring major costs in renewal of perpetual usufruct right in the context of the previous activities of the co-owner of the Club that is the City of Krakow. The city supports sport activities, including SSA Cracovia, by way of, among others:

- additional financing of sport infrastructure
- accumulated depreciation of real estate tax
- contributing fees for perpetual usufruct in non-cash contribution

II. Impairment test for the right of perpetual usufruct as at 31 December 2007

As at 31 December 2007, analysis was performed on changes in prices of real estate properties in Krakow in 2007, based on articles and reports published by "Krajowy Rynek Nieruchomosci" (www.krn.pl), "Krakowski Serwis Mieszkaniowy" (www.dominium.pl) and advisory company Expander from which it follows that average price of land in Krakow in 2007 increased by tens of %. It was determined on this basis that no loss occurred in the value of perpetual usufruct right to land owned by ComArch S.A. in 2007.

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

3.5 Non-Current Prepayments

	12 months ended 31 December 2007	12 months ended 31 December 2006
Opening balance	8,118	6,885
Changes due to:		
- purchase of the right of perpetual usufruct	-	1,490
- accumulated depreciation of the right of perpetual usufruct	(94)	(89)
- non-current prepayments of costs	434	(168)
Closing balance	8,458	8,118

3.6 Investment in Associates

Investment in associates refers to share in INTERIA.PL S.A. valued using the equity method of accounting. In the previous years they referred to share in INTERIA.PL S.A. and NetBrokers Sp. z o.o. In December 2006, ComArch S.A. sold the whole share in NetBrokers Sp. z o.o. that constituted 40 % of the company's share capital.

At 1 January 2006	9,444
Share in profit for the year ended 31 December 2006	2,590
Other changes related to disposal of INTERIA.PL S.A. shares	(2,574)
Other changes related to disposal of NetBrokers Sp. z o.o. shares	(2,171)
At 31 December 2006	7,289
At 1 January 2007	7,289
Share in profit for the year ended 31 December 2007	3,262
Transferring shares in INTERIA.PL S.A. to assets designated for sale (note 3.13)	(10,551)
At 31 December 2007	-

	Country of incorporation	Assets	Liabilities	% shares held
At 31 December 2006				
INTERIA.PL S.A.*	Poland	27,289	8,222	36.08
NetBrokers Sp. z o.o.**	Poland	-	-	-
		27,289	8,222	
At 31 December 2007				
INTERIA.PL S.A.	Poland	39,799	11,689	36.08
12 months ended 31 December 2006				
INTERIA.PL S.A.	Poland	53 008	5 849	36,08
NetBrokers Sp. z o.o.	Poland	-	-	-
		53 008	5 849	
12 months ended 31 December 2007				
INTERIA.PL S.A.	Poland	70 786	9 043	36,08

*) On 1 January 2007 ComArch S.A. held 2,538,369 shares of INTERIA.PL S.A., which constituted 36.08 % of company's share capital. These shares gave ComArch S.A. 11,609,625 votes at the General Meeting, which constituted 48.48 % of the total number of votes.

On 3 December 2007, an agreement on INTERIA.PL S.A. ownership transfer between ComArch S.A. with its registered seat in Krakow and SKA was concluded. In consequence of this agreement ComArch S.A. transferred INTERIA.PL S.A. ownership to SKA. These were 2,267,814 registered preferential shares and 270,555 ordinary bearer shares. They in total constituted 36.08 % of share capital of INTERIA.PL S.A. and entitled to 48.48 % of votes at the annual general meeting of INTERIA.PL S.A. As at 31 December 2007, ComArch S.A. held no INTERIA.PL S.A. shares, however these shares were still propriety of the Group. In consequence of the above-mentioned agreement dated 3 December 2007, the shares were presented in "assets designated for sale".

**) Shares in NetBrokers Sp. z o.o. were sold in the fourth quarter of 2006.

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

3.7 Inventories

	31 December 2007	31 December 2006
Raw materials	709	880
Work in progress	13,634	11,831
Finished goods	18,494	7,369
Advance due to finished goods	2	56
	32,839	20,136

The cost of inventories recognised as expenses and included in 'cost of sales' amounted to 302.98 million PLN (12 months ended 31 December 2007) and 290.86 million PLN (12 months ended 31 December 2006).

The Group reversed a write-off worth 0.1 million PLN that revaluated inventories and was performed in 2006. The write-off was classified as an item in 'Other operating costs'. In 2007 the write-off was performed that revaluated finished goods and was worth 0.43 million PLN. No hedging was performed in inventories owned by the company.

On the basis of the current trend in reference to the settlement of production in progress, the Group estimates that after 12 months from the balance sheet date approximately 4.7 million PLN shall remain unsettled. Other inventories will be settled in their entirety within 12 months.

3.8 Categories and Classes of Financial Instruments

Assets and financial liabilities are presented by categories (according to IAS 39) as follows:

	31 December 2007	31 December 2006
Financial assets		
At fair value through the income statement	-	167
Derivative instruments in hedging relations	-	-
Investment held to maturity	-	-
Own receivables (including cash and cash equivalents)	254,912	212,740
Available-for sale financial assets	-	-
Financial liabilities		
At fair value through the income statement	-	-
Derivative instruments in hedging relations	-	-
Financial liabilities	235,664	182,218
Financial guarantees contracts	-	-

The following classes of financial instruments are presented within particular categories of instruments:

	31 December 2007	31 December 2006
Own receivables		
Receivables from related parties (note 3.11)	684	23
Receivables from other entities - current (note 3.11)	187, 866	149,927
Receivables from other entities – non-current	-	-
Cash and cash equivalents (note 3.12)	66,362	62,790
Total	254,912	212,740

	31 December 2007	31 December 2006
Financial liabilities		
Liabilities due to credits (note 3.18)	82,684	54,504
Liabilities to related parties (note 3.16)	403	225
Liabilities to other entities – current (note 3.16)	152,336	127,009
Liabilities to other entities – non-current	-	-
Liabilities due to finance lease (note 3.16)	241	480
Total	235,664	182,218

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

Currency structure of financial liabilities and assets are presented as follows:

	Financial assets		Financial liabilities	
	31 December 2007	31 December 2006	31 December 2007	31 December 2006
Currency - PLN	188,120	122,492	220,782	160,676
Currency - EURO	41,314	55,815	11,664	4,409
Currency - USD	18,447	27,805	2,543	16,342
Currency - GBP	22	2	116	-
Currency - UAH	1,544	215	187	21
Currency - AED	2,596	4,181	31	82
Currency - SKK	441	107	13	50
Currency - RUB	640	528	54	533
Currency - LTL	1,283	1,499	274	105
Currency -CHF	496	-	-	-
Currency -other	9	96	-	-
Total	254,912	212,740	235,664	182,218

As at 31 December 2007, maturity periods of particular classes of own receivables (trade receivables and cash equivalents) are presented as follows:

	1 year or less	1-2 years	2-5 years	Over 5 years	Total
Receivables from related parties	684	-	-	-	684
Receivables from other parties - current	183,027	4,839	-	-	187,866
Receivables from other parties – non-current	-	-	-	-	-
Cash and cash equivalent (note 3.12)	66,362	-	-	-	66,362
Total	250,073	4,839	-	-	254,912

As at 31 December 2006, maturity periods of particular classes of own receivables are presented as follows:

	1 year or less	1-2 years	2-5 years	Over 5 years	Total
Receivables from related parties	23	-	-	-	23
Receivables from other parties - current	132,978	16,804	145	-	149,927
Receivables from other parties – non-current	-	-	-	-	-
Cash and cash equivalent (note 3.12)	62,790	-	-	-	62,790
Total	195,791	16,804	145	-	212,740

As at 31 December 2007, maturity periods of particular classes of financial liabilities are presented as follows:

	1 year or less	1-2 years	2-5 years	Over 5 years	Total
Liabilities due to credits (note 3.18)	4,945	5,458	31,473	40,808	82,684
Liabilities to related parties	403	-	-	-	403
Liabilities to other entities - current	147,443	4,893	-	-	152,336
Liabilities to other entities – non-current	-	-	-	-	-
Liabilities due to finance lease	128	113	-	-	241
Total	152,919	10,464	31,473	40,808	235,664

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

As at 31 December 2006, maturity periods of particular classes of financial liabilities are presented as follows:

	1 year or less	1-2 years	2-5 years	Over 5 years	Total
Liabilities due to credits (note 3.18)	3,033	4,142	13,577	33,752	54,504
Liabilities to related parties	225	-	-	-	225
Liabilities to other entities - current	112,344	14,665	-	-	127,009
Liabilities to other entities – non- current	-	-	-	-	-
Liabilities due to finance lease	280	200	-	-	480
Total	115,882	19,007	13,577	33,752	182,218

The Group has adopted the following methods of valuation for particular classes of financial instruments:

Own receivables	Valuation method
Receivables from related parties (note 3.11)	according to the adjusted acquisition price
Receivables from other entities – current (note 3.11)	according to the adjusted acquisition price
Receivables from other entities – non-current	according to the adjusted acquisition price
Cash and cash equivalents (note 3.12)	at the fair value

Financial liabilities	Valuation method
Liabilities due to credits (note 3.18)	according to the adjusted acquisition price
Liabilities to related parties (note 3.16)	according to the adjusted acquisition price
Liabilities to other entities - current (note 3.16)	according to the adjusted acquisition price
Liabilities to other entities – non- current	according to the adjusted acquisition price
Liabilities due to finance lease (note 3.16)	according to the adjusted acquisition price

Within the reporting period, the company did not retrained items of financial assets to those valuated according to costs, adjusted acquisition costs or fair value.

The Group has not hedged financial assets.

3.9 Available-for-Sale Financial Assets

	12 months ended 31 December 2007	12 months ended 31 December 2006
At the beginning of the year	-	-
Additions	2,039	3,000
Disposal	(2,039)	(3,000)
At the end of the year	-	-
<i>Current portion</i>	-	-

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

Participation units in investment funds comprised shares in money market fund and debt securities of KBC GAMMA SFIO that ComArch S.A. had purchased as cash deposit. Participation units turnover is carried out off the regulated market.

Available-for-sale financial assets are valuated according to their fair value established basing on daily appraisal of net assets for a participation unit that is made by TFI KBC (investment funds association).

Information on disposal intention of available-for-sale financial assets: as at the balance sheet date the company did not held such assets.

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

3.10 Derivative Financial Instruments

	31 December 2007		31 December 2006	
	Assets	Liabilities	Assets	Liabilities
Forward foreign exchange contracts – held-for-trading	-	-	261	94
Total	-	-	261	94
<i>Current portion</i>	-	-	261	94

As at 31 December 2007, the Group held no open financial derivative instruments. The Group has been using forward contracts and currency options to reduce the effect of changes in cash flows on financial result, where cash flows are related to the planned transactions and changes are the result of foreign exchange risk. The above-mentioned instruments were valued at fair value according to market price and changes in valuation were referred into the results from financial operations.

3.11 Trade and Other Receivables

	31 December 2007	31 December 2006
Trade receivables	177,651	144,417
Write-off revaluating receivables	(5,699)	(3,343)
Trade receivables – net	171,952	141,074
Other receivables	4,849	1,945
Short-term prepayments	3,094	2,847
Prepayments of revenues	7,937	3,855
Loans	34	206
Receivables from related parties	684	23
	188,550	149,950
<i>Current portion</i>	188,550	149,950

The fair value of trade and other receivables is close to the balance sheet value presented above. There is no concentration of credit risk with respect to trade receivables as the Group has a large number of internationally dispersed customers. The Group has recognised a write-off due to loss in value of its trade receivables that was worth 4.89 million PLN (12 months ended 31 December 2007) and 1.58 million PLN (12 months ended 31 December 2006). The cost of this write-off was recognised in the other operating costs in the income statement.

3.12 Cash and Cash Equivalents

	31 December 2007	31 December 2006
Cash in hand, cash at banks	37,377	18,914
Current bank deposit	28,985	43,876
Total cash and cash equivalents	66,362	62,790

In 2007 an effective interest rate for short-term bank deposits was 3.6707 %, 3.2304 % for euro and 4.5410 % for usd. The average maturity period for these deposits was 1.8 day.

For the needs of the cash flow, cash and cash equivalents include cash in hand, deposits and equivalent. Credit in the current account is included in financial operations.

As at 31 December 2007 the company had no cash with limited disposal rights.

3.13 Assets Classified as Dedicated-for-Sale

	31 December 2007	31 December 2006
Non-current assets held for disposal	10,551	-
Total	10,551	-

In relation to the disposal intention, INTERIA.PL S.A. shares were classified as 'assets dedicated-for-sale' as at 31 December 2007. Earlier they were presented as investment in associates. On 3 December 2007, an agreement on INTERIA.PL S.A. ownership transfer between ComArch S.A. with its registered seat in Krakow and SKA was concluded. In consequence of this agreement ComArch S.A. transferred INTERIA.PL S.A. ownership to SKA. These were 2,267,814 registered preferential shares and 270,555 ordinary bearer shares. They in total constituted 36.08 % of share capital of INTERIA.PL S.A. and entitled to 48.48 % of votes at the annual general meeting of INTERIA.PL S.A. Therefore as at 31 December 2007 ComArch S.A. held no INTERIA.PL S.A. shares, however these shares were

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

still propriety of the Group. Due to the agreement concluded on 3 December 2007 on sales of INTERIA.PL S.A. shares to „Bauer Media Invest” GmbH, as at 31 December 2007, the shares were classified as 'assets dedicated-for-sale'. In January 2008, the sales transaction was settled. The valuation share in earnings for 2007 amounts to 3.26 million PLN.

3.14 Share Capital

	Number of shares	Ordinary shares	Own shares	TOTAL
At 1 January 2006	6,955,095	6,955,095	-	6,955,095
Conversion of bonds convertible into shares	563,675	563,675	-	563,675
At 31 December 2006	7,518,770	7,518,770	-	7,518,770
Execution of managerial option programme (registration by the District Court for Kraków- Śródmieście, XI Economic Division of the National Court Register of an increase in share capital on 20 April 2007)	441,826	441,826	-	441,826
At 31 December 2007	7,960,596	7,960,596	-	7,960,596

The nominal value of one share is 1 PLN.

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

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

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

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

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

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

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

Elżbieta and Janusz Filipiak held 3,411,383 shares (42.85 % of the company's share capital), which gave them 10,367,383 votes at the AGM and constituted 69.15 % of all votes at the AGM.

According to information on the day of the report, customers of BZ WBK AIB Asset Management S.A. held 2,150,852 shares (27.02 % of the company's share capital), which gave 2,150,852 votes at AGM and constituted 14.35 % of the total number of votes at the AGM. These shares comprise shares held by BZ WBK AIB Towarzystwo Funduszy Inwestycyjnych S.A. (Investment Funds), that according to information on the day of the report held 829,619 shares (10.42 % of the company's share capital), which gave 829,619 votes at AGM (5.53 % of the total number of votes at the AGM).

3.14.2 Changes in Share Capital in 2007

1) Subscription for Series I2 Shares

Subscription for series I2 shares began on 16 March 2007, and was completed on 23 March 2007. The shares were allocated on 26 March 2007. 441,826 shares were taken up by subscription. Subscriptions were made on 441,826 shares and 441,826 shares were allocated. An acquisition price of I2 shares was 1.00 PLN per every share. 13 persons subscribed for I2 shares and shares were allocated to 13 persons. The company did not enter into agreement on subissue. A value of subscription, i.e. number of offered shares multiplied by issue price was 441,826 PLN. Total issue costs amounted to 16,331.90 PLN, including:

- costs of an offering: 14,150.00 PLN,
- civil law activities tax: 2,181.90 PLN.

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

Issue costs will be settled into finance costs.

An average cost of subscription for series I2 shares per one share amounted to 0.04 PLN.

2) Registration by the District Court for Kraków-Śródmieście of an Increase in Share Capital and Changes in Statute

On 20 April 2007, the District Court for Kraków-Śródmieście, XI Economic Division of the National Court Register registered an increase in ComArch S.A.'s share capital to the amount of 7,960,596 PLN. After this increase company's share capital is divided into 7,960,596 shares. It corresponds to 15,029,396 votes at the company's AGM. The relevant change in statute was registered on 20 April 2007 by the District Court for Kraków-Śródmieście, XI Economic Division of the National Court Register. The company announced details in current reports no. 9/2007 and 10/2007.

3) Registration and Introduction to Trading of Series I2 Shares

On 28 May 2007, the Management Board of the Warsaw Stock Exchange decided to introduce to trading 441,826 series I2 ordinary bearer ComArch S.A. shares of nominal value of 1 PLN. Due to that fact the Management Board of the National Deposit for Securities registered the above-mentioned shares on 31 May 2007. After this registration the total number of ComArch S.A.'s securities is 6,193,396. The company announced details in current reports no. 13/2007, 15/2007 and 16/2007.

4) Registration of ComArch Software S.A.R.L.

On 14 September 2007 limited liability company was registered under the company name of ComArch Software S.A.R.L. with its registered seat in Lille, in France. Issuer's subsidiary, ComArch Software AG holds 100 % of ComArch Software S.A.R.L. shares, that constitute 100 % of the share capital and 100 % of votes at the meeting of shareholders. The share capital of ComArch Software S.A.R.L. amounts to 150,000 Euro and consists of 1,500 shares of nominal value of 100 Euro each. ComArch Software AG purchased the above-mentioned shares with internal means for the total price of 150,000 Euro. The subject matter of activities of ComArch Software S.A.R.L. is creation and implementation of IT systems.

5) Registration of ComArch Management Sp. z o.o. (Limited Liability Company)

On 19 October 2007, limited liability company was registered under the company name of ComArch Management Spółka z ograniczoną odpowiedzialnością with its registered seat in Krakow. The share capital of ComArch Management Sp. z o.o. amounts to 50,000.00 PLN and consists of 500 shares of nominal value of 100 PLN each. ComArch S.A. purchased the above-mentioned shares with internal means for the total nominal price of 50,000.00 PLN. The purchased shares constitute 100 % of ComArch Management Sp. z o.o.'s share capital and 100 % of votes at the shareholders' meeting of the company. The subject matter of activities of ComArch Management Sp. z o.o. are activities related to IT.

6) Registration of ComArch Management Sp. z o.o. SK-A (Limited Partnership and Joint-Stock Company)

On 21 November 2007 limited partnership and joint-stock company was registered under the company name of ComArch Management Spółka z ograniczoną odpowiedzialnością Spółka Komandytowo-Akcyjna with its registered seat in Krakow (hereinafter referred to as the "SKA"). The share capital of SKA amounts to 900,000.00 PLN and consists of 900,000 shares of nominal value of 1.00 PLN each. ComArch S.A. purchased the above-mentioned shares with internal means for the total nominal price of 900,000.00 PLN. The purchased shares constitute 100 % of SKA's share capital and 100 % of votes at the shareholders' meeting of the company. The subject matter of activities of SKA are activities related to IT.

7) Disposal of Significant Value Assets

On 30 November 2007 ComArch S.A. sold 900,000 shares of ComArch Management Spółka z ograniczoną odpowiedzialnością Spółka Komandytowo-Akcyjna with its registered seat in Krakow to ComArch Corporate Finance Closed Investment Fund with its registered seat in Krakow. The nominal value of each share is 1.00 PLN and they constitute 100 % of share capital and 100 % of votes at ComArch Management Sp. z o.o. SKA shareholders' meeting. Investment certificates issued by the Fund are not owner securities.

8) Ownership Transfer of INTERIA.PL S.A. Shares

On 3 December 2007, an agreement on INTERIA.PL S.A. ownership transfer between ComArch S.A. with its registered seat in Krakow and SKA was concluded. In consequence of this agreement ComArch S.A. transferred INTERIA.PL S.A. ownership to SKA. These were 2,267,814 registered preferential shares and 270,555 ordinary bearer shares. They in total constituted 36.08 % of share capital of INTERIA.PL S.A. and entitled to 48.48 % of votes at the annual general meeting of INTERIA.PL S.A. As at 31 December 2007 ComArch S.A. held no INTERIA.PL S.A. shares, however these shares were still propriety of the Group.

9) Resolution of the National Deposit for Securities on Registration of ComArch S.A. Shares

The Management Board of the National Deposit for Securities, with the resolution no. 367/07 dated 21 December 2007 on registration of 9,400 ordinary bearer ComArch S.A. shares with the code PLCOMAR00061. On 2 January 2008, they will be transformed from 9,400 registered preference shares marked with the code PLCOMAR00020. The Management Board of the National Deposit for Securities announced that beginning from 2 January 2008:

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

- a) There will be 1,757,800 ComArch S.A. shares marked with the code PLCOMAR00020;
- b) There will be 9,400 ComArch S.A. shares marked with the code PLCOMAR00061.

10) Transactions of Disposal/Purchase of Issuer's Shares by BZ WBK AIB Asset Management S.A.

- a) 17 May 2007

As result of disposal of the shares, which was settled on 17 May 2007, clients of BZ WBK AIB Asset Management S.A. decreased by over 2 % their participation in total number of votes at ComArch S.A.'s annual general meeting. They held over 10 % of total number of votes at ComArch S.A.'s annual general meeting up to the present.

On 17 May 2007, there were 1,513,179 ComArch S.A. shares in the managed securities accounts of BZ WBK AIB Asset Management S.A. clients, which constituted 19.01 % of the Company's share capital. This gave 1,513,179 or 10.07 % of the total votes at ComArch S.A.'s annual general meeting.

At the same time, BZ WBK AIB Asset Management S.A. informed that BZ WBK AIB Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna authorised BZ WBK AIB Asset Management S.A. to manage investment portfolios of investment funds, whose body Towarzystwo is. With relation to authorisation mentioned above, this notice ought to take into account ComArch S.A. shares, which are held by funds. The company announced details in current report no.15/2007.

- b) 30 May 2007

As a result of disposal of the shares, which was settled on 30 May 2007, clients of BZ WBK AIB Asset Management S.A. hold less then 10 % in total number of votes at ComArch S.A.'s annual general meeting.

On 30 May 2007, there were 1,461,243 ComArch S.A. shares in the managed securities accounts of BZ WBK AIB Asset Management S.A. clients, which constituted 18.36 % of the Company's share capital. This gave 1,461,243 or 9.72 % of the total votes at ComArch S.A.'s annual general meeting. The company announced details in current report no.18/2007.

- c) 13 December 2007

As a result of purchases of the shares, which were settled on 13 December 2007, customers of BZ WBK AIB Asset Management Spółka Akcyjna with its registered seat in Poznan held more than 10 % of votes at the annual general meeting of ComArch S.A. On 13 December 2007, there were 1,504,869 ComArch S.A. shares in the managed securities accounts of BZ WBK AIB Asset Management S.A. clients, which constituted 18.90 % of the company's share capital. This gave 1,504,869 or 10.01 % of the total votes at ComArch S.A.'s annual general meeting.

Within the next 12 months, both an increase and decrease in share in ComArch S.A.'s share capital are possible. Potential decisions on purchase or disposal of shares will rely on company's situation, assessment of this situation and market conditions. Value of assets managed by BZ WBK Asset Management S.A. will have also influence on purchase or disposal decision making.

At the same time, BZ WBK AIB Asset Management S.A. informed that pursuant to art. 46, sec. 1, pt 1) of the Act on investment funds dated 27 May 2004 (Journal of Laws No. 146, pos. 1546, and subsequent changes), BZ WBK AIB Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna (investment funds) authorised BZ WBK AIB Asset Management S.A. to manage investment portfolios of investment funds, whose body Towarzystwo is (hereinafter referred to as the "Funds"). With relation to authorisation mentioned above, this notice ought to take into account ComArch S.A. shares, which are held by funds. The company announced details in current report no. 54/2007.

11) Transactions of Disposal/Purchase of Issuer's Shares by BZ WBK AIB TFI S.A. (Investment Funds)

- a) 16 July 2007

BZ WBK AIB Towarzystwo Funduszy Inwestycyjnych S.A., on behalf of Arka BZ WBK Shares Open Investment Fund, Arka BZ WBK Stable Growth Open Investment Fund, Arka BZ WBK Balanced Open Investment Fund as well as Lukas Open Investment Fund (hereinafter referred to as the "Funds"), informed that, as a result of disposal of the shares, which was settled on 16 July 2007, the above-mentioned Funds hold less then 5 % in total number of votes at ComArch S.A.'s annual general meeting.

On 16 July 2007, there were 746,533 ComArch S.A. shares in the securities accounts of Funds, which consisted 9.38 % of the equity. This gave 746,533 or 4.97 % of the total votes at ComArch S.A.'s annual general meeting. The company announced details in current report no. 39/2007.

- b) 13 December 2007

As a result of purchases of the shares, which were settled on 13 December 2007, Arka BZ WBK Share Open Investment Fund, Arka BZ WBK Stable Growth Open Investment Fund, Arka BZ WBK Balanced Open Investment Fund as well as Lukas Open Investment Fund (hereinafter referred to as the "Funds") held more then 5 % in total number of votes at ComArch S.A.'s annual general meeting.

On 13 December 2007, there were 829,619 ComArch S.A. shares in the securities accounts of Funds, which consisted 10.42 % of the equity. This gave 829,619 votes or 5.52 % of the total votes at ComArch S.A.'s annual general meeting.

At the same time, Towarzystwo informed that pursuant to art. 46, sec. 1, pt 1) of the Act on investment funds dated 27 May 2004 (Journal of Laws No. 146, pos. 1546, and subsequent changes), authorised BZ WBK AIB Asset Management S.A. to manage investment portfolios of investment funds. With relation to authorisation mentioned above, BZ WBK AIB Asset Management S.A. has also the purchase information duty. The company announced details in current report no. 55/2007.

SUPPLEMENTARY INFORMATION

12) Other Disposal/Purchase of the Company's Shares

On 11 January, one of ComArch S.A.'s managing persons sold 150 ordinary bearer shares of ComArch S.A. for 201 PLN each.

On 17 January 2007, one of ComArch S.A.'s supervising person sold 10,000 (in words: ten thousands) ordinary bearer ComArch S.A. shares for 222 PLN each, i.e. 2,220,000 PLN. The above-mentioned transaction was concluded on regulated market-Warsaw Stock Exchange.

On 15 June 2007, married couple of a supervising person and a managing person sold 65,000 ordinary bearer ComArch S.A. shares for 219 PLN each. Information was prepared on 15 June 2007 in Krakow.

On 25 June 2007 and 26 June 2007, one of ComArch S.A.'s managing persons sold 22,566 ordinary bearer shares of ComArch S.A. for average price of 209,14 PLN each. Information was prepared on 27 June 2007 in Krakow.

Between 28 June 2007 and 5 July 2007, a person who has access to confidential information about ComArch S.A. sold 36,590 ordinary bearer shares of ComArch S.A. for average price of 201.927651 PLN each. Information was prepared on 5 July 2007 in Krakow.

Between 13 June 2007 and 6 July 2007, a person who has access to confidential information about ComArch S.A. sold 10,776 ordinary bearer shares of ComArch S.A. for average price of 213.57 PLN each. Information was prepared on 9 July 2007 in Krakow.

Between 25 June 2007 and 13 July 2007, a person who has access to confidential information about ComArch S.A. sold 950 ordinary bearer shares of ComArch S.A. for average price of 214.48 PLN each. Information was prepared on 23 July 2007 in Krakow.

On 10 July 2007, married couple of a supervising person and a managing person sold 22,420 ordinary bearer shares of ComArch S.A. at average price of 223.66 PLN every share. Information was prepared on 13 July 2007 in Krakow.

On 9 July 2007 and 10 July 2007, a member of ComArch S.A.'s Management Board sold 5,966 ordinary bearer shares of ComArch S.A. at average price of 223.88 PLN every share. Information was prepared on 16 July 2007 in Krakow.

Between 4 June 2007 and 4 August 2007 a person who has access to confidential information about ComArch S.A. sold 5,001 ordinary bearer shares of ComArch S.A. for average price of 215.26 PLN each. Information was prepared on 20 August 2007 in Krakow.

Between 21 August 2007 and 23 August 2007 a member of ComArch S.A.'s Management Board sold 5,758 ordinary bearer shares of ComArch S.A. at average price of 180.24 PLN every share. Information was prepared on 28 August 2007 in Krakow.

On 22 August 2007 a member of ComArch S.A.'s Management Board sold 9,850 ordinary bearer shares of ComArch S.A. at average price of 180.00 PLN every share. Information was prepared on 24 August 2007 in Krakow.

On 29 August 2007 a member of ComArch S.A.'s Management Board sold 10,776 ordinary bearer shares of ComArch S.A. at average price of 190.50 PLN every share. Information was prepared on 31 August 2007 in Krakow.

The above-mentioned transactions were concluded on regulated market-Warsaw Stock Exchange.

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

a) Managerial Option Programme for 2005-2007

On 30 June 2005, the Annual General Meeting of Shareholders passed Resolution no. 51 on the managerial options programme for members of the Management Board and the company's Key Employees (17 persons in total). The objective of the programme was to additionally motivate members of the Management Board and Key Employees by options on Comarch shares (hereinafter referred to as the "Option") dependent on increases in the value of the company and its net profit. The program was executed through offers of newly-issued shares in the company in 2006, 2007 and 2008 to members of the Management Board and Key Employees. The value of the Option was at all times equivalent to the difference between the average closing price of the company's shares as of December of each year of the execution of the programme (beginning with 2005) and the issue price of shares offered to members of the Management Board and Key Employees. The bases for the calculation of the value of the Option were increases in company capitalisation, calculated as follows:

- For 2006 it was the difference between the average capitalisation of the company in December 2005 and the average capitalisation of the company in December 2004; this was calculated using the average closing price of Comarch shares in December 2004 as 69.53 PLN;
- For 2007 it was the difference between the average capitalisation of the company in December 2006 and its average capitalisation in December 2005;
- For 2008 it was the difference between the average capitalisation of the company in December 2007 and its average capitalisation in December 2006, where the average capitalisation was the number of shares multiplied by the average closing price for shares of the company in December of a given year.

The Option was defined in each successive year of the program separately for each entitled individual as set forth in

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

Resolution no. 51 of the AGM. The total value of the option was 9.4 % of the increase in capitalisation in the periods set forth in Clauses a), b) and c) (for options No. 1, No. 2 and No. 3, respectively) at the beginning. As at 31 December 2007 and after the application of changes to the program (pursuant to the resolution of the AGM passed on 22 June 2006 and according to changes to the list of program participants that took place in the third quarter of 2006) the value of the Option amounted to 7.8 % of the increase in capitalisation.

Pursuant to IFRS2, the company is obliged to calculate the value of the Option and classify it as a cost in the income statement in the Option period, i.e. from its issue date until its expiry date. Beginning with the third quarter of 2005, the company classifies the value of particular Options in its income statement. The company notes that despite the fact that the value of the Option decreases the net profit of the company and of the Group, this operation does not affect the value of cash flows. Moreover, the economic cost of the Option shall be classified in the income statement through its inclusion in the "diluted net profit" of newly issued shares for the participants of the programme. Despite the fact that the IFRS2 standard was officially adopted by the European Union to companies listed on the stock exchange in the preparation of consolidated statements, many experts point out its controversial nature – in their opinion, placing the cost of the Option in the income statement results in the double inclusion of the effect of the Option programme (once by result and second by dilution).

Pursuant to requirements of IFRS2, the valuation of the Option was carried out as at the date of the resolution on the option programme, i.e. as at 30 June 2005. The Monte Carlo simulation technique was used to value the Option. It was combined with the process of discounting non-negative financial flows related to the options calculated on the basis of the MAX () function. Apart from the assumptions resulting from the nature of the Option program described above, the following additional assumptions were adopted for the needs of the valuation:

- 4.6 % risk-free rate (the interest rate on 52-week treasury bills);
- 0 % dividend rate (the dividend rate in the period forecast as at the date of the passage of the programme);
- 17 % anticipated volatility (anticipated volatility based on historical volatility from the last 200 quotations prior to the date of the passage of the program on the basis of the average price of shares from opening and closing prices).

Initially, the determined total value of Options amounted to 6.20 million PLN including:

- a) Option No. 1, i.e. the option due to increases in capitalisation in 2005: 0.044 million PLN;
- b) Option No. 2, i.e. the option due to increases in capitalisation in 2006: 3.05 million PLN;
- c) Option No. 3, i.e. the option due to increases in capitalisation in 2007: 3.1 million PLN.

After changes to the program were applied (pursuant to the resolution of the AGM passed on 22 June 2006 and according to changes to the list of program participants that took place in 2006 and 2007) the value of the Option amounts to 5.79 million PLN.

As at 31 December 2007, the value of the Option for the Management of the Board and Key Employees amounts to:

- a) The value of the option for the Management Board: 84.62 %, i.e. 4.9 million PLN
- b) The value of the option for Key Employees: 15.38 %, i.e. 0.89 million PLN

The value of the Option recognised in the income statement for 12 months ended 31 December 2007 amounted to 1.08 million PLN.

Pursuant to the conditions of the program, the company has determined that:

- a) the average capitalisation of ComArch S.A. as of December 2004 was 476.5 million PLN,
- b) the average capitalisation of ComArch S.A. as of December 2005 was 441.7 million PLN,
- c) the average capitalisation of ComArch S.A. as of December 2006 was 1,539.7 million PLN,
- d) the average capitalisation of ComArch S.A. as of December 2007 was 1,410.4 million PLN.

The difference between the average capitalisation in December 2005 and the average capitalisation in December 2004 is negative, which means that the basic condition of the programme has not been met. As a result, shares for members of the Management Board and Key Employees were not issued in 2006.

Basing on the company's quotations on Warsaw Stock Exchange, the Board of Supervisors agreed an increase in the Company's cap of 1,098,010,607.08 PLN as at 31 December 2006. The Board of Supervisors agreed an option's value in the amount of 8.2 % of the increase in cap, i.e. 90,036,869.78. On 12 February 2007, the company's Board of Supervisors passed a resolution concerning execution of managerial option programme and declared that 441,834 series I2 shares will be issued, of nominal value of 1 PLN and issue price of 1 PLN. On 14 March 2007, the company's Board of Supervisors passed a resolution changing a resolution no. 1/2/2007 dated 12 February 2007 on execution of managerial option programme. In relation to the decision of the Board of Supervisors that fractional parts of the shares' numbers are eliminated, 441,826 series I2 ordinary bearer shares will be issued, of nominal value of 1 PLN and issue price of 1 PLN. These fractional parts of the shares' numbers result from applying the assumptions that are established in a resolution no. 51 of the Ordinary General Meeting dated 30 June 2005 concerning passing the managerial option programme for members of the Board and key employees.

The difference between the average capitalisation in December 2007 and the average capitalisation in December 2006 is negative, which means that the basic condition of the programme has not been met. As a result, shares for members of the Management Board and Key Employees will not be issued in 2008.

b) Managerial Option Programme for 2008-2010

On 30 June 2007, the Annual General Meeting of Shareholders passed Resolution no. 16 on the managerial options programme for company's Key Employees for 2008-2010. The objective of the programme is to additionally motivate members of the Management Board and Key Employees by options on Comarch shares (hereinafter referred to as the "Option") dependent on increases in the value of the company and increase in its capitalisation. The program will be executed through offers of newly-issued shares in the company in 2009, 2010 and 2011 to Key Employees. The

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

value of the Option is to be at all times equivalent to the difference between the average closing price of the company's shares as of December of each year of the execution of the programme (beginning with 2008) and the issue price of shares offered to Key Employees. The basis for the calculation of the value of the Option shall be increases in company capitalisation, calculated as follows:

- For 2008 it will be the difference between the average capitalisation of the company in December 2007 and the average capitalisation of the company in December 2008; this will be calculated using the average closing price of Comarch shares in December 2004 as 69.53 PLN;
- For 2009 it will be the difference between the average capitalisation of the company in December 2008 and its average capitalisation in December 2009;
- For 2010 it will be the difference between the average capitalisation of the company in December 2009 and its average capitalisation in December 2010.

In the fourth quarter of the year that precedes the year of the Programme execution, the Supervisory Board of the company shall establish a list of Key Employees and single option factors. List of Key Employees and single option factors shall be established independently for each subsequent year. The total value of the all single option factors for each Key Employee in the given year shall amount to 3 % (in words: three percent) of increase in the company's capitalisation.

Pursuant to IFRS2, the company is obliged to calculate the value of the Option and classify it as a cost in the income statement in the Option period, i.e. from its issue date until its expiry date. The company will recognise the value of the particular options beginning from the options' acquiring, i.e. an establishment by the Supervisory Board a list of Key Employees and single option factors for each subsequent year.

On 10 December 2007, with the resolution no. 3/12/2007, the Supervisory Board of ComArch S.A. established a list of Key Employees and single option factors for 2008. The total value of the all single option factors for each Key Employee in 2008 shall amount to 3 %.

Pursuant to IFRS2, the company has valued the Option with Black & Scholes model and the Monte Carlo simulation technique. It was combined with the process of discounting non-negative financial flows related to the options calculated on the basis of the MAX () function. Apart from the assumptions resulting from the nature of the Option program described above, the following additional assumptions were adopted for the needs of the valuation:

- 5.74 % risk-free rate (the interest rate on 52-week treasury bills);
- 0 % dividend rate (the dividend rate in the period forecast as at the date of the passage of the programme);
- 34.45 % anticipated volatility (anticipated volatility based on historical volatility from the last 200 quotations prior to the date of the passage of the program on the basis of the average price of shares from opening and closing prices). The determined Option's value amounts to 5.94 million PLN and it will be recognised in the income statement for 2008.

3.14.4 After the Balance Sheet Date

1) Introduction of 9,400 Series A Shares to Trading

With the resolution no. 7/2008 dated 4 January 2008, the Management Board of the Warsaw Stock Exchange decided that pursuant to &19, sec. 1 and 2 of the Rules of the Warsaw Stock Exchange 9,400 ordinary bearer series A ComArch S.A. shares of nominal value of 1 PLN each are admitted to trading. Pursuant to &38 sec. 1 of the Rules of the Warsaw Stock Exchange, the Management Board of the Warsaw Stock Exchange decided that the shares mentioned in the point 1 will be introduced to trading on 11 January 2008, providing that on 11 January 2008 they will be assimilated by the National Deposit for Securities with other ComArch S.A. shares already in trading.

2) Change in Rights Attached to Series A Shares

Due to request of a shareholder and pursuant to resolution no. 1/16/2007 of ComArch S.A.'s Management Board passed on 13 August 2007 rights attached to 9,400 series A shares have been changed:

1) issuer's shares related to this change:

-9,400 registered preference series A shares

2) legal basis of taken action:

-Article 8 section 1 and 3 of ComArch S.A.'s Statute,

-Resolution no. 1/16/2007 of ComArch S.A.'s Management Board passed on 13 August 2007,

-Resolution No. 913/07 of the Management Board of the National Deposit for Securities dated 21 May 2007.

3) rights attached to shares before and after conversion

-before conversion – registered shares preferential for vote so that 5 votes in the General Meeting corresponds with each share,

-after conversion – ordinary bearer shares with no preferences.

4) number of converted registered preference shares: 9,400

5) number of votes at the issuer's general meeting after conversion: 14,991,796

3) Increase in BZ WBK AIB Asset Management S.A.'s Share in the Total Number of Votes at General Meeting of ComArch S.A.

a) 2 January 2008

As result of purchases of the shares, which were settled on 2 January 2008 as well as conversion of registered preference shares into ordinary bearer shares, clients of BZ WBK AIB Asset Management S.A. increased their share in total number of votes at ComArch S.A.'s annual general meeting by more than 2 %.

On 2 January 2008, there were 1,833,464 ComArch S.A. shares in the managed securities accounts of BZ WBK AIB Asset Management S.A. clients, which constituted 23.03 % of the company's share capital. This gave 1,833,464 or

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

12.23 % of the total votes at ComArch S.A.'s annual general meeting.

At the same time, BZ WBK AIB Asset Management S.A. informed that pursuant to art. 46, sec. 1, pt 1) of the Act on investment funds dated 27 May 2004 (Journal of Laws No. 146, pos. 1546, and subsequent changes), BZ WBK AIB Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna authorised BZ WBK AIB Asset Management S.A. to manage investment portfolios of investment funds, whose body Towarzystwo is (hereinafter referred to as the "Funds"). With relation to authorisation mentioned above, this notice ought to take into account ComArch S.A. shares, which are held by funds. The company announced details in current report no. 3/2008.

b) 18 March 2008

As result of purchases of the shares, which were settled on 18 March 2008, clients of BZ WBK AIB Asset Management S.A. increased their share in total number of votes at ComArch S.A.'s annual general meeting by more than 2 %.

On 18 March 2008, there were 2,150,852 ComArch S.A. shares in the managed securities accounts of BZ WBK AIB Asset Management S.A. clients, which constituted 27.02 % of the company's share capital. This gave 2,150,852 or 14.35 % of the total votes at ComArch S.A.'s annual general meeting.

At the same time, BZ WBK AIB Asset Management S.A. informed that pursuant to art. 46, sec. 1, pt 1) of the Act on investment funds dated 27 May 2004 (Journal of Laws No. 146, pos. 1546, and subsequent changes), BZ WBK AIB Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna authorised BZ WBK AIB Asset Management S.A. to manage investment portfolios of investment funds, whose body Towarzystwo is (hereinafter referred to as the "Funds"). With relation to authorisation mentioned above, this notice ought to take into account ComArch S.A. shares, which are held by funds. The company announced details in current report no. 6/2008.

4) Resolution of the National Deposit for Securities on Assimilation of Series A Shares

The Management Board of the National Deposit for Securities announced that decided to assimilate 9,400 ComArch S.A. shares (marked with the code PLCOMAR00061) with 6,193,396 ComArch S.A. shares (marked with the code PLCOMAR00012). Assimilated shares will be marked with the code PLCOMAR00012. The Management Board of the National Deposit for Securities announced that beginning from 11 January 2008 there will be 6,202,796 ComArch S.A. shares marked with the code PLCOMAR00012.

5) Settlement of Sales of INTERIA.PL S.A. Shares

In January 2008, a transaction of sales of INTERIA.PL S.A. shares by "COMARCH MANAGEMENT Spółka z ograniczoną odpowiedzialnością" Spółka Komandytowo-Akcyjna to "BAUER MEDIA INVEST" GmbH was settled. It was a consequence of an agreement concluded between ComArch S.A. and "BAUER MEDIA INVEST" GmbH on 3 December 2007. The company announced details in current report no. 52/2007. In relation to the disposal intention, INTERIA.PL S.A. shares were classified as assets held for disposal as at 31 December 2007. The valuation share in earnings for 2007 amounts to 3.26 million PLN.

3.15 Other Capitals

3.15.1 Capital of the Company's Shareholders

	Capital from valuation of the managerial option	Investment capital and capital for covering the budget commitments	Supplementary capital from premium share	Total
Balance at 31 December 2006	4,709	745	122,341	127,795
Balance at 1 January 2007	4,709	745	122,341	127,795
Capital due to the conversion of convertible bonds into shares	-	-	-	-
Managerial option valuation	1,080	-	-	1,080
Balance at 31 December 2007	5,789	745	122,341	128,875

There was a change in presentation of equities in the financial statement as at 31 December 2006. Profits achieved by the dominant unit during previous years that were presented in other capitals, are presented in retained profit. The same presentation method is continued in 2007. There was no dividend paid for the year 2006.

3.15.2 Minority Capital

	Total
Minority capital	
As at 1 January 2006	14,353
Share of the minority shareholders in the result for 2006 (MKS Cracovia SSA)	227
As at 31 December 2006	14,580
As at 1 January 2007	14,580
Share of the minority shareholders in the result for 2007 (MKS Cracovia SSA)	(352)
As at 31 December 2007	14,228

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

3.16 Trade and Other Payables

	31 December 2007	31 December 2006
Trade payables	75,203	64,609
Financial liabilities	-	-
Advances received due to services	5,202	6,599
Liabilities to related parties	403	225
Liabilities due to social insurance and other tax charges	16,964	14,380
Investments liabilities	5,115	4,229
Subsidies received	2,071	1,479
Provision for leave	8,527	7,037
Reserve on costs relating to the current period, to be incurred in the future	28,342	25,673
Other payables	9,611	2,257
Special funds (Social Services Fund and Residential Fund)	1,429	1,226
Total liabilities	152,867	127,714

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

3.17 Long-term Contracts

	12 months ended 31 December 2007	12 months ended 31 December 2006
Revenues due to long-term contracts recognised in the reporting period	101,848	123,155
a) revenues from completed contracts recognised in the reporting period	46,680	47,058
b) revenues from contracts not completed recognised in the reporting period	55,168	76,097
c) revenues from contracts not completed recognised in the reporting period- an effect of settlement pursuant to IAS 11	(3,501)	2,996

Due to the fact that the Group applies the rule of determining the degree of work progress in proportion to the share of incurred costs in the entire costs of a contract, the sum of incurred costs and recognised results corresponds to revenues.

At the end of the reporting period, long-term contracts were valued in accordance with the degree of work progress. Changes in settlements due to long-term contracts recognised in assets and liabilities between 31 December 2006 and 31 December 2007 is presented below:

	Prepayments	Accruals	Net
Revenues from long-term contracts included in the reporting period			
Balance of the consolidated prepayments/accruals as at 31 December 2005	25,521	14,335	11,186
Balance of the consolidated prepayments/accrual as at 31 December 2006	23,926	9,744	14,182
Change	1,595	4,591	2,996
Balance of the consolidated prepayments/accrual as at 01 January 2007	23,926	9,744	14,182
Balance of the consolidated prepayments/accrual as at 31 December 2007	17,806	7,125	10,681
Change	6,120	2,619	(3,501)

Difference between change in prepayments/accrual and contracts (according to IAS 11).

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

3.18 Credits and loans

	31 December 2007	31 December 2006
Non-current		
Bank credits	77,739	51,471
Loans	-	-
	77,739	51,471
Current		
Bank overdraft	-	-
Loans	205	592
Bank credits	4,740	2,441
	4,945	3,033
Total credit and loans	82,684	54,504

Investments credits

ComArch S.A. credit lines:

a) An investment credit from Fortis Bank Polska S.A. with its registered seat in Warsaw in amount of 20 million PLN for the financing of the first construction stage of production and office buildings in the Special Economic Zone in Krakow. The crediting period may last a maximum of 10 years, i.e. until 2015. This credit has a variable interest rate. As at 31 December 2007, the value of the credit to be repaid amounted to 15 million PLN. A promissory note, the mortgage on land and the building insurance policy are security for this credit.

b) An investment credit from Kredyt Bank S.A. with its registered seat in Warsaw, for the financing of the second construction stage of production and office buildings in the Special Economic Zone in Krakow. The credit amounts to 80 % of the investment value up to a maximum of 26.82 million PLN. The crediting period may last a maximum of 16 years at a variable interest rate. A promissory note, the mortgage on land and the building insurance policy are security for this credit. As at 31 December 2007, the value of the credit to be repaid amounted to 26.56 million PLN.

c) An investment credit from Fortis Bank Polska S.A. with its registered seat in Warsaw, for the financing of the third construction stage of production and office buildings in the Special Economic Zone in Krakow. The credit amounts to 85 % of the investment value up to a maximum of 44,000,000 PLN. The crediting period may last a maximum of 16 years at a variable interest rate and should be taken out by 27 June 2008. A promissory note, the mortgage on land and the building insurance policy are security for this credit. As at 31 December 2007, the value of the credit used amounted to 25.77 million PLN.

d) An investment credit from Bank Pekao S.A. with its registered seat in Warsaw, for the financing of purchase of land in the Special Economic Zone in Krakow. The credit amounts to 15.1 million PLN. The crediting period may last a maximum of 5 years at a variable interest rate. The mortgage on the land is security for this credit. As at 31 December 2007, the value of the credit to be repaid amounted to 15.1 million PLN.

The value of liabilities due to bank credits was recognised in the amount of depreciated cost that was determined using the effective interest. The fair value of liabilities due to credits and loans does not differ significantly from the balance sheet value. Within reporting period there were no overdue pay nor interest payment on credits and loans. Comarch did not breach of any other provisions of the credit or loan agreements that could entitle the creditor to claim for earlier repayment of the credit or loan.

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

The exposure of Group's bank credits to interest rate changes:

	Amount of bank credits at 31 December 2007	Capital to be repaid in the period			
		6 months or less	6-12 months	1-5 years	Over 5 years
Investments credits	82,422	1,564	3,119	36,931	40,808
Interests	57	57	-	-	-
	82,479	1,621	3,119	36,931	40,808

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

	31 December 2007	31 December 2006
Between 1 and 2 years	5,458	4,142
Between 2 and 5 years	31,473	13,577
Over 5 years	40,808	33,752
	77,739	51,471

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

The effective interest rates at the balance sheet date:

	31 December 2007	31 December 2006
	PLN	PLN
Bank credits	6.18 %	5.34 %
Loans	6.20 %	2.95 %

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

	31 December 2007	31 December 2006
In Polish currency	82,684	54,504
	82,684	54,504

Current credit lines (available, undrawn at the balance sheet date):

	31 December 2007	31 December 2006
At variable interest:		
– expiring within one year	25,436	10,000
	25,436	10,000

3.19 Contingent Liabilities

On 31 December 2007, the value of bank guarantee and letters of credit issued by banks on order from ComArch S.A. in reference to executed agreements and participation in tender proceedings was 46.46 million PLN, whereas it was 32.02 million PLN on 31 December 2006.

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

	31 December 2007	31 December 2006
Credit lines*	90,000	67,000
	90,000	67,000

(*) they comprise credit lines at current account that are described in 3.18

On 10 December 2007, an annex to the credit agreement with Fortis Bank Polska SA was signed. It is related to financing of the third construction stage of production and office buildings in the Special Economic Zone in Krakow. The company announced details of the agreement on 9 June 2006 in current report no. 33/2006. The annex increases credit's amount by 14 million PLN up to 44 million PLN and it exceeds crediting period from 16 to 18 years, till 29 July 2024. The company announced details in current report no. 53/2007.

As at 31 December 2007, there were no ComArch S.A.'s suretyships for the debts of INTERIA.PL S.A. from lease agreements (compared to 0.094 million PLN as at 31 December 2006).

The Comarch Group is the defendant in legal proceedings, in which the potential total amount of third party claims is 0.76 million PLN. In the previous year provisions for part of these claims were created. In the fourth quarter of 2007, additional provisions for these claims were created and amounted to 0.323 million PLN.

As at 31 December 2007, the Group did not have any contractual obligations due to operational leasing agreements.

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

3.20 Deferred Income Tax

	31 December 2007	31 December 2006
Deferred income tax assets		
Beginning of year:	10,994	7,272
- charged to financial result	10,994	7,272
Movement on deferred income tax account charged to financial result		
- recognition of an asset due to tax loss in ComArch, Inc.	295	-
- dissolution of an asset due to tax loss for the previous years in ComArch Software AG	(988)	(1,197)
- recognition of an asset due to tax relief of the dominant unit due to activities in Special Economic Zone	8,740	6,814
- dissolution of an asset due to tax relief of the dominant unit due to activities in Special Economic Zone	(6,814)	(4,750)
- dissolution/recognition of an asset due to valuation of INTERIA.PL S.A. shares	(755)	(568)
- recognition/dissolution of an asset due to temporary differences related to costs (depreciation, costs of research works)	708	2,435
- recognition of an asset for a possible to settle tax loss in ComArch Software AG	161	988
End of year	12,341	10,994
- charged to financial result	12,341	10,994
Deferred tax liabilities		
Beginning of year:	6,309	5,649
- charged to equity	5,430	5,430
- charged to financial result	879	219
Movement on deferred tax liabilities charged to financial result		
- recognition of a liability due to valuation of NetBrokers shares	-	-
- liability due to temporary differences related to costs	325	879
- dissolution of provision for deferred income tax related to NetBrokers	-	(219)
End of the period	6,634	6,309
- charged to equity	5,430	5,430
- charged to financial result	1,204	879

Deferred income tax asset

	Tax loss asset	Depreciation	Provisions for costs, revaluating write-offs	Asset due to valuation of INTERIA.PL S.A.	Asset due to tax relief related to income tax (SEZ)	Total
At 1 January 2006	1,197	-	2	1,323	4,750	7,272
-charged to financial result	1,197	-	2	1,323	4,750	7,272
(Charged)/credited to the result for 2006	(209)	-	2,435	(568)	2,064	3,722
At 31 December 2006	988	-	2,437	755	6,814	10,994
(Charged)/credited to the result for 2007	(532)	-	708	(755)	1,926	1,347
At 31 December 2007	456	-	3,145	-	8,740	12,341
-charged to financial result	456	-	3,145	-	8,740	12,341

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

Deferred income tax liability

	Depreciation	Provisions	Provisions due to valuation of NetBrokers Sp. z o.o.	Provisions due to fair value valuation of MKS Cracovia SSA's assets	Total
At 1 January 2006	-	-	219	5,430	5,649
Charged/(credited) to the result for 2006	879	-	(219)	-	660
At 31 December 2006	879	-	-	5,430	6,309
-charged to financial result	879	-	-	-	879
-charged to equity	-	-	-	5,430	5,430
Charged/(credited) to the result for 2007	325	-	-	-	325
At 31 December 2007	1,204	-	-	5,430	6,634
-charged to financial result	1,204	-	-	-	1,204
-charged to equity	-	-	-	5,430	5,430

As a result of Poland joining the European Union, an act was passed on 2 October 2003 that changed the act on special economic zones and certain other acts (Journal of Laws No. 188 Item 1840) that changed the conditions for tax exemptions for entities operating in special economic zones. Pursuant to the article 6, section 1 of this act, these entities may apply for changes to the terms and conditions of their permits in order to adjust them to the principles for granting public aid in force in the European Union. Pursuant to the article 5 section 2 pt. 1 lit. b), pt. 2, pt. 3 of the act, the maximum amount of public aid for entities, which operate in a special economic zone on the basis of a permit issued before 1 January 2000, cannot exceed 75 % of the value of investments incurred in the period from the date of obtaining the permit until 31 December 2006, provided that in determining the maximum amount of public aid, the total amount of public aid obtained since 1 January 2001 is taken into consideration. This means a change in the current method of granting tax relief (public aid) from unlimited relief to relief that is limited in value and depends on the value of investments made. In the case of ComArch S.A., the maximum value of public aid will not exceed 75 % of the value of investment expenditures, which the company has incurred/shall incur since obtaining the permit, i.e. 22 March 1999, until 31 December 2006.

The costs of investments and the amount of aid are subject to discounting pursuant to Par. 9 of the Regulation of the Ministry from 14 September 2004 on the Krakow Special Economic Zone (Journal of Laws 220 Item 2232) with wording changed pursuant to Par. 1 of the Regulation of the Ministry from 8 February 2005 that changed the Ordinance on the Krakow Special Economic Zone (Journal of Laws No. 32 Item 270) and with Par. 2 of the latter Ordinance taken into consideration.

ComArch S.A. approached the Minister of the Economy in order to change the terms and conditions of its permit. On 1 July 2004, it received a decision from the Minister of the Economy dated 24 June 2004 on the topic of changes to the terms and conditions of the permit (those mentioned above and those compliant with the act). The updated permit extended the period in which ComArch S.A. is entitled to use public aid for investments incurred in the special economic zone until 31 December 2017.

Pursuant to IAS 12, unused tax relief as at 31 December 2007 constitutes a deferred income tax asset. The limit of the unused investment relief as at 31 December 2007, discounted as at the permit date, is 27.18 million PLN.

Within the period of 12 months of 2007, due to a high level of income from activities in the Special Economic Zone in Krakow in 2007, the company dissolved in total an asset in the amount of 6.81 million PLN that was established as at 31 December 2006.

As at 31 December 2007, the company presented a deferred income tax asset in the income statement due to activities in the SSE (hereinafter referred to as the "Asset") that was worth 8.74 million PLN. This Asset will be realised successively (as write-offs diminishing net profit of the Group) in proportion to the generation of Comarch's tax-exempt income in 2008. The effect of the above-mentioned operation on the result of 2007 was 1.93 million PLN. At the same time, pursuant to IAS12, the company will regularly verify the valuation of the Asset considering the possibilities of its realisation and further recognition. Additionally, the company signifies that the recognition of this Asset does not have any influence on cash flow in the company and in the Group (both the recognition and realisation of the Asset). This is an accrual based operation and is a result of the fact that the Group applies IFRS when preparing consolidated financial statements of the Group.

ComArch S.A. approached in order to get a new permit because it is still going to invest in the Special Economic Zone. The company received the permit on 17 April 2007.

2. During 2007, the Group settled in part a deferred tax asset related to temporary differences that was recognised on 31 December 2006 and worth 2.52 million PLN; and the Group dissolved a deferred tax provision that was recognised in 2006 and worth 0.029 million PLN. At the same time, an asset due to temporary differences was recognised in the amount of 2.47 million PLN as well as deferred tax provision in the amount of 0.35 million PLN. The total effect of the above-mentioned operations on the result of 2007 was minus 0.37 million PLN.

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

3. During 2007, the Group reversed in total an asset due to tax loss in a subsidiary, ComArch Software AG that was recognised as at 31 December 2006, and worth 0.988 million PLN; and at the same time, the Group recognised an asset due to tax loss in the subsidiary, in the amount of 0.160 million PLN, the value estimated and possible to recover in 2008. The Group recognised an asset due to tax loss in ComArch Inc. that was worth 0.296 million PLN. The total effect of the above-mentioned operations on the result of 2007 was minus 0.532 million PLN.

The total effect of the all above-mentioned operations on the result of 2007 was 1.024 million PLN.

3.21 Provisions for Other Liabilities and Charges

Non-current	Provisions for contractual penalties	Provisions for costs of court proceedings	Total
At 1 January 2007	-	228	228
Recognised in the consolidated income statement:			
– Additional provisions	2,050	488	2,538
Provisions used during year	-	(97)	(97)
At 31 December 2007	2,050	619	2,669

Current	Costs related to the current period, which will be incurred in future	Provisions for contracts costs	Other provisions	Total
At 1 January 2007	74	2,579	-	2,653
Recognised in the consolidated income statement:				
– Additional provisions	14	1,463	-	1,477
Provisions used during year	(74)	(1,476)	-	(1,550)
At 31 December 2007	14	2,566	-	2,580

Analysis of total provisions:

	31 December 2007	31 December 2006
Non-current	2,669	228
Current	2,580	2,653

All provisions were calculated based on credible estimate as of the balance sheet date. Costs of the current period refer to provisions established for costs on account of unsettled advances. Provisions for costs of contracts refer to recognition of the forecast losses in contracts.

3.22 Revenues from Sales

	12 months ended 31 December 2007	12 months ended 31 December 2006
Revenues from sales of products and services		
Revenues from sales of IT services	276,717	219,885
Revenues from sales of proprietary software and licences	72,048	65,875
Revenues from other sales	12,451	24,700
Total	361,216	310,460
Revenues from sales of goods and materials		
Revenues from sales of hardware	123,374	89,957
Revenues from third party software and licences	74,276	70,186
Revenues from other sales	22,182	20,947
Total	219,832	181,090
Total revenues from sales	581,048	491,550

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

3.23 Costs of Products, Services, Goods and Materials Sold

I/1 Costs by types	12 months ended 31 December 2007	12 months ended 31 December 2006
Depreciation of property, plant and equipment in use and intangible assets	17,044	12,740
Costs of social benefits	223,277	167,223
Change in products and work in progress	(23,104)	(4,638)
Consumption of raw materials and auxiliary materials	8,397	6,761
Third party services	58,474	63,495
Taxes and charges	3,763	2,892
Other costs	24,111	20,017
Costs of products sold, services, marketing and distribution as well as administrative costs, including:	311,962	268,490
- <i>manufacturing costs</i>	231,795	196,440
- <i>costs of sales</i>	44,370	39,189
- <i>general costs</i>	36,479	32,965
- <i>exchange differences on liabilities</i>	(682)	(104)
I/2 Costs of goods and materials sold	204,726	167,283
I/3 Costs of work execution within the framework of union projects	14,851	7,225
I/4 Total costs of products sold, services, marketing, administrative, goods, materials and work execution within the framework of union projects	531,539	442,998

II. Costs of social benefits	12 months ended 31 December 2007	12 months ended 31 December 2006
Remuneration	189,999	143,069
Social insurance	27,719	20,696
Social Services Fund	1,114	595
Training	1,944	1,011
Health and Safety at Work	8	5
Other	2,493	1,847
Total	223,277	167,223

3.24 Other Operating Revenues

Other operating revenues and profits	12 months ended 31 December 2007	12 months ended 31 December 2006
Recovered communication damages	26	33
Outdated liabilities	-	29
Received contractual penalties	122	306
Earnings on disposal on non-financial non-current assets	137	10
Refund of VAT	182	56
Subsidies	952	-
Other	602	576
Total	2,021	1,010

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

3.25 Other Operating Costs

Other operating costs and losses	12 months ended 31 December 2007	12 months ended 31 December 2006
Write-off that revaluates assets (impairment)	428	45
Membership fees	243	129
Donations	229	203
Loss on non-current assets disposal and decommissioning	-	83
Write-off that revaluates receivables	4,889	1,583
Contractual penalties	40	1,030
Income tax to be paid	373	-
Other	1,322	938
Total	7,524	4,011

3.26 Finance Costs – Net

	12 months ended 31 December 2007	12 months ended 31 December 2006
Interest expense, including:		
<i>convertible bonds</i>	(2,257)	(2,056)
<i>Interest on borrowings</i>	-	(907)
<i>Interest on income tax to be paid</i>	(2,146)	(37)
<i>Other</i>	(112)	-
<i>Other</i>	1	(1,112)
Gains on bank deposits	1,475	659
Gains on disposal of securities	39	42
Net gains/(losses) on exchange differences (note 3.28)	(645)	148
Fair value valuation of financial instruments and investment	(170)	-
Gains on disposal of financial assets	-	7,468
Other, including:	(191)	170
<i>compensation and financial penalties</i>	-	-
<i>costs related to bonds issue</i>	-	-
<i>Other</i>	(191)	170
Total	(1,749)	6,431

3.27 Income Tax

	12 months ended 31 December 2007	12 months ended 31 December 2006
Current tax	4,123	4,643
Deferred tax	(1,022)	(3,058)
Total	3,101	1,585

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

	12 months ended 31 December 2007	12 months ended 31 December 2006
Consolidated gross profit before tax	45,519	54,572
Tax calculated with the nominal rate on gross profit	8,752	10,365

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

Differences between gross profit and basis of taxation:

Consolidation adjustments	(6,922)	(824)
Exclusions of losses in consolidated companies	3,921	809
Sum of gross profits in consolidated entities (nominal basis of taxation with the assumption of correspondence of balance sheet profit with the basis of taxation)	42,518	54,557
Permanent and temporary differences between gross profit and the actual basis of taxation, including:		
<i>Utilisation of previously recognised tax losses</i>	(5,223)	(15,680)
<i>Differences between basis of taxation and gross profit</i>	33,664	32,756
<i>Income not subject to tax (due to activities in SEZ)</i>	(45,868)	(42,822)
<i>Other - income not subject to tax</i>	(3,743)	(97)
Taxable base from income tax	21,348	28,714
Tax calculated at tax rate for the Group	4,123	4,643
Effective tax rate	9.06 %	8.5 %

The applicable tax rate was 19 % in 2007 and resulted from the average tax rates for the consolidated entities. The applicable tax rate was 16 % in 2006 and resulted from the average tax rates for the consolidated entities. Tax authorities can run inspections for books of account and tax settlements within 5 years of the end of the year, in which tax returns were filed and can charge additional tax on the Group along with penalties and interest. In the opinion of the Management Board of the dominant unit, there are no circumstances indicating possibility of arising significant obligations on this account.

3.28 Net Foreign Exchange (Losses) /Gains

The exchange differences (charged)/credited to the income statement are included as follows:

	12 months ended 31 December 2007	12 months ended 31 December 2006
Revenues from sales	(3,259)	(2,752)
Costs of products, goods and materials sold	682	104
Finance costs-net	(645)	148
Total	(3,222)	(2,500)

3.29 Earnings per Share

	12 months ended 31 December 2007	12 months ended 31 December 2006
Net profit for the period attributable to equity holders of the Group	42,770	52,760
Weighted average number of shares in issue (thousands)	7,827	7,396
Basic earnings per share (PLN)	5.46	7.13
Diluted number of shares (thousands)	7,827	7,835
Diluted earnings per share (PLN)	5.46	6.73

Basic earnings per share in the column '12 months ended 31 December 2007' is calculated by dividing the net profit attributable to equity holders of ComArch S.A. for the period from 1 January 2007 to 31 December 2007 by the weighted average number of shares in issue between 1 January 2007 and 31 December 2007, where the number of days is the weight. Basic earnings per share in the column '12 months ended 31 December 2006' is calculated by dividing the net profit attributable to equity holders of ComArch S.A. for the period from 1 January 2006 to 31 December 2006 by the weighted average number of shares in issue between 1 January 2006 and 31 December 2006, where the number of days is the weight.

Diluted earnings per share in the column '12 months ended 31 December 2007' is calculated by dividing the net consolidated profit attributable to equity holders of ComArch S.A. for the period from 1 January 2007 to 31 December 2007 by the weighted average number of shares in issue between 1 January 2007 and 31 December 2007, where the number of days is the weight. Diluted earnings per share in the column '12 months ended 31 December 2006' is calculated by dividing the net consolidated profit attributable to equity holders of ComArch S.A. for the period from 1 January 2006 to 31 December 2006 by the sum of weighted average number of shares in issue between 1 January 2006 and 31 December 2006, where the number of days is the weight, and number of shares resulting from the potential execution of the managerial option for 2006 according to terms of the option programme (pt 3.14.3 a).

In coming financial periods, diluted number of ComArch S.A. shares may change due to potential shares issue related to execution of managerial option programme for 2008-2010. As at the balance sheet date, the Dominant unit is not able to appraise precisely the influence of the programme on shares' dilution on account of distant time of option's execution and current situation on the capital market.

SUPPLEMENTARY INFORMATION

3.30 Related-Party Transactions

3.30.1 Revenues from Sales of Goods and Services

	12 months ended 31 December 2007	12 months ended 31 December 2006
Revenues from sales of goods:		
INTERIA.PL S.A.	19	-
NetBrokers Sp. z o.o.	-	-
Revenues from sales of services:		
INTERIA.PL S.A.	1,567	788
NetBrokers Sp. z o.o.	-	65
	1,586	853

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

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

3.30.2 Purchases of Goods and Services

	12 months ended 31 December 2007	12 months ended 31 December 2006
Purchases of goods:		
INTERIA.PL S.A.	396	783
Purchase of services:		
INTERIA.PL S.A.	822	178
	1,218	961

Price for services and goods is usually negotiated with related entities using one of the above methods. In the reporting period, there were no significant transactions with related entities other than those listed above.

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

	12 months ended 31 December 2007	12 months ended 31 December 2006
Receivables from related parties		
NetBrokers Sp. z o.o.	-	2
INTERIA.PL S.A.	684	21
	684	23
Payables to related parties		
INTERIA.PL S.A.	403	225
	403	225

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

3.30.4 Value of Remuneration of the Managing and Supervising Persons in 2007 and in 2006

Remuneration of members of the Management Board of ComArch S.A. in 2007 were 10,999,221.00 PLN. Remuneration of members of the Management Board of ComArch SA in 2007 paid by subsidiaries and associates were 421,140.00 PLN. Remuneration of members of the Supervisory Board in ComArch S.A. in 2006 were 420,000 PLN. Subsidiaries and associates paid no remuneration to members of the Supervisory Board of ComArch S.A. in 2007.

The year 2006 (in PLN)

ComArch S.A.'s Management Board

		Paid by ComArch S.A.	Paid by subsidiaries and associates	Total
1	Janusz Filipiak	4,760,925.77	0.00	4,760,925.77
2	Rafał Chwast	1,048,272.93	0.00	1,048,272.93
3	Christophe Debou	51,545.32	16,660.93	68,206.25
4	Tomasz Maciantowicz	41,750.07	0.00	41,750.07
5	Piotr Piątosza	396,971.59	0.00	396,971.59
6	Paweł Prokop	774,054.26	0.00	774,054.26
7	Paweł Przewięźlikowski	1,586,718.13	0.00	1,586,718.13
8	Zbigniew Rymarczyk	727,335.27	0.00	727,335.27
	Total	9,387,573.34	16,660.93	9,404,234.27

ComArch S.A.'s Board of Supervisors

		Paid by ComArch S.A.	Paid by subsidiaries and associates	Total
1	Elżbieta Filipiak	300,000.00	0.00	300,000.00
2	Krzysztof Zieliński	30,000.00	0.00	30,000.00
3	Maciej Brzeziński	30,000.00	0.00	30,000.00
4	Wojciech Kucharzyk	30,000.00	0.00	30,000.00
5	Anna Ławrynowicz	30,000.00	0.00	30,000.00
	Total	420,000.00	0.00	420,000.00

The year 2007 (in PLN)

ComArch S.A.'s Management Board

		Paid by ComArch S.A.	Paid by subsidiaries and associates	Total
1	Janusz Filipiak	6 122 698,68	0,00	6 122 698,68
2	Rafał Chwast*	1 046 308,61	0,00	1 046 308,61
3	Piotr Piątosza	769 191,36	0,00	769 191,36
4	Paweł Prokop	466 285,68	0,00	466 285,68
5	Paweł Przewięźlikowski**	883 810,56	0,00	883 810,56
6	Piotr Reichert	501 934,18	0,00	501 934,18
7	Zbigniew Rymarczyk	700 721,82	0,00	700 721,82
8	Marcin Warwas	508 269,20	0,00	508 269,20
	Total	10 999 220,09	0,00	10 999 220,09

*) Rafał Chwast, Vice-President of ComArch S.A.'s Management Board submitted his resignation on 19 October 2007 as of 31 December 2007.

**) On 6 June 2007, the Management Board of ComArch S.A. received an information on resignation of Mr. Paweł Przewięźlikowski, Vice-President of ComArch S.A.'s Management Board. Mr. Przewięźlikowski declared a wish to found a private firm.

CONSOLIDATED FINANCIAL STATEMENT
OF THE COMARCH CAPITAL GROUP FOR 2007
All amounts are expressed in thousands of PLN unless otherwise indicated

SUPPLEMENTARY INFORMATION

Supervisory Board of ComArch S.A.

		Paid by ComArch S.A.	Paid by subsidiaries and associates	Total
1	Elżbieta Filipiak	301,015.51	0.00	301,015.51
2	Maciej Brzeziński	30,000.00	0.00	30,000.00
3	Wojciech Kucharzyk	30,000.00	0.00	30,000.00
4	Anna Ławrynowicz	30,000.00	0.00	30,000.00
5	Tadeusz Syryjczyk	15,250.00	0.00	15,250.00
6	Krzysztof Zieliński	14,875.00	0.00	14,875.00
	Total	421,140.51	0.00	421,140.51

As at 31 December 2007, there are no unpaid loans as well as guarantees and suretyships granted by ComArch S.A. and its subsidiaries for the benefit of members of the Management Board, the Supervisory Board and their relatives.

On 30 June 2005 a managerial option programme was passed and it is described in note 3.14.3 a. An option's value is 5.79 million PLN, including 84.62 % for members of the Management Board, i.e. 4.896 million PLN. An option's cost was recognised in the income statement within July 2005 - December 2007.

3.31 Information About Shareholders and Shares Held by Members of the Management Board and the Board of Supervisors

3.31.1 Shareholders who Directly or Indirectly through Subsidiary Entities Hold at least 5 % of the Total Number of Votes at the ComArch S.A. General Meeting as at the Date of Preparing the Consolidated Financial Statement

As at 8 May 2008 the shareholders who directly or indirectly through subsidiary entities hold at least 5 % of the total number of votes at ComArch S.A. general meeting are:

- Elżbieta and Janusz Filipiak held 3,411,383 shares (42.85 % of the company's share capital), which gave them 10,367,383 votes at the AGM and constituted 69.15 % of all votes at the AGM;
- customers of BZ WBK AIB Asset Management S.A. held 2,150,852 shares (27.02 % of the company's share capital), which gave 2,150,852 votes at AGM and constituted 14.35 % of the total number of votes at the AGM. These shares comprise shares held by BZ WBK AIB Towarzystwo Funduszy Inwestycyjnych S.A. (Investment Funds), that according to information on the day of the report held 829,619 shares (10.42 % of the company's share capital), which gave 829,619 votes at AGM (5.53 % of the total number of votes at the AGM).

3.31.2 Changes in Holdings of ComArch S.A. Shares by Management and Supervisors from 3 April 2008 to 8 May 2008

The following table presents the ownership of ComArch S.A. shares by management and supervisors as at the date on which the annual report for 2007 was published, i.e. 3 April 2008 and on 8 May 2008, pursuant to the information possessed by the company:

Members of the Management Board and the Board of Supervisors	Position	As at 8 May 2008		As at 3 April 2008	
		Shares	Share of votes at the AGM (%)	Shares	Share of votes at the AGM (%)
Elżbieta and Janusz Filipiak	Chairman of the Board of Supervisors and President of the Management Board	3,411,383	69.15 %	3,411,383	69.15 %
Piotr Piątosa	Vice-President of the Management Board	10,776	0.07 %	10,776	0.07 %
Paweł Prokop	Vice-President of the Management Board	34,268	0.48 %	34,268	0.48 %
Piotr Reichert	Vice-President of the Management Board	-	0.00 %	-	0.00 %
Zbigniew Rymarczyk	Vice-President of the Management Board	21,772	0.15 %	21,772	0.15 %
Marcin Warwas	Vice-President of the Management Board	-	0.00 %	-	0.00 %
Number of shares issued		7,960,596	100.00 %	7,960,596	100.00 %

SUPPLEMENTARY INFORMATION

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

1) Deferred Income Tax Asset

Within the period of 12 months of 2007, due to a high level of income from activities in the Special Economic Zone in Krakow in 2007, the company dissolved in total an asset in the amount of 6.81 million PLN that was established as at 31 December 2006.

As at 31 December 2007, the company presented a deferred income tax asset in the income statement due to activities in the SSE (hereinafter referred to as the "Asset") that was worth 8.74 million PLN. This Asset will be realised successively (as write-offs diminishing net profit of the Group) in proportion to the generation of Comarch's tax-exempt income in 2008. The effect of the above-mentioned operation on the result of 2007 was 1.93 million PLN. At the same time, pursuant to IAS12, the company will regularly verify the valuation of the Asset considering the possibilities of its realisation and further recognition. Additionally, the company signifies that the recognition of this Asset does not have any influence on cash flow in the company and in the Group (both the recognition and realisation of the Asset). This is an accrual based operation and is a result of the fact that the Group applies IFRS when preparing consolidated financial statements of the Comarch Group.

2) Agreement on Sales of INTERIA.PL SA Shares to "BAUER MEDIA INVEST" GmbH

On 3 December 2007, ComArch S.A., "COMARCH MANAGEMENT Spółka z ograniczoną odpowiedzialnością" Spółka Komandytowo-Akcyjna (Ltd' Joint Stock Partnership) and „COMARCH CORPORATE FINANCE” Closed Investment Fund concluded a contract with BAUER MEDIA INVEST” GmbH with its registered seat in Hamburg, Burchardstrasse 11. In consequence of this agreement ComArch S.A. declared:

a) bringing 2,267,814 registered preferential shares and 270,555 ordinary bearer INTERIA.PL SA shares to cover an increase in share capital of 'COMARCH MANAGEMENT Ltd' Joint Stock Partnership. The shares constitute 36.08 % of share capital of INTERIA.PL S.A. and entitle to 48.48 % of votes at the annual general meeting of INTERIA.PL S.A.

b) to ensure sales by 'COMARCH MANAGEMENT Ltd' Joint Stock Partnership the above-mentioned INTERIA.PL SA shares to „BAUER MEDIA INVEST” GmbH by entering into a call of a buyer for INTERIA.PL SA shares for 80.00 PLN for each registered preferential share and 66.62 PLN for each ordinary bearer share. The company announce details in current report no. 52/2007.

Due to the above-mentioned transaction, ComArch S.A. turned to the Minister of Finance for an opinion about tax interpretation that would specify whether contribution of INTERIA.PL S.A. related to covering shares in the increased share capital of private company Comarch Management sp. z o.o. spółka komandytowo-akcyjna (Ltd' Joint Stock Partnership) results in recognition of tax income in ComArch S.A. In ComArch S.A.'s opinion, in this case tax income doesn't appear because the apport was contributed to private company. Pursuant to the received interpretation, despite the contrary opinion, ComArch S.A. determined income in the nominal amount of shares in the Ltd' Joint Stock Partnership that will be issued in return for the contributed apport as well as declared and paid the appropriate income tax.

3.33 Events after the Balance Sheet Date

3.33.1 Introduction of 9,400 Series A Shares to Trading

With the resolution no. 7/2008 dated 4 January 2008, the Management Board of the Warsaw Stock Exchange decided that pursuant to &19, sec. 1 and 2 of the Rules of the Warsaw Stock Exchange 9,400 ordinary bearer series A ComArch S.A. shares of nominal value of 1 PLN each are admitted to trading. Pursuant to &38 sec. 1 of the Rules of the Warsaw Stock Exchange, the Management Board of the Warsaw Stock Exchange decided that the shares mentioned in the point 1 will be introduced to trading on 11 January 2008, providing that on 11 January 2008 they will be assimilated by the National Deposit for Securities with other ComArch S.A. shares already in trading.

3.33.2 Change in Rights Attached to Series A Shares

Due to request of a shareholder and pursuant to resolution no. 1/16/2007 of ComArch S.A.'s Management Board passed on 13 August 2007 rights attached to 9,400 series A shares have been changed:

1) issuer's shares related to this change:

-9,400 registered preference series A shares

2) legal basis of taken action:

-Article 8 section 1 and 3 of ComArch S.A.'s Statute,

-Resolution no. 1/16/2007 of ComArch S.A.'s Management Board passed on 13 August 2007,

-Resolution No. 913/07 of the Management Board of the National Deposit for Securities dated 21 May 2007.

3) rights attached to shares before and after conversion

-before conversion – registered shares preferential for vote so that 5 votes in the General Meeting corresponds with each share,

-after conversion – ordinary bearer shares with no preferences.

4) number of converted registered preference shares: 9,400

5) number of votes at the issuer's general meeting after conversion: 14,991,796

SUPPLEMENTARY INFORMATION

3.33.3 Increase in BZ WBK AIB Asset Management S.A.'s Share in the Total Number of Votes at General Meeting of ComArch S.A.

a) 2 January 2008

As result of purchases of the shares, which were settled on 2 January 2008 as well as conversion of registered preference shares into ordinary bearer shares, clients of BZ WBK AIB Asset Management S.A. increased their share in total number of votes at ComArch S.A.'s annual general meeting by more than 2 %.

On 2 January 2008, there were 1,833,464 ComArch S.A. shares in the managed securities accounts of BZ WBK AIB Asset Management S.A. clients, which constituted 23.03 % of the company's share capital. This gave 1,833,464 or 12.23 % of the total votes at ComArch S.A.'s annual general meeting.

At the same time, BZ WBK AIB Asset Management S.A. informed that pursuant to art. 46, sec. 1, pt 1) of the Act on investment funds dated 27 May 2004 (Journal of Laws No. 146, pos. 1546, and subsequent changes), BZ WBK AIB Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna authorised BZ WBK AIB Asset Management S.A. to manage investment portfolios of investment funds, whose body Towarzystwo is (hereinafter referred to as the "Funds"). With relation to authorisation mentioned above, this notice ought to take into account ComArch S.A. shares, which are held by funds.

b) 18 March 2008

As result of purchases of the shares, which were settled on 18 March 2008, clients of BZ WBK AIB Asset Management S.A. increased their share in total number of votes at ComArch S.A.'s annual general meeting by more than 2 %.

On 18 March 2008, there were 2,150,852 ComArch S.A. shares in the managed securities accounts of BZ WBK AIB Asset Management S.A. clients, which constituted 27.02 % of the company's share capital. This gave 2,150,852 or 14.35 % of the total votes at ComArch S.A.'s annual general meeting.

At the same time, BZ WBK AIB Asset Management S.A. informed that pursuant to art. 46, sec. 1, pt 1) of the Act on investment funds dated 27 May 2004 (Journal of Laws No. 146, pos. 1546, and subsequent changes), BZ WBK AIB Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna authorised BZ WBK AIB Asset Management S.A. to manage investment portfolios of investment funds, whose body Towarzystwo is (hereinafter referred to as the "Funds"). With relation to authorisation mentioned above, this notice ought to take into account ComArch S.A. shares, which are held by funds.

3.33.4 Resolution of the National Deposit for Securities on Assimilation of Series A Shares

The Management Board of the National Deposit for Securities announced that decided to assimilate 9,400 ComArch S.A. shares (marked with the code PLCOMAR00061) with 6,193,396 ComArch S.A. shares (marked with the code PLCOMAR00012). Assimilated shares will be marked with the code PLCOMAR00012. The Management Board of the National Deposit for Securities announced that beginning from 11 January 2008 there will be 6,202,796 ComArch S.A. shares marked with the code PLCOMAR00012.

3.33.5 Terms of Periodical Financial Reports

Publication's dates of ComArch S.A.'s periodical financial reports in 2008:

QUARTERLY REPORTS (consolidated, extended):

1) Q4 2007- on 29 February 2008

2) Q1 2008- on 15 May 2008

3) Q2 2008- on 14 August 2008

4) Q3 2008- on 14 November 2008

ANNUAL AND HALF-YEAR REPORTS:

1) Consolidated half-year report for the first half-year of 2008- on 29 September 2008

2) Annual report for 2007- on 3 April 2008

3) Consolidated annual report for 2007- on 8 May 2008

3.33.6 Settlement of Sales of INTERIA.PL S.A. Shares

In January 2008, a transaction of sales of INTERIA.PL S.A. shares by "COMARCH MANAGEMENT Spółka z ograniczoną odpowiedzialnością" Spółka Komandytowo-Akcyjna to "BAUER MEDIA INVEST" GmbH was settled. Total amount of the transaction was 199,449,494.10 PLN. The company announced details in current report no. 52/2007.

3.33.7 ComArch S.A. Management Board's Commentary to Events between 12 April and 13 April 2008

Due to events between 12 April and 13 April 2008 related to detention and release of Professor Janusz Filipiak, ComArch S.A.'s Management Board announced that:

- Charges against President of the Management Board were not related to activities of ComArch S.A. nor running a business in general,
- ComArch S.A.'s Management Board operated under standard rules,
- In Management Board's opinion, this case did not influence the future activities of ComArch S.A.

SUPPLEMENTARY INFORMATION

3.33.8 The List of ComArch S.A.'s Current Reports and Financial Statements Made Public in 2007

On 17 April 2008, Management Board of ComArch S.A. presented the list of ComArch S.A.'s current reports and financial statements made public in 2007. The originals of these documents are located at the Company's headquarters - al. Jana Pawła II 39a, Krakow, Poland. They are also available at <http://www.comarch.com/en/Invest+in+Comarch/Financial/>

3.33.9 Contract with BIW Koncept Sp. z o.o. (Limited Liability Company)

On 17 April 2008, a contract between ComArch S.A. and BIW KONCEPT Sp. z o.o. (Ltd) with its registered seat in Krakow was signed. Within the framework of the contract, Comarch will deliver computer hardware and software till 7 June 2008. The gross value of this agreement amounts to 53,183,000.06 PLN.

3.33.10 Contract with Ogólnopolska Fundacja Edukacji Komputerowej

On 17 April 2008, a contract between ComArch S.A. and Ogólnopolska Fundacja Edukacji Komputerowej with its registered seat in Wroclaw (hereinafter referred to as the "OFEK") was signed. Within the framework of the contract, OFEK will deliver computer hardware and software till 7 June 2008. The gross value of this agreement amounts to 48,424,302.22 PLN.

3.34 Significant Legal, Arbitration or Administrative Proceedings

In the year 2007, the Group's parties did not sue and were not sued in proceedings which fulfil the criterion specified in § 91 Act 6 pt 7a) and 7b) of the Regulation issued by the Minister of Finance on 19 October 2005 concerning current and periodical information pertaining to companies listed on the stock exchange. The Comarch Group is the defendant in legal proceedings, in which the potential total amount of third party claims is 0.76 million PLN. In the previous year provisions for part of these claims were created. In the fourth quarter of 2007, additional provisions for these claims were created and amounted to 0.323 million PLN.



REPORT
OF COMARCH S.A.'s MANAGEMENT BOARD
REGARDING
THE ACTIVITIES OF THE CAPITAL GROUP IN 2007

Krakow, 8 May 2008

1. GENERAL INFORMATION ABOUT THE CAPITAL GROUP	3
1.1 SELECTED FINANCIAL DATA	3
1.2 ORGANISATIONAL STRUCTURE AND CHARACTERISTICS OF THE GROUP'S ENTITIES	5
1.3 SHAREHOLDING STRUCTURE, MANAGING AND SUPERVISING ENTITIES	6
1.4 EMPLOYMENT	10
2. ECONOMIC ACTIVITIES	11
2.1 PRODUCTS AND SERVICES OFFERED BY COMARCH IN 2007	11
2.2 POSITION OF THE GROUP IN THE IT MARKET AND INFORMATION ABOUT MARKETS AND SOURCES OF SUPPLY	21
2.3 THE MOST IMPORTANT CONTRACTS SIGNED IN 2007	23
2.4 PRODUCTION CAPACITY OF THE GROUP	25
2.5 ACTIVITY IN THE SPECIAL ECONOMIC ZONE	25
3. FINANCIAL SITUATION OF THE CAPITAL GROUP IN 2007	27
3.1 FINANCIAL ANALYSIS	27
3.2 EXPLANATION OF DIFFERENCES BETWEEN FINANCIAL RESULTS GIVEN IN THE ANNUAL REPORT AND FORECASTS OF RESULTS FOR THE GIVEN YEAR PUBLISHED EARLIER	30
3.3 CHANGES IN THE BASIC RULES OF MANAGEMENT OF THE ISSUER'S COMPANY AND ITS CAPITAL GROUP	30
3.4 TRANSACTIONS WITH RELATED PARTIES	30
3.5 FINANCIAL LIABILITIES	30
3.6 LOANS GRANTED	31
3.7 FINANCIAL RISK	31
4. PERSPECTIVES FOR DEVELOPMENT	32
4.1 FACTORS ESSENTIAL FOR DEVELOPMENT OF THE CAPITAL GROUP	32
4.2 PERSPECTIVES FOR GROWTH AND DEVELOPMENT OF THE GROUP IN 2008	33
4.3 INVESTMENT PLANS	33
5. COMARCH IN THE STOCK EXCHANGE	34
5.1 RESOLUTIONS OF THE AGM AND THE BOARD OF SUPERVISORS	34
5.2 OPERATIONS ON SHARES AND BONDS OF THE CAPITAL GROUP	35
5.3 MANAGERIAL OPTION PROGRAMME	40
5.4 DATA REFERRING TO THE AGREEMENT SIGNED WITH THE ENTITY ENTITLED TO AUDITING FINANCIAL STATEMENTS	42
5.5 OTHER INFORMATION RELATED TO STOCK EXCHANGE TRADING	42
6. AMENDMENT TO THE REPORT OF THE MANAGEMENT BOARD	44
6.1 CHARACTERISTICS OF COMPANIES IN THE GROUP	44
6.2 CHANGE IN THE ORGANISATIONAL STRUCTURE IN 2007	49
6.3 METHODS OF CALCULATION OF FINANCIAL RATIOS	50

1. GENERAL INFORMATION ABOUT THE CAPITAL GROUP

1.1 Selected Financial Data

1.1.1 Consolidated Financial Data

	2007	2006	2005
Revenues from sales	581,048	491,550	443,990
Operating profit	44,006	45,551	27,356
Profit before income tax	45,519	54,572	24,294
Net profit attributable to shareholders of the company	42,770	52,760	28,052
Profit per share	5.46	7.13	4.06
Assets	558,489	461,559	346,847
Book value	300,780	256,983	161,372

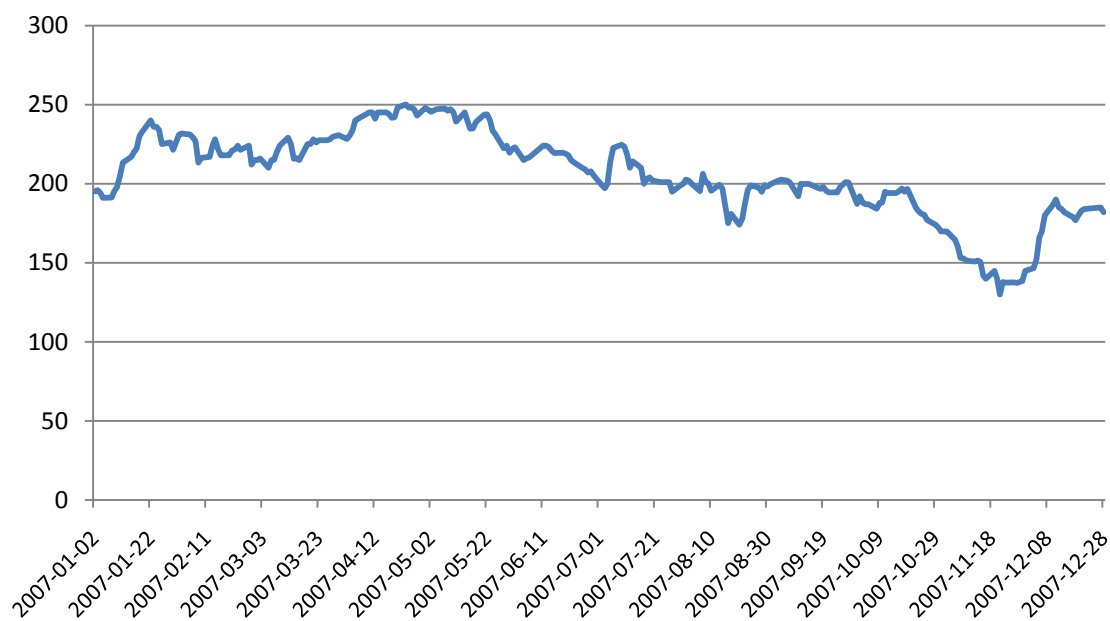
Over 2007, Comarch Group achieved very favourable results. Revenue from sales amounted to 581.0 million PLN (an increase of 18.2 %; 491.6 million PLN in 2006). Operating profit maintained the similar level of 44 million PLN (45.6 million PLN in 2006). In consequence, EBIT margin decreased from 9.3 % to 7.6 %. Decrease in EBIT margin in 2007 is mostly a consequence of investment in human resources carried out in 2007 and in the previous years as well as continuous pressure on increase in remuneration in IT sector. As at 31 December 2007, the company had 2,853 employees, i.e. 389 more people than at the end of the previous year (an increase of 15.8 %).

As at the end of 2007, the value of the company's assets increased by 21 % compared to 2006 to 558.5 million PLN. Non-current assets grew by 18.5 % and current assets by 23 %. The increase in non-current assets of 37.8 million PLN is mostly result of investment in real estates in the Special Economic Zone in Krakow within completion of the second and the third investment stage. Current asset increased by 59.1 million PLN mainly due to a high level of trade receivables and cash equivalents as at 31 December 2007. In 2007 equity increased mostly as a result of high net profit attributable to the company's shareholders that was generated in 2007 (42.8 million PLN). This is also a consequence of an increase in liabilities due to bank credits for financing investment in the Special Economic Zone in Krakow.

Backlog for the current year	As at 30 April 2008	As at 30 April 2007	Change
Revenues contracted for the current year	450,412	408,496	10.3%
including export contracts	86,339	82,533	4.6%
<i>% of export contracts</i>	19.2%	20.2 %	
including services and proprietary software	325,221	282,769	15.0%
<i>% of services and proprietary software</i>	72.2%	69.2 %	

As at the end of April 2008, backlog for the current year was at a level of 450 million PLN and was up by 10.3 % compared to the same period in the previous year. The share of export contracts in backlog remained at the stable level of 19.2 %, and share of sales of services and proprietary software maintained the level of circa 70 %.

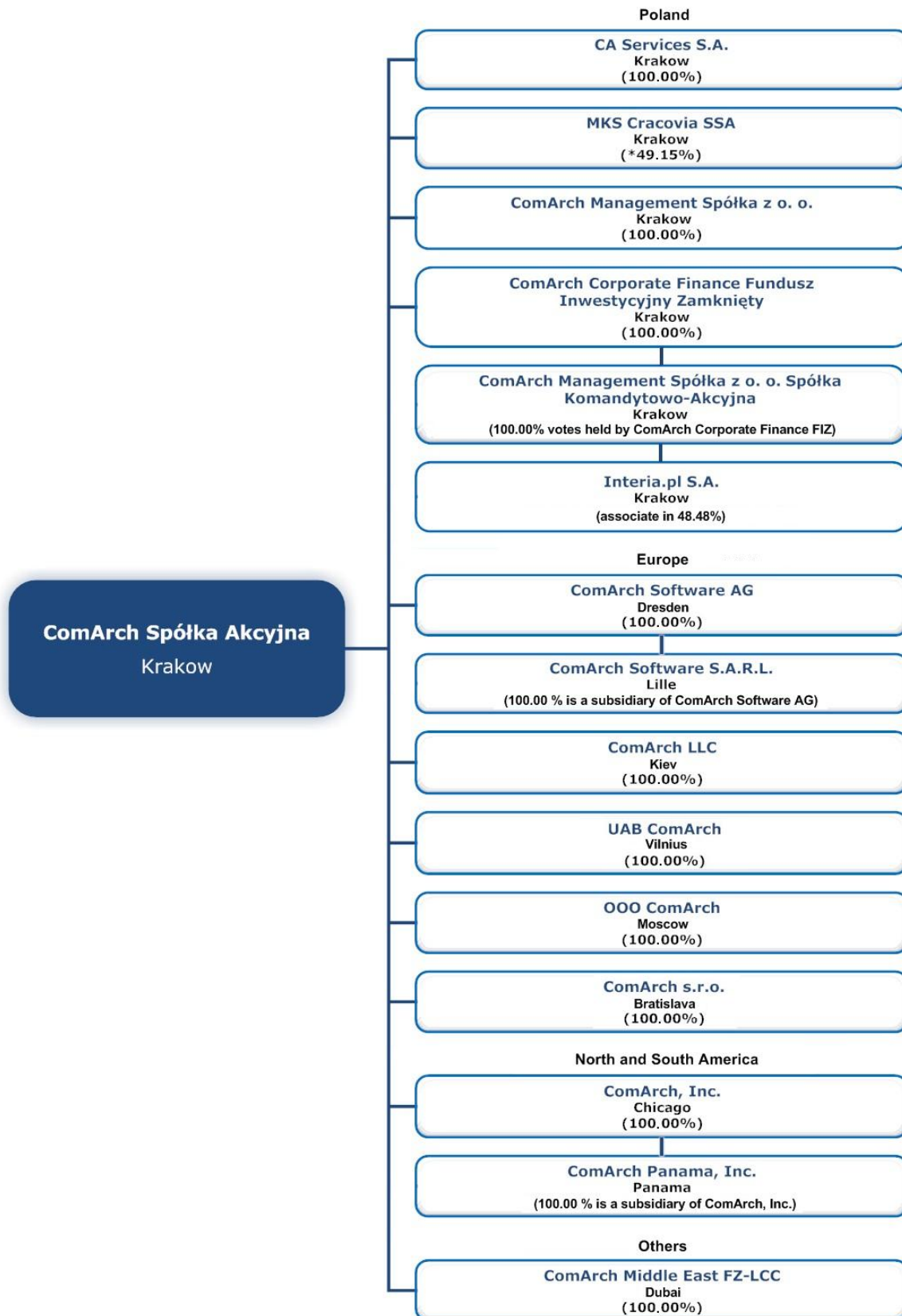
The significant increase in backlog compared to the same period in the previous year, confirms further possibilities of dynamic development of the Group in the future. At the same time, the company's Management Board emphasise that an increase in EBIT margin has remained one of the most important priorities of the Group within the current year and in the future.

1.1.2 ComArch S.A. Stock Price Performance (in PLN)**ComArch S.A. Stock Price Performance 2007**

Period	The highest	The lowest
I quarter of 2007	240.0	191.0
II quarter of 2007	250.1	205.5
III quarter of 2007	224.6	174.1
IV quarter of 2007	197.0	130.0

On 31 December 2007, closing rate of ComArch S.A. shares at Warsaw Stock Exchange reached 182 PLN. That is a decrease of 4.7 % compared to the last closing rate of ComArch S.A. shares in 2006 that was 191 PLN. Profit per share decreased from 7.13 PLN in 2006 to 5.47 PLN in 2007.

1.2 Organisational Structure and Characteristics of the Group's Entities



In parentheses, the share of votes held by ComArch S.A.

*) MKS Cracovia SSA is ComArch S.A.'s subsidiary according to IAS 27 pt 13

The basic activities of the ComArch Group (the "Group"), in which ComArch S.A. with its registered seat in Krakow at Al. Jana Pawła II 39 A is the dominant unit, include production, trade and services in the fields of IT and telecommunications, PKD 72.22.Z. The registration court for ComArch S.A. is the District Court for Krakow Śródmieście in Krakow, XI Economic Division of the National Court Register. The company's KRS number is 0000057567. ComArch S.A. holds the dominant share in the Group regarding realised revenues, value of assets and number and volume of executed contracts. ComArch S.A. shares are admitted to public trading on the Warsaw Stock Exchange. The duration of the dominant unit is not limited.

The structure of activities of the Comarch Group is as follows: the dominant entity acquires the majority of contracts and in large part executes them. ComArch Inc., ComArch Panama Inc., ComArch Software AG, ComArch Software S.A.R.L., ComArch Middle East FZ-LCC, ComArch LLC, OOO ComArch, UAB ComArch acquire contracts in foreign markets and execute them in their entirety or in part. Limiting operations of ComArch s.r.o. is planned. CA Services S.A. specialises in data communications relating to the provision of connections for the own needs of the Comarch Group and for contracts executed by Comarch, as well as the provision of outsourcing services. The subject matter of activities of ComArch Management Sp. z o.o. and ComArch Management Sp. z o.o SKA are activities related to IT. Purpose of the ComArch Corporate Fund is investment activity in the scope of new technologies and Internet services that are not ComArch S.A.'s basic activities. MKS Cracovia SSA is a sport joint stock company.

1.3 Shareholding Structure, Managing and Supervising Entities

1.3.1 Shareholders Holding at least 5 % of the Total Number of Votes at the General Meeting of the Dominant Unit

ComArch S.A.'s share capital consists of 7,960,596 shares at total nominal value of 7,760,596 PLN. According to the information possessed by ComArch S.A., as at 31 December 2007, shareholders holding at least 5 % of votes at the company's AGM are Elżbieta and Janusz Filipiak and customers of BZ WBK AIB Asset Management S.A. (JSC)

Shareholders	Number of shares	% of share capital	Number of votes at the company's AGM	% of votes at the company's AGM
Elżbieta and Janusz Filipiak	3,411,383	42.85%	10,367,383	68.98%
Other members of the Management Board *	72,368	0.91%	109,968	0.73%
Customers of BZ WBK AIB Asset Management S.A.,**	1,504,869	18.90%	1,504,869	10.01%
<i>including Comarch shares held by BZ WBK TFI S.A.</i>	<i>829,619</i>	<i>10.42%</i>	<i>829,619</i>	<i>5.52%</i>
Other shareholders	2,971,976	37.34%	3,047,176	20.28%
Total***	7,960,596	100.00%	15,029,396	100.00%

*) Rafał Chwast, Vice-President of ComArch S.A.'s Management Board submitted his resignation on 19 October 2007 as of 31 December 2007.

***) As a result of purchases settled on 2 January 2008 and 18 March 2008 as well as due to conversion of 9,400 registered preference into ordinary bearer shares carried out in January 2008, as at the date of report's publication and according to information possessed by ComArch S.A., customers of BZ WBK AIB Asset Management S.A. held 2,150,852 that constituted 27.02 % in the company's share capital. They entitled to 2,150,852 votes that constituted 14.35 % in the total number of votes at the annual general meeting of ComArch S.A. (the company announced details in current reports no. 3/2008 and 6/2008).

***) On 2 January 2008, conversion of 9,400 registered preference ComArch S.A. shares into ordinary bearer series A shares was carried out. In consequence, the total number of votes from ComArch S.A. shares decreased from 15,029,396 to 14,991,796.

1.3.2 Registered Shares of the Dominant Unit with Voting Rights

Registered shares in Series A and B have voting rights in the way that each share entitles to 5 votes at the Annual General Meeting of ComArch S.A. The married couple of Elżbieta and Janusz Filipiak together holds 855,400 registered preference shares in Series A with 4,277,000 votes at the AGM of the company and together holds 883,600 registered preference shares in Series B with 4,418,000 votes at the AGM of the company. Vice-President of the Management Board, Paweł Prokop holds 9,400 registered preference shares in series A each, with the rights to 47,000 votes at the AGM of the company.

Registered shares in Series A and B have voting rights in the way that each share entitles to 5 votes at the Annual General Meeting of ComArch S.A. Conversion of the registered shares of the company into bearer shares is allowed. In case of conversion of registered shares into bearer shares, they lose all rights. Disposal of registered preferential share results in expiration of specific rights for voting in the General Meeting related to it, whereat the following circumstances doesn't result in expiration of specific rights for voting in the General Meeting related to it:

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

Disposal of registered shares requires consent of the Management Board provided in writing. Disposal of shares without consent of the Management Board is possible on conditions specified in ComArch S.A.'s Statute. Bearer shares entitle to 1 vote at the Annual General Meeting. Conversion of bearer shares into registered shares is not allowed.

1.3.3 ComArch S.A.'s Board of Supervisors and Management Board

A) Members of ComArch S.A.'s Board of Supervisors and Management Board as at 31 December 2007:

ComArch S.A.'s Board of Supervisors

Name and surname	Position
Elżbieta Filipiak	Chairman of the Board of Supervisors
Maciej Brzeziński	Vice-Chairman of the Board of Supervisors
Wojciech Kucharzyk	Member of the Board of Supervisors
Anna Ławrynowicz	Member of the Board of Supervisors
Tadeusz Syryjczyk*	Member of the Board of Supervisors

*) On 28 June 2007, Tadeusz Syryjczyk was appointed at the Annual General Meeting to the post of a member of the Supervisory Board of ComArch S.A. Krzysztof Zieliński was Vice-Chairman of the Supervisory Board till 28 June 2007.

ComArch S.A.'s Management Board

Name and surname	Position
Janusz Filipiak	President of the Management Board
Rafał Chwast*	Vice-President of the Management Board
Piotr Piątosza	Vice-President of the Management Board
Paweł Prokop	Vice-President of the Management Board
Piotr Reichert**	Vice-President of the Management Board
Zbigniew Rymarczyk	Vice-President of the Management Board
Marcin Warwas**	Vice-President of the Management Board

*) Rafał Chwast, Vice-President of ComArch S.A.'s Management Board submitted his resignation on 19 October 2007 as of 31 December 2007.

**) On 6 June 2007, the Management Board of ComArch S.A. received an information on resignation of Mr. Paweł Przewięźlikowski, Vice-President of ComArch S.A.'s Management Board. On 28 June 2007, Piotr Reichert and Marcin Warwas were appointed at the Annual General Meeting to the posts of Vice-Presidents of the Management Board of ComArch S.A.

Dariusz Duralek, Jowita Gmytryk, Tomasz Matysik, Katarzyna Maurer, Tomasz Nakonieczny and Urszula Ulanik are the company's proxies.

B) Shares of issuer held by members of the Management Board and Supervisory Board of ComArch S.A.

According to the company's information only Chairman of the Board of Supervisors Mrs. Elzbieta Filipiak holds the company's shares. On 31 December 2007, Mrs. Filipiak held 799,000 shares, which constituted 10.04 % of the company's share capital. They gave 3,995,000 votes at the annual general meeting, that constituted 26.58 % of the total number of votes at ComArch S.A.'s annual general meeting.

As at 31 December 2007, Janusz and Elzbieta Filipiak held 3,411,383 shares of ComArch S.A., Rafal Chwast held 5,552 shares, Piotr Piątosza held 10,776, Paweł Prokop held 34,268 shares and Zbigniew Rymarczyk held 21,772 shares. Piotr Reichert and Marcin Warwas held no ComArch S.A. shares.

C) Principles for Appointing and Dismissing

According to the Statute of the company, the Management Board of the company consists of 2 to 8 persons appointed and dismissed by the Supervisory Board. Members of the Management Board are appointed for the common term of office of three years. The Supervisory Board defines salaries for the Management Board as well as suspends in activities, on important reasons, particular or all members of the Management Board and delegates members of the Supervisory Board for temporary execution of the activities of members of the Management Board.

D) Rights

- The Management Board may appoint proxies.
- President of the Management Board single-handedly or two members of the Management Board acting jointly or one member of the Management Board acting jointly with a proxy are authorised for making statements on behalf of the company and representing the company in Court and off Court.
- In agreements between the company and members of the Management Board and in disputes with them, the company is represented by the Supervisory Board or by a proxy appointed with a resolution of the General Meeting. The Supervisory Board may authorise, by way of a resolution, one or more members of the Supervisory Board to perform such legal actions.
- The Management Board defines internal organisation of the company.
- The right to make decisions on issuing or buying out shares is granted to the Management Board on the basis of an authorisation by the General Meeting of Shareholders.

E) Agreements between the Issuer and the Managing Persons, which Plan for Compensation in Case of Resignation or Discharge from the Occupied Post

None present.

F) Value of Remuneration, Awards or Benefits Separately for Each of the Managing and Supervising Persons in the Dominant Unit**ComArch S.A.'s Management Board**

		Paid by ComArch S.A.	Paid by subsidiaries and associates	Total
1	Janusz Filipiak	6,122,698.68	-	6,122,698.68
2	Rafał Chwast*	1,046,308.61	-	1,046,308.61
3	Piotr Piątośa	769,191.36	-	769,191.36
4	Paweł Prokop	466,285.68	-	466,285.68
5	Paweł Przewięźlikowski**	883,810.56	-	883,810.56
6	Piotr Reichert***	501,934.18	-	501,934.18
7	Zbigniew Rymarczyk	700,721.82	-	700,721.82
8	Marcin Warwas***	508,269.20	-	508,269.20
	Total	10,999,220.09	-	10,999,220.09

*) Rafał Chwast, Vice-President of ComArch S.A.'s Management Board submitted his resignation on 19 October 2007 as of 31 December 2007.

***) On 6 June 2007, the Management Board of ComArch S.A. received an information on resignation of Mr. Paweł Przewięźlikowski, Vice-President of ComArch S.A.'s Management Board.

****) On 28 June 2007, Piotr Reichert and Marcin Warwas were appointed at the Annual General Meeting to the posts of Vice-Presidents of the Management Board of ComArch S.A.

ComArch S.A.'s Board of Supervisors

		Paid by ComArch S.A.	Paid by subsidiaries and associates	Total
1	Elżbieta Filipiak	301,015.51	-	301,015.51
2	Maciej Brzeziński	30,000.00	-	30,000.00
3	Anna Ławrynowicz	30,000.00	-	30,000.00
4	Wojciech Kucharzyk	30,000.00	-	30,000.00
5	Tadeusz Syryjczyk*	15,250.00	-	15,250.00
6	Krzysztof Zieliński**	14,875.00	-	14,875.00
	Total	421,140.51	-	421,140.51

*) On 28 June 2007, Tadeusz Syryjczyk was appointed at the Annual General Meeting to the post of a member of the Supervisory Board of ComArch S.A.

***) Krzysztof Zieliński was Vice-Chairman of the Supervisory Board till 28 June 2007.

G) Principles and Regulations for Remunerating Managing and Supervising Persons

According to the article 15 point 10) of the ComArch S.A.'s Statute, competencies of the General Meeting include defining principles and regulations for remunerating members of the Management Board provided that this competency may be passed on in part or in entirety to the Supervisory Board. Before 29 August 2004, this competency remained with the Supervisory Board.

At present, the resolution of the Supervisory Board of 20 August 2004 and the resolution No. 52 of the General Meeting of 30 June 2005 are binding in the scope of defining principles for salary for members of the Management Board.

H) Managerial Option Programme

On 30 June 2005, the Annual General Meeting of Shareholders passed Resolution no. 51 on the managerial options programme for members of the Management Board and the company's Key Employees. The theoretical option's value per particular member of the Management Board in 2007 is included in the table below:

Name and surname	Theoretical option's value (in thousands of PLN)
Janusz Filipiak	690
Rafał Chwast	55
Piotr Piątosza	28
Paweł Prokop	55
Piotr Reichert	0
Zbigniew Rymarczyk	55
Marcin Warwas	28
Total	911

More details are presented in point 5.3 a.

1.4 Employment

As at 31 December 2007 there were 2,634 employees in ComArch S.A. compared to 2,355 persons as at 31 December 2006 and in Comarch Group number of employees reached 2,853 persons compared to 2,464 persons as at 31 December 2006 (excluding employees of MKS Cracovia SSA due to different type of activity).

An average employment in the Comarch Group in 2007 and 2006 is presented in tables below (excluding employees of MKS Cracovia SSA):

Average number of employees:	2007	2006
- full-time	2,248	1,785
- co-workers	452	398
Total	2,700	2,183

Employees	2007	2006
- production employees and technological consultants	866	1,680
- sales and marketing	764	257
- administration	618	246
Total	2,248	2,183

An average employment in MKS Cracovia SSA within 2007 and 2006 was as follows:

Average number of employees:	2007	2006
- full-time	43	28
- co-workers	114	68
Total	157	96

1.4.1 Systems that Control Employees Shares Programmes

None present.

2. ECONOMIC ACTIVITIES

2.1 Products and Services Offered by ComArch in 2007

Comarch is a producer of innovative IT systems for key sectors of economy: telecommunications, finances, public administration, large companies and the sector of small and medium-sized companies. A wide range of the Comarch offer includes ERP-class and financial and accounting systems, CRM systems and loyalty software, sales support and electronic document exchange systems, knowledge management, Business Intelligence, security and protection of data and many other solutions. Apart from providing innovative IT solutions to its customers, Comarch is focused on professional customer service and on providing consulting, advisory and integration services as a uniform package, with which our customers can take full advantage of the possibilities offered by modern IT systems.

PRODUCTS

2.1.1 Solutions for the Telecommunications Sector

2.1.1.1 Retail Business (Comarch BSS/CRM Suite)

Comarch BSS/CRM Suite is an innovative, modular billing platform supporting all areas related to settlements and customer services, as well as broadly understood suppliers and recipients of telecommunications services. Its task is to execute business objectives of the operator and preparing him for introduction of new-generation services.

A comprehensive set of modules allows management of business in all telecommunications markets: stationary telephone networks, mobile telephone networks, Internet services, cable TV or contents providers.

Comarch BSS Suite features flexible, scalable and open architecture which supports the complete billing process. The system, based on the latest technologies, is a very effective and reliable one, which can be integrated with other systems. Comarch BSS Suite received certificates of performance on Sun and HP platforms in international testing centres in the United Kingdom, Switzerland and Germany. With it, operators can handle the most difficult challenges, such as inter-operator billing, implementation of new-generation services or convergent billing.

This platform consists of the following products:

- **Comarch Billing System** is an advanced technological tool to support operators in their billing processes, and is Comarch's complete and comprehensive answer for the vital processes telecommunications providers engage in. It is a high-output, scalable system able to process almost unlimited data volumes. Its excellent, user-friendly interface provides a comfortable and intuitive service. Thanks to the 3G event-based billing system, whose format is configurable for IP, VoIP, GPRS and UMTS services and which offers extensive tariff and rebate options, the system is able to offer next generation services.
- **Billing System for Convergent Services Solution** enables telecommunications solutions providers to properly implement new 2G, 3G and IP services solutions, including the conventional telephone, GSM, ISDN, intelligent networks, and cable and interactive television. The system enables operators to conduct thorough testing before going live. This comprehensive solution rests on a number of Comarch products with the billing system at their heart.
- **Comarch Customer Relationship Management** means effective communication with customers, increased customer satisfaction and better customer retention. The system deploys an imposing, ergonomic Inductive User Interface (IUI) to deliver a friendly work environment with intuitive task selection options for more productive work. Thanks to the IUI's 'one task – one screen' approach users rapidly become familiar with the system. The system has creators for more complex tasks, context links, a help function and a user-friendly interface, which is similar to that of an Internet browser.

- **Comarch Customer Loyalty Management** is an advanced set of business applications with wide functionality for straightforward and complex loyalty programs. The system stands out for its flexibility, ergonomic user interface and ease of operation. Its scalable architecture means the program can grow in step with the company.
- **Comarch Service Creation & Control** is a platform for telecommunications operators and other service providers who cannot satisfy their customers without high-speed access to leading edge services. The solution encompasses the entire product preparation process. This begins with defining the details of the service to be offered and the sales channels to access it. The process continues with activation and billing and extends to controlling, monitoring and reporting.
- **Comarch Product Catalogue (CPC)** is a central product depository for telecommunications service providers. Information from the product catalogue can be used by any OSS/BSS system working with the products or services. This includes billing systems, CRM and services provisioning. Comarch Product Catalogue makes it easy to define, store and manage the end product. Comarch Product Catalogue functions as a central product and offers base for all the operator's systems. Instead of defining and managing products and offers in a number of different systems using complex data transmission processes, the operator can use Comarch Product Catalogue as the central tool for defining, managing and modifying its products and offers.
- **Comarch Self Care** provides all categories of telecommunications subscribers with reliable, 24/7 access to user accounts and to precise information. This comprehensive system enables subscribers and partners to view and analyze financial documents and account information. In addition, Self Care makes it easy for subscribers to activate and deactivate services and send comments to the operator. This is not all. Self Care acts as a marketing medium for the operator because it can carry advertisements and promotional material. Self Care uses the most modern technology and is flexible and scalable: no matter how many subscribers, how complex the services are or how much data are sent the system can integrate with the operator's organisational culture. Comarch Self Care includes the following applications: Customer SelfCare, Business Care, Partner SelfCare and Dealer Care.

2.1.1.2 Wholesale Business (Comarch BSS Suite)

Comarch BSS suite has a flexible, scalable and open architecture, which supports the entire billing process. It is based on leading-edge technology, can be integrated with other systems, and is highly reliable, productive and efficient. Comarch BSS Suite enables operators to solve the most challenging problems, such as inter-operator billing, implementing new generation services or convergent billing.

This platform consists of the following products:

- **Comarch InterPartner Billing** is an innovative system that enables operators to quickly introduce new business models, penetrate new markets, strengthen their competitive position and take advantage of the potential revenue stream from partnerships and alliances. Comarch InterPartner Billing is capable of identifying, measuring, rating, processing and settling millions of events per day. The system allows operators to maintain high standards of cooperation with their business partners. It offers functionality for managing inter-operator and multi-party billing with revenue sharing settlement and also provides full billing information. The charging schemas are fully rule based and enable a wide range of commissions to be defined. These range from simple volume based arrangements to the more refined rule trees used to provide tailored solutions to operators.
- **Comarch Partner Relationship Management** offers an Internet interface for managing partner data gathered in the billing system. The system has two parts: a partner data view module and a partner relationship management module. The system deploys Comarch Business Process Management to manage partner operations such as order management, task management and complaints. Comarch Partner Relationship Management is closely integrated with Comarch InterPartner Billing.

- **Comarch Least Cost Routing** automatically locates the optimal paths for telecommunications connections. It achieves this with reference to criteria such as price, connection quality, network capacity and connectivity delay. The module can conduct large numbers of analyses simultaneously and compare the results later. Comarch Least Cost Routing is an integral part of Comarch InterPartner Billing – the billing and inter-operator settlement system.

2.1.1.3 Operational Support Systems (Comarch OSS Suite)

Comarch OSS Suite is a comprehensive network and telecommunication services management platform providing operators with greater reliability and quality for their services and infrastructure. The platform is in line with NGOSS (New Generation Operations Systems and Software) principles and consists of modules that can be tailored to the needs of individual operators to increase return on investment (ROI) and savings on operating costs. The platform supports all OSS areas. The suite uses the most modern technology (J2EE, Cobra and RMI) with a communications bus resting on XML and SOAP. This provides excellent integration with other IT systems, such as BSS, OSS and CRM, and high volume throughput between the individual systems. With the exceptional Comarch OSS Suite companies get the most from their network infrastructure.

This platform consists of the following products:

- **Comarch Network & Service Inventory** is one of the key modules in Comarch OSS. It gathers data on the operator's network resources and services to innovatively exploit their full potential and increase network productivity. The system provides detailed information on the network's physical and logical resources, which can be searched using a wide range of criteria. It also enables full visualisation of the telecommunications network and its infrastructure. Comarch Network & Service Inventory has two main modules:
 - **Comarch Service Inventory Management** is responsible for modelling and storing the resources for the customer-facing services. Comarch Network & Service Inventory also supports functionality such as auto-discovery and reconciliation (scanning the operator's network for new, damaged or reserve devices, for example). These update information stored in the inventory data base as changes take place in the operator's network.
 - **Comarch Network Inventory Management** provides a representation of the current state of an operator's infrastructure. Its components supply detailed information on the network's physical resources and mean that these can be searched across a broad range of criteria.
- **Comarch Network & Service Assurance** is the second key module in the Comarch OSS Suite. It is responsible for the security of the network and of the services that depend on the network devices. Comarch Network & Service Assurance has three main modules:
 - **Comarch Service Level Management** is dedicated to managing SLAs (service level agreements). Each SLA specifies an individual set of services tailored to the customer's requirements. It also defines cost reductions where the service provider fails to maintain the contracted service parameters and conditions of service.
 - **Comarch Fault Management** effectively monitors for problems and faults across the entire telecommunications network. It continuously surveys all network elements and enables visualisation, tracking and reception for the alarms.
 - **Comarch Network Performance Management** ensures, at no extra cost, optimum configuration and rapid and reliable performance for the network. It can be integrated with the existing management environment – again at no extra cost.
- **Comarch Workforce Management** manages the operator's technical teams. Its aim is to select the best team available for the commission in question, which may consist of one or several tasks.

2.1.1.4 Comarch Value Added Services (VAS)

Comarch Value Added Services (VAS) The basic services offered by operators include telephone conversations, video conversations, Internet access and SMS. When these are supplemented by value added services, such as online data processing, online data base storage and retrieval, e-mail and voice mail there is a significant rise in demand for the standard services. Value added services can be provided by the operators or by third parties.

Comarch Value Added Services for telecommunications operators include the following products:

- **Comarch Next-Generation TV (NGTV)** this is a complete IPTV solution based on supplying interactive video services to televisions, home cinemas, mobile phones and computers
- **Service Creation&Control** gives telecommunications operators and other service providers the high speed access to leading-edge services that is essential for their customer offers
- **Comarch MobiLoc** is a unique solution enabling continuous communication with mobile users and providing continuous monitoring of their location.

The excellence of Comarch solutions for the telecommunications sector rests on easy-to-integrate systems and the substantial business experience of Comarch consultants. The solutions can be implemented in a number of different configurations, which include third party products.

Comarch solutions are designed to meet the requirements of individual customers.

- ISP and WISP Business solutions
- VoIP Business solutions
- Fixed Business solutions
- Cable TV Business solutions
- Mobile Business solutions
- MVNO Business solutions

Comarch also provides the following **professional telecommunications services**:

- **Consulting** begins with an integration and business process needs analysis. Then, a solution is recommended and functional specifications produced. Finally, a plan is drawn up for implementing the integration platform at your company
- **Training** provides specialist product and IT training and consultation for beginners and above with a wide range of subject areas covered
- **Support** delivers Comarch's expert knowledge of the technology being employed and its system support tools and skills
- **Implementation** Comarch has many years of experience with integrated IT projects both in Poland and throughout the world. We know how to implement coherent, connected systems combining the right equipment and program tools with technical expertise, innovation and know how across a broad spectrum of technologies and services.

2.1.2 Solutions for the Finance and Banking Sector

2.1.2.1 Internet Banking and Financial Services

Comarch Internet Retail Banking provides 24/7 access to services offered by the bank to retail customers and „micro” companies over the Internet, WAP, SMS and other distribution channels. Due to excellent integration with various central systems, it is a versatile, complete, efficient and safe supplement of the IT bank environment. The Comarch Internet Banking Platform offers solutions for providing financial services through self-service channels, meeting high requirements of banks, brokerages, associations of investment funds and other financial institutions. It is also an integration platform, combining services and products offered by a financial institution or by an entire financial group into one solution.

Comarch Internet Corporate Banking is an innovative IT banking system specialised in services for corporate customers. It was created from the scratch and implemented for the first time in 2003 with all needs of medium-sized and large companies in mind. It is optimised for mass processing of payments,

allocation of roles in a company, support of communication between the customer and the advisor appointed by the bank, as well as the highest security level available.

Comarch Internet Investments, as an independent system or a functional supplement for Comarch Internet Banking, ensures access to investment financial services through the Internet and other electronic channels of distribution (e.g. WAP, SMS and call centre) for customers of brokerages, trustees, Investment Fund Associations, Open Pension funds and other institutions operating in the capital market. This system, developed continuously since 1998, offers the widest functionality available in the market in the scope of access to the brokerage account, TFI registers and specialised investment products.

Comarch CustomerCare gives corporate and retail customers 24/7 access via Internet, WAP, SMS and other channels to the financial institution's services. The system is tried and tested and has proved itself in the Internet delivery of all the financial and information services for financial institutions. The financial services are not only accessible via standard www browsers, but also over electronic channels such as WAP, SMS e-mail, IVR, Call Centre and interactive kiosks. Comarch Customer Care is under continuous development to meet the functional, legal and security requirements that regulate insurance company operations and set the standards for electronic transactions.

2.1.2.2 CRM and Sales Management

CRM Analytical is a new generation tool for the real time processing of high data volumes from companies' internal systems and of data originating in external systems.

Comarch Content Management System (CMS) is dedicated to managing portal content and structure. It offers a set of tools that remotely update and manage www services. Comarch CMS gives users a great deal of freedom with full control over the content presented and a high security level. The customer does not need to install any extra software to work with the system as all the essential operations can be executed in Internet browsers.

Comarch Contact Centre is the strategic contact point integrating all channels of communication with the customer: the telephone (direct conversations, voice mail, SMS), facsimile, e-mail and Internet. This solution raises a company's competitiveness by building strong customer relations, making communications more effective and collecting and managing customer information. Comarch Contact Centre is a modern, modular platform which is easily expanded. It supports all communication methods including automatic IVR and customer care agents. The solution is based on Comarch's own application integrated and supported by the advanced mechanisms used in Avaya Call Centre.

Claim Management is a complete claims management solution and is one of the modules that make up the Comarch customer relations platform (CRM). It is based on the proven service-profit chain used by the most successful companies. The service profit chain connects internal and external service quality, including claims management, with financial results. Thanks to this solution companies can compare expenditure on maintaining quality of service with expected financial results.

Comarch Trade Finance supports the business processes connected with letters of credit, collections and guarantees. Comarch Trade Finance works as a component in other IT solutions used in banks, such as the core system, the general ledger and the data warehouse, and must be integrated with these systems.

Comarch CRM Sales Management is a new generation integrated front end application. It provides comprehensive customer relations support across the entire product range from the moment of winning a new customer. This includes programs for cross selling and up-selling as well as support for everyday customer retention and maintenance. The system offers functionality for customer care agents in the form of the Sales Application, while for the middle and back office staff responsible for managing the sales process it offers the Department Director and the Central applications.

Comarch Commission & Incentive is a commission system designed for institutions which use extended networks of agents, brokers and intermediaries in their businesses. The system enables integration of all data related to sales networks, commission policy for all distribution channels and

settlements with sales network units in one place. Additionally, collecting all sales data in one system allows better control over sales and optimising incentive systems.

Comarch CRM Campaign Management is a system supporting the entire cycle of marketing campaign management: from planning to tests, execution and modification to tests of performance. The system allows reaching the target group of customers of a precisely defined profile, at a proper time, with appropriate information, and through an appropriate communication channel. The possibility of integration of mass Above The Line (ATL) campaigns and direct Below The Line (BTL) campaigns is a unique solution, allowing achievement of the synergy effect between the two types of activities and winning savings on costs of reaching the customer.

Comarch Loyalty Management is an advanced set of business applications for standard and advanced loyalty programs. The system is distinguished by its ease of operation, its flexibility, and its ergonomic user interface. Its scalable architecture ensures that the loyalty program can be expanded in step with the company's growth.

Comarch Debt Management is a system facilitating notice and vindication processes. It enables centralised management of all processes and vindication cases with attention paid to the specific nature of the process and products, in the context of which it is used. All contacts with the debtor and other entities in the case are registered and the system reminds users about deadlines of tasks to be performed, such as telephone notice calls or replying to correspondence.

2.1.2.3 Credit Processes

Comarch Credit Process Management is an application suite supporting service of credit processes in all clients segments: corporate clients, medium and small enterprises and retail clients. The modular design of this system enables selection of an optimum set of functionalities and support for the most important processes related to management of any credit products for any customer segment: product design, simulations, preparing an application, support for the decision-making process, preparing an agreement, activation of funds, hedging management, monitoring of active agreements, settlements of transactions, management of the sales network and calculation of commission, as well as vindication from unreliable customers.

The corporate version of the **Comarch Credit Process Management** system is its extension with additional tools, specific for this segment of customers, such as the rating engine, the index analysis module or the extended module of hedges management. As with CRM solutions, emphasis has been put on flexibility of the decision-making mechanism in designing the system supporting the crediting process for large companies, and the proposals generated automatically do not restrict the process management policy in the degree characteristic for the retail segment.

Comarch Scoring Engine is a system platform helping credit analysts find the best way to assess credit applications and credit risk and to analyze credit portfolios. Comarch Scoring Engine can be rapidly implemented and put to work as it integrates easily with existing systems and provides great flexibility in the scoring definitions used.

Comarch BIK Connector can function as an integral part of any credit processing system. It is offered as one of the modules in the comprehensive Comarch Credit Process Management solution.

2.1.2.4 Capital Markets and Capital Management

Comarch Asset Management is addressed to asset management companies, trust banks, investment, pension or insurance funds and other institutions that conduct investment activities and manage portfolios.

Comarch Custody is an application designed for banks dealing with trading in securities. The system allows registering and quantitative as well as financial settlements of transactions with securities in NDS S.A. and foreign deposit and settlement chambers.

Comarch Risk Management is a management system for risks related to investment and credit portfolios. It automates risk control processes aimed at limitation (restriction) of the impact of

fluctuation of risk factors on the elements of commercial operations. It also enables identification of the possibility of using the observed fluctuations in investments.

2.1.2.5 Factoring

Comarch Factoring is a complex solution servicing debt financing transactions, allowing for both electronic and paper invoices. This solution features high flexibility in modelling of the client service process. It enables the introduction of data related to the factorer, debtor and the definition of a financing program.

2.1.2.6 Insurance Processes

Comarch Insurance – Complex solutions supporting the basic business processes of insurance companies, dedicated to both property insurance companies and life insurance companies.

Comarch NonLife Insurance is a production system supporting all the processes of general insurance companies. Implementations can include all modules and product lines. As it is modular, the system can be implemented in specific operational areas or for particular products. A further option exists to tailor selected modules to the company's existing system architecture.

Comarch Life Insurance is a comprehensive IT solution designed and produced for insurance companies to react flexibly and rapidly to the needs of the insurance market. The system is capable of supporting the entire operations of a life insurance company and there is some scope for it to be matched to existing architecture.

Comarch Insurance Net is a front office package of tools and solutions for insurance product distribution and support. It provides functionality for agents, employees, partners and individual customers.

Comarch Reinsurance is an IT solution for reinsurance companies and insurance company departments involved in reinsurance. It was designed and produced as a tool to support reinsurance and additional insurance contracts. It does this by handling modelling and record keeping for proportional, non-proportional, compulsory and facultative reinsurance contracts.

Comarch Insurance Scoring is an IT system based on a flexible and definable rules engine, which can be deployed across a variety of assessments in the underwriting process. Comarch Insurance Scoring was originally aimed only at the banking market, where it provided automated application assessments in risk assessment departments. The growing need to automate processes at insurance companies prompted a decision to direct the product to the insurance market as well.

Insurance Sales Platform makes sales processes more efficient, improves company-customer relations and so delivers higher customer portfolio quality. The platform provides a list of services and applications from which the best solutions for the customer can be chosen.

2.1.2.7 Data Security Solutions

Comarch CentralLog is a comprehensive solution for managing security data generated by the company's IT infrastructure. It includes tools for the centralisation, analysis and storage of the security audit information produced by various systems and applications. This includes those exclusively devoted to security and those that are independent, such as data bases.

Comarch MobileID is a new authentication and authorisation method based on cell phones, which combines features never before seen together in a single solution. It is reliable and secure, easy to use, inexpensive and technically advanced. The system functions as a stand-alone product and can also be integrated with Comarch Security Access Manager DRACO.

Comarch MobilePKI is a solution that supports authentication and authorisation using mobile technology. It enables full use of Public Key Infrastructure (PKI) on cell phones using SIM cards.

Comarch SecureAdmin is a user activity monitoring system which operates transparently at the level of the network layer (passive and active analysis). These features mean that implementing Comarch SecureAdmin does not require the modification or reconfiguration of existing applications or systems and its presence is not visible to users.

Comarch SOPEL (Electronic Signature Support System) provides complete implementation of secure qualified electronic signature verification equipment and secure electronic signature submission software that is in compliance with the Law on Electronic Signatures.

Comarch SafeDesktop is Comarch's security solution for end-user workstations in IT systems. Comarch SafeDesktop makes it possible to obtain diverse functionality using microprocessor cards and USB tokens in heterogeneous environments, including the MS Windows 98SE/Me/2000/XP/2003 platform and Linux.

Comarch SmartCard is a java based cryptographic microprocessor card for the secure storage of sensitive information such as cryptographic keys and passwords. They are chiefly used in PKI (Public Key Architecture) systems and more and more often in banking, where very high security standards, for example for customer transactions, are required. The card's security rests on asymmetrical cryptography. Also, the private key used to sign for the transaction never leaves the microprocessor card: it is generated there and there is no way that it can be copied. Finally, only the card's owner knows the PIN number.

Comarch Token is a solution whose hardware is based on USB tokens. It combines cryptographic smart card and card reader features in one device. The programming, including the software inside the token, is produced by Comarch

Comarch SmartCard Workshop manages the life cycles of smart cards and cryptographic tokens. As well as possessing the basic workflow process and smart card system status report functions, it also enables full integration of the electronic and graphic card personalisation process.

Comarch CertificateAuthority is Comarch proprietary software for full implementation of PKI systems (Public Key Infrastructure). This involves issuing certificates for secure e-mail, web servers, communication channels, and user authentication and authorisation. Comarch CertificateAuthority supports the entire certificate life cycle from application through to expiry or annulment.

Comarch Security Content Management is a comprehensive solution for Internet service providers. The system builds and boosts competitive advantage by expanding the range of services that can be offered. These include a range of security options and content and connections monitoring.

2.1.3 Solutions for Businesses

Comarch CRM Campaign Management is a system supporting the entire cycle of marketing campaign management: from planning to tests, execution and modification to tests of performance. The system allows reaching the target group of customers of a precisely defined profile, at a proper time, with appropriate information, and through an appropriate communication channel.

Comarch CRM Sales Management ensures complex management of relations with customers from the acquisition action to activation of the sales programmes (cross- and up-selling), building loyalty programmes, to termination the co-operation. The system includes functionalities for both salespeople who provide direct customer services (the Salesman Application) as well as back-office employees, responsible for management of the sales process (the Central Application: preparing information for salespeople, preparing the pricing policy, building sales plans, monitoring sales and analysing reports with results, etc.).

Comarch Loyalty Management is an advanced set of business applications with broad functionalities, designed for both simple and advanced loyalty programmes. The system features flexibility, an ergonomical user interface and ease of operation. Scalable architecture guarantees customising the loyalty program development to the pace of company's growth.

Comarch Document Management System is a system supporting management of document and information flow in the company. The system is aimed at improving efficiency of the company especially in the scope of work organisation and access to information and documents.

Comarch Content Management System is a system for management of portal content and structure. It offers a set of tools enabling remote website updating and management.

Comarch Business Intelligence is a modern IT solution based on the data warehouse technology. Its basic role is to provide well-organised and easy-to-understand information supporting the decision-making process at various levels of company management. Comarch Business Intelligence enables selection and application of different analysis areas, depending on user's needs, e.g. sales, finances, controlling and others.

ECOD is a complex solution of the EDI (Electronic Document Interchange) type and sales support. In the scope of sales channel management Comarch offers ECOD systems: Agent, Operator, Archive, Distribution, Data Share, Factoring, Delivery, DMS, Organiser, and Loyalty.

Comarch Security Management allows creation, development and management of the security policy for all networks and devices used in any location and architecture. Apart from this solution, Comarch has a broad range of products, including authentication and authorisation, public key infrastructure, as well as management of security and content.

Comarch Altum is an ERP system aimed at small and medium sized companies in the trade and services sector operating locally or within a distributed network. It is well adapted for operations on foreign markets because it meets the legal requirements and has the necessary interface ergonomics. ALTUM is particularly strong in its integrated workflow and business intelligence elements.

CDN system is a complete line of ERP systems for all types of businesses.

- The CDN Egeria Integrated Management System is a modern Polish system of the ERP II class, supporting company management features. The system offers a balanced functionality, including all essential areas of business activity. It is a universal tool guaranteeing stable development of any company, flexible enough to satisfy diverse needs.
- **CDN XL** is a multi-module, fully integrated IT system of the ERP class, dedicated for medium size and large trade, manufacturing and service companies.
- **CDN OPT!MA** is a program for management, handling sales, accounting, HR and salary departments. The program supports business management and it is a perfect working tool for an accounting office. The unique feature is the possibility of leasing the program over the Internet via the ASP - CDN Online platform.
- **CDN Klasyka** is a coherent and complete offer for small and medium-size trade, service and manufacturing companies. It consists of +10 programs supporting management and accounting, all working in the DOS environment.
- **CDN Online** is the online version of CDN OPT!MA in its managed service model. This involves the rental, storage and continuous updating of applications for a fixed monthly subscription fee.
- **CDN e-Sklep** is an Internet sales support solution. It possesses a wide range of functionality to effectively promote your offer on the Internet, provide a fuller description of the goods in your shop window and provide faster customer order turnaround.

2.1.4 Solutions for Public Administration

Comarch specialises in designing, implementing and integrating modern IT systems for public administration, developing comprehensive turnkey solutions and creating network hardware infrastructure. In view of the changes taking place in Polish public administration, Comarch has developed a series of e-government solutions. They are designed for roles specific to public sector institutions. Comarch solutions are designed and developed according to the latest international standards and are implemented by the best specialists.

Managing the Organisation – ERP Systems

CDN Egeria - Improving Management Efficiency

It is an integrated IT system for improving management efficiency which offers extensive decision making support to public sector institutions. The system has a modular design with rich configurability and can be tailored to the individual needs of every customer. It has five fundamental operational areas: Finance and Accounting, including planning and budgeting, Personnel Management, Logistics, Customer Relations Management and Decision Making.

Comarch Education – Support for Management in Education

This is an integrated system for education departments and the educational institutions they are responsible for. It gathers data on students' educational progress and history, creates spreadsheets, manages finance, personnel and payroll and uses the Internet as the communications mode for all those involved in the educational process. The system forms part of Comarch's local government offer and adopting it along with other Comarch products will allow users to meet the goals set by the Polish government for IT use in education. The integrated Comarch Education system is a complete solution supporting educational institution management at all levels in both teaching and administration.

Comarch Documents&Workflow Management – Group Work and Document Management

These tools enable better planning and organisation for document flows and their associated tasks. They are also effective in storing case files and other documents. The offer also includes a group work environment with a high volume e-mail server, a group calendar, and online communication and discussion groups. Alongside e-government, Comarch Documents&Workflow Management forms a comprehensive platform for electronic document support. Implementing the system makes offices more effective: work is better organised and data and document access improved. The tools are in compliance with the prevailing laws and standards.

Comarch Business Intelligence – Reporting and Data Analysis

Comarch Business intelligence is software that provides decision making support through data analysis. Local government gathers a great deal of data which can and should be analyzed. This can contribute to generating reports and to building the intelligent, IT-capable office. This solution performs especially well for customers managing high data volumes with a number of systems and dispersed locations and for those who require a wide range of data presentation options.

2.1.5 Services Dedicated to All Group of Customers

The strategic area of Comarch activity consists in taking advantage of the experience and knowledge of company's employees by providing a full range of IT services: from consulting, to implementation of individual solutions, to outsourcing. The services provided by Comarch form an important and effective way of applying competence of the employees of the company. Execution of numerous programming and integration projects allowed the company to gather unique experience and create a unique team of people. This experience is proven with numerous certificates and authorisations of leading suppliers of IT solutions. The broad range of Comarch IT services is provided in a highly competent and reliable way. The most important services provided by Comarch include:

- Business Process Management
- Integration of IT Systems and implementation projects
- Turnkey projects
- IT Outsourcing (Outsourcing Infrastructures and Body Leasing)
- IT Services
- Data Security and Protection
- Consulting and Training

Internet portal – INTERIA.PL S.A.

S INTERIA.PL S.A. was established in August 1999 as the joint undertaking of the Polish market's leading IT company, ComArch S.A., and the biggest Polish radio station, RMF FM. In 2001 the company made its debut on the Warsaw Stock Exchange (INT).

Today, INTERIA.PL is the leading player on the Polish market for new generation media with extensive media experience and a unique knowledge of Internet technology. The company's Internet portal, www.interia.pl, makes a wide range of top quality services available to individual Internet users. These include news, multimedia, Internet television and radio, and Internet-community enabling.

INTERIA.PL, with its modern marketing and promotional solutions, leads the Polish advertising market. The biggest Polish companies from all sectors, as well as the dynamically growing small and medium enterprise market, use INTERIA.PL's advertising services.

The company also offers a wide variety of technology for business, which is developed from the most contemporary Internet solutions used every day on the www.interia.pl portal.

On 3 December 2007, an agreement on INTERIA.PL S.A. ownership transfer between ComArch S.A. with its registered seat in Krakow and ComArch Management Spółka z ograniczoną odpowiedzialnością Spółka Komandytowo-Akcyjna with its registered seat in Krakow („SKA”) was concluded. In consequence of this agreement ComArch S.A. transferred INTERIA.PL S.A. ownership to SKA. These were 2,267,814 registered preferential shares and 270,555 ordinary bearer shares. They in total constituted 36.08 % of share capital of INTERIA.PL S.A. and entitled to 48.48 % of votes at the annual general meeting of INTERIA.PL S.A. As at 31 December 2007, ComArch S.A. held no INTERIA.PL S.A. shares, however they are still propriety of the Comarch Group. In January 2008, a transaction of sales of INTERIA.PL S.A. shares by "COMARCH MANAGEMENT Spółka z ograniczoną odpowiedzialnością" Spółka Komandytowo-Akcyjna to "BAUER MEDIA INVEST" GmbH was settled. It was a consequence of an agreement concluded between ComArch S.A. and "BAUER MEDIA INVEST" GmbH on 3 December 2007.

Sports activity

MKS Cracovia SSA carries out sport activity by participating in professional league and contests in several sport disciplines, with football and ice hockey being the key ones. The objective of investing in the company is promotion of ComArch brand. It is an element of marketing strategy of the ComArch Group, aimed at creating image of ComArch as the first-choice integrator for large and medium-seized enterprises in Poland.

Revenues from sport activity of MKS Cracovia SSA include revenues on account of advertising services and other services, as well as revenues from tickets for sport events organised by the company.

2.2 Position of the Group in the IT Market and Information about Markets and Sources of Supply

Due to the type of IT systems offered by the company, medium-sized and large companies (who are the largest clients of advanced IT solutions all over the world) constitute the main group of clients. Majority of company's products are addressed to specific groups of customers, while IT services are of universal nature and are offered to all groups of customers. Sale in the Group is highly diversified, with no dependency on one major client. In 2007, the share of none of the customer exceeded 10 % of the sale in ComArch S.A.'s sales.

Due to the specific nature of the industry, in which Comarch manages its operations, international concerns, which are producers of computer systems and programmers tools, Polish branches and representatives of such concerns, as well as Polish distributing companies and subcontractors for systems, have to be considered sources of supply. In 2007, no supplier provided products and merchandise at the value exceeding 10% of ComArch S.A. proceeds on sale.

2.2.1 Revenues from Sales- Geographical Structure

	12 months ended 31 December 2007	%	12 months ended 31 December 2006	%	12 months ended 31 December 2005	%
Domestic (Poland)	467,460	80.5%	395,048	80.4 %	377,002	84.9 %
Export	113,588	19.5%	96,502	19.6 %	66,988	15.1 %
Revenues from sales	581,048	100.0%	491,550	100.0 %	443,990	100.0 %

Export sales in 2007 were higher by 17.1 million PLN than in 2006 (113.6 million PLN compared to 96.5 million PLN in 2006, i.e. an increase of 17.7 %). The share of export sales in total sales has remained at the level comparable to that in 2006 (19.5 % compared to 19.6 % in the last year). A

constant increase in the share of export sales remains one of the main strategic trends in the development of the Group.

Geographical sales structure:

	12 months ended 31 December 2007	12 months ended 31 December 2006	12 months ended 31 December 2005
Domestic (Poland)	467,460	395,048	377,002
Europe	89,256	67,298	41,181
North and South America	15,009	25,483	14,428
Other	9,323	3,721	11,379
TOTAL	581,048	491,550	443,990

In 2007, sales in Europe increased by 22 million PLN and constituted 78.6 % of the Comarch Group's export sales. Sales in both the Americas decreased by 41.1 % compared to those in 2006 (from 25.5 million PLN to 15 million PLN). Share of sales to other countries has remained at the similar level to that in the previous years.

2.2.2 Revenues from Sales – Market Structure

	12 months ended 31 December 2007	%	12 months ended 31 December 2006	%
Telecommunication, Media, IT	122,529	21.1%	123,541	25.1 %
Finance and Banking	126,635	21.8%	115,139	23.4 %
Trade and Services	60,720	10.4%	65,854	13.4 %
Industry & Utilities	83,044	14.3%	51,055	10.4 %
Public Sector	126,750	21.8%	83,122	16.9 %
Small and Medium-seized Enterprises	49,417	8.5%	40,581	8.3 %
Other	11,953	2.1%	12,258	2.5 %
TOTAL	581,048	100.00%	491,550	100.0 %

In 2007, there was a significant increase in sales to the public sector (an increase of 43.6 million PLN, i.e. 52.5 % compared to the previous year). In consequence there was an increase in share of sales to this sector in the total sales from 16.9 % to 21.8 %. The increase in sales to this sector is mostly the result of deliveries of hardware to schools in 2007. There was a high increase in sales to the Industry & Utilities sector (an increase of 32 million PLN, i.e. 62.7 %, an increase in share from 10.4 % to 14.3 %). In 2007, there was also significant increase in sales to the Finance and Banking sector (an increase of 11.5 million PLN, i.e. 10 %). Sales to clients in the Telecommunications sector have remained at the same level; there was only a slight decrease in their share in total sales (from 25.1 % to 21.1 %) due to an increase in the total revenues from sales. Sales to small and medium enterprises increased by 8.8 million PLN, i.e. 21.8 % and its share in total sales has maintained the same level of 8.5 %. There was a slight decrease in the sales to the Trade and Services sector (a decrease of 5.1 million PLN, i.e. 7.8 %).

Over several years, the shares of particular sectors and types of sales have remained relatively at the same level. Possible fluctuations are related to periodical increases in hardware sales within the framework of the public sector.

2.2.3 Revenues from Sales – Products Structure

	12 months ended 31 December 2007	%	12 months ended 31 December 2006	%
Services	295,330	50.8%	246,767	50.2 %
Proprietary Software	72,048	12.4%	71,208	14.5 %
Third-party Software	74,276	12.8%	70,223	14.3 %
Hardware	123,374	21.2%	90,821	18.5 %

Other	16,020	2.8%	12,531	2.5 %
TOTAL	581,048	100.0%	491,550	100.0 %

In 2007, revenue from sales increased by 18.2 % and that is a consequence of increase in sales of all types of products, services and goods offered by the Group. There was just a slight change in the product sales structure compared to the previous year. Sales of IT services (50.8 % in the total sales) have remained the most important category in revenues. Total sales of services and proprietary software increased by 49.4 million PLN, i.e. 15.5 % compared to those in 2006; however share in the total sales maintained, the comparable to the previous year, level of 63.2 %. In 2007, total sales of hardware and the third party software increased by 36.6 million PLN, i.e. 22.7 % compared to those in 2006. Remaining sales have remained at the same level as in 2006, and the share in total sales was 2.8 %.

2.3 The Most Important Contracts Signed in 2007

The most important contracts that were signed in 2007 are:

2.3.1 Contract with TeleYemen

In June 2007 a contract was signed between ComArch S.A. and TeleYemen (Yemen International Telecommunications) with its registered seat in Yemen. The scope of the agreement are sales of licences and implementation of Comarch BSS billing platform. The value of this agreement amounts to 2,100,800.00 USD. TeleYemen is the largest operator that renders services of international telephone connections and CDMA mobile telephony in Yemen. Beside the projects that are managed in Yemen and United Arab Emirates, the signed contract, is another step in strengthening of Comarch's position in the orient, the region of great demand on advanced services and IT systems.

2.3.2 Signing a Contract for Execution of the First Stage of e-PUAP - Electronic Platform of Public Administration Services

On 2 July 2007, ComArch S.A.'s Management Board received a contract between ComArch S.A. and Ministry of Interior Affairs and Administration on implementation of ePUAP (Electronic Platform of Public Administration Services) IT system. Gross value of the signed contract amounts to circa 13.77 million PLN. Completion date of this project was established on 31 May 2008.

ePUAP is the main project related to the Information Technology Plan for Poland in 2007-2010. ePUAP shall be a common infrastructure which allows any public administration unit to provide electronic access to public services for the citizens, entrepreneurs and other public administration units. In the future, the launched platform will enable defining of other processes that serve citizens and enterprises as well as create access to the particular public administration domain systems (both central and city-governmental). It will also enable development of public e-services. The designed system is one of the so-called e-Government projects that will enable realisation of central and regional public services which need the access to so-called base registers.

2.3.3 Agreement with the Ministry of National Education

On 30 April 2007, an agreement between Comarch and the Ministry of National Education was signed. This contract is for the delivery, installation and network connection of 961 computer labs in primary schools, junior high schools, post-junior high schools and post-secondary schools located in the area of the second Region that includes the provinces: Małopolskie and Podkarpackie. The net value of this agreement amounts to 41,577,276 PLN. The contract will be carried out during a 70 day period beginning from the date of the contract signing, warranty service will be provided during a 36 month period beginning from the delivery date. The company announced details in current report no. 1/2007.

2.3.4 Contracts with Ogólnopolska Fundacja Edukacji Komputerowej (OFEK)

On 30 April 2007, a contract with OFEK was signed with a net value of 33,031,809.29 PLN and on 9 May 2007 with net value of 16,398,680.50 PLN. As a result, the total value of contracts signed between Comarch and OFEK during the last 12 months exceeds 10 % of Comarch's equity and in total fulfil the significant agreement criterion. The contract with the highest value is the above-

mentioned agreement dated 30 April 2007. Within the framework of this agreement, OFEK will deliver hardware, build the network, install computer labs and connect them to the existing network as well as integrate all elements. The net contract value is 33,031,809.29 PLN. The contract will be executed during a 67 day period of time beginning from the date of signing the contract, warranty service will be provided for a minimal period of 36 months beginning from the delivery date. The total value of contracts signed with OFEK during the last 12 months is circa 64 million PLN. The company announced details in current report no. 12/2007.

2.3.5 Contract with Ministry of Finance

On 31 May 2007 a contract between ComArch S.A. and Ministry of Finance with its registered seat in Warsaw, at ul. Świętokrzyska 12 was signed. This is contract for hardware and software delivery and services rendering for Poltax system. The gross value of this agreement amounts to 27,596,797.72 PLN. Hardware and software delivery and services rendering related to delivery will be executed during 3 months, and within the framework of dedicated support services rendering, the scope of the agreement will be executed during 3 years from the date of delivery and execution of associated services. The company announced details in current report no. 17/2007.

2.3.6 Agreement on Sales of INTERIA.PL S.A. Shares to "BAUER MEDIA INVEST" GmbH

On 3 December 2007, ComArch S.A., "COMARCH MANAGEMENT Spółka z ograniczona odpowiedzialnością" Spółka Komandytowo-Akcyjna (Ltd' Joint Stock Partnership) and „COMARCH CORPORATE FINANCE” Closed Investment Fund concluded a contract with BAUER MEDIA INVEST” GmbH with its registered seat in Hamburg, Burchardstrasse 11. In consequence of this agreement ComArch S.A. declared:

a) bringing 2,267,814 registered preferential shares and 270,555 ordinary bearer INTERIA.PL SA shares to cover an increase in share capital of 'COMARCH MANAGEMENT Ltd' Joint Stock Partnership. The shares constitute 36.08 % of share capital of INTERIA.PL S.A. and entitle to 48.48 % of votes at the annual general meeting of INTERIA.PL S.A.

b) to ensure sales by 'COMARCH MANAGEMENT Ltd' Joint Stock Partnership the above-mentioned INTERIA.PL SA shares to „BAUER MEDIA INVEST” GmbH by entering into a call of a buyer for INTERIA.PL SA shares for 80.00 PLN for each registered preferential share and 66.62 PLN for each ordinary bearer share. The company announced details in current report no. 52/2007.

2.3.7 Annex to an Agreement on Multipurpose Credit

On 6 April 2007, an Annex no. 2 to an Agreement on multipurpose and multicurrency credit line dated 3 June 2005 (the Company announced details in current report no. 19/2005) between ComArch S.A. and Bank BPH S.A. with its registered seat in Krakow was signed. It increases credit limit by 14 million PLN up to 38 million PLN. It means that within credit limit the company may use a maximum amount of 38 million PLN. The company announced details in current report no. 7/2007.

2.3.8 Annex to the Credit Agreement with Fortis Bank Polska S.A.

On 10 December 2007, an annex to the credit agreement with Fortis Bank Polska S.A. was signed. It is related to financing of the third construction stage of production and office buildings in the Special Economic Zone in Krakow. The company announced details of the agreement on 9 June 2006 in current report no. 33/2006. The annex increases credit's amount by 14 million PLN up to 44 million PLN and it exceeds crediting period from 16 to 18 years, till 29 July 2024. The company announced details in current report no. 53/2007.

AFTER THE BALANCE SHEET DATE

2.3.9 Contract with BIW Koncept Sp. z o.o. (Limited Liability Company)

On 17 April 2008, a contract between ComArch S.A. and BIW KONCEPT Sp. z o.o. (Ltd) with its registered seat in Krakow was signed. Within the framework of the contract, Comarch will deliver computer hardware and software till 7 June 2008. The gross value of this agreement amounts to 53,183,000.06 PLN. The company announced details in current report no. 9/2007.

2.3.10 Contract with Ogólnopolska Fundacja Edukacji Komputerowej

On 17 April 2008, a contract between ComArch S.A. and Ogólnopolska Fundacja Edukacji Komputerowej with its registered seat in Wrocław (hereinafter referred to as the "OFEK") was signed. Within the framework of the contract, OFEK will deliver computer hardware and software till 7 June 2008. The gross value of this agreement amounts to 48,424,302.22 PLN. The company announced details in current report no. 10/2007.

2.4 Production Capacity of the Group

Most of production by Comarch consists in production of computer software on the basis of customer orders and in production of company's own, versatile software products. The basic factor limiting the production capacity is human resources. The company flexibly manages teams of employees through continuous optimising of filling of posts in current commercial projects (for which contracts are signed) and internal projects (developing new products and updating the existing ones, not directly connected to contractual requirements).

As the company makes active investments in new products and technologies, and it strives to provide appropriately wide range of competencies for all its employees, there are no resources that are unused.

2.5 Activity in the Special Economic Zone

On 22 March 1999, ComArch S.A. obtained a permit for conducting activity in the Special Economic Zone in Krakow. According to the regulation of the Council of Ministers of 14 October 1997 on establishment of a Special Economic Zone in Krakow (Journal of Laws No. 135, item 912 and changes to this act), the entities, which invested in the Krakow special economic zone at least 2 million Euro, were granted the following tax allowances:

a) During the first 6 years of commercial operations in the zone, the income from such activity is free from income tax

b) After this period of time, but not later than until the date specified in the permit, half of the income obtained is free from income tax.

The allowance was applicable for the income tax from legal entities from the income obtained from the activity specified in the permit.

In reference to Poland joining the European Union, an Act was passed of 2 October 2003 on changing the act on special economic zones and some other acts (Journal of Laws No. 188 Item 1840), which changed the conditions for tax allowance for entities acting in special economic zones. Pursuant to the provision of Article 6 section 1 of the Act, these entities may apply for changing the terms and conditions of the permit in order to adjust it to the principles for granting public aid in force in the European Union. Pursuant to the provision of Article 5 Section 2 Point 1 b), Point 2, Point 3 of the Act, the maximum amount of public aid for entities, which manage operations in a special economic zone on the basis of a permit issued before 1 January 2000, cannot exceed 75 % of the value of investments incurred in the period from the date of obtaining the permit to 31 December 2006, provided that in determining the maximum amount of public aid, the total amount of public aid obtained since 1 January 2001 is taken into consideration. It means a change in the current method of functioning of tax allowance (public aid), from unlimited by value into limited by value and dependent on the value of investments made. In case of ComArch SA, the maximum value of public aid shall not exceed 75 % of the value of investment expenditures, which the company has incurred / shall incur in the period since obtaining the permit, i.e. 22 March 1999, till 31 December 2006.

The costs of investments and the amount of aid are subject to discounting pursuant to Par. 9 of the Regulation of the Ministry from 14 September 2004 on the Krakow Special Economic Zone (Journal of Laws 220 Item 2232) with wording changed pursuant to Par. 1 of the Regulation of the Ministry from 8 February 2005 that changed the Ordinance on the Krakow Special Economic Zone (Journal of Laws No. 32 Item 270) and with Par. 2 of the latter Ordinance taken into consideration.

ComArch S.A. applied to the Minister of Economy for change in the conditions of the permit and on 1 July 2004 it obtained the decision of the Minister of Economy of 24 June 2004 on change in the conditions of the permit to those specified above and compliant with the Act. At the same time, the period of time for which the permit for ComArch S.A. was issued was extended to 31 December 2017 in the changed permit. This means extension of the period of time in which ComArch S.A. will be able to use the public aid limit, which it is entitled to use for the investments incurred in the special economic zone. ComArch S.A. approached in order to get a new permit because it is still going to invest in the Special Economic Zone. The company received the permit on 17 April 2007.

Pursuant to IAS 12, unused tax relief as at 31 December 2007 constitutes a deferred income tax asset. The limit of the unused investment relief as at 31 December 2007, discounted as at the permit date, is 27.18 million PLN.

3. FINANCIAL SITUATION OF THE CAPITAL GROUP IN 2007

3.1 Financial Analysis

Balance Sheet

ASSETS

	31 December 2007	%	31 December 2006	%	2007/2006	%
Non-current assets						
Property, plant and equipment	182,633	32.7%	138,765	30.1%	43,868	31.6%
Goodwill	3,284	0.6%	3,284	0.7%	-	0.0%
Intangible assets	35,559	6.4%	36,035	7.8%	-476	-1.3%
Non-current prepayments	8,458	1.5%	8,118	1.7%	340	4.2%
Investment in associates	-	0.0%	7,289	1.6%	-7,289	-100.0%
Other investment	106	0.0%	102	0.0%	4	3.9%
Deferred income tax assets	12,341	2.2%	10,994	2.4%	1,347	12.3%
Other receivables	-	0.0%	3	0.0%	-3	-100.0%
	242,381	43.4%	204,590	44.3%	37,791	18.5%
Current assets						
Inventories	32,839	5.9%	20,136	4.4%	12,703	63.1%
Trade and other receivables	188,550	33.7%	149,950	32.5%	38,600	25.7%
Current income tax receivables	-	0.0%	-	0.0%	-	0.0%
Long-term contracts receivables	17,806	3.2%	23,926	5.2%	-6,120	-25.6%
Available-for-sale financial assets	-	0.0%	-	0.0%	-	0.0%
Other financial assets at fair value – derivative financial instruments	-	0.0%	167	0.0%	-167	-100.0%
Cash and cash equivalents	66,362	11.9%	62,790	13.6%	3,572	5.7%
Assets classified as dedicated-for-sale	10,551	1.9%	-	0.0%	10,551	100.0%
	316,108	56.6%	256,969	55.7%	59,139	23.0%
Total assets	558,489	100.0%	461,559	100.0%	96,930	21.0%

As at the end of 2007, the value of the company's assets increased by 21 % compared to 2006 to 558.5 million PLN. Non-current assets grew by 18.5 % and current assets by 23 %. The increase in non-current assets of 37.8 million PLN is mostly result of investment in real estates in the Special Economic Zone in Krakow within completion of the second and the third investment stage. The share of particular items of non-current assets in the total structure of assets has remained at the similar level. Current asset increased by 59.1 million PLN mainly due to a high level of trade receivables as at 31 December 2007. Significant increase in value of inventory as at 31 December 2007 (of 63.1 % up to 32.8 million PLN) is a consequence of deliveries of computer hardware realised by the company and was temporary. The share of other items of current assets in the total structure of assets has remained at the similar level.

EQUITY	31 December 2007		31 December 2006		2007/2006	
		%		%		%
Capital and reserves attributable to the company's equity holders						
Share capital	7,960	1.4%	7,519	1.6%	441	5.9%
Other capitals	128,875	23.1%	127,795	27.7%	1,080	0.8%
Exchange differences	321	0.1%	463	0.1%	-142	-30.7%
Net profit for the current period	42,770	7.7%	52,760	11.4%	-9,990	-18.9%
Retained earnings	106,626	19.1%	53,866	11.7%	52,760	97.9%
	286,552	51.4%	242,403	52.5%	44,149	18.2%
Minority interest	14,228	2.5%	14,580	3.2%	-352	-2.4%
Total	300,780	53.9%	256,983	55.7%	43,797	17.0%
LIABILITIES						
Non-current liabilities						
Credit and loans	77,739	13.9%	51,471	11.1%	26,268	51.0%
Other liabilities	113	0.0%	-	0.0%	113	0.0%
Deferred income tax liabilities	6,634	1.2%	6,309	1.4%	325	5.2%
Provisions for other liabilities and charges	2,669	0.5%	228	0.0%	2,441	1070.6%
	87,155	15.6%	58,008	12.5%	29,147	50.2%
Current liabilities						
Trade and other payables	152,867	27.4%	127,714	27.7%	25,153	19.7%
Current income tax liabilities	3,037	0.5%	3,424	0.7%	-387	-11.3%
Long-term contracts liabilities	7,125	1.3%	9,744	2.1%	-2,619	-26.9%
Credit and loans	4,945	0.9%	3,033	0.7%	1,912	63.0%
Provisions for other liabilities and charges	2,580	0.4%	2,653	0.6%	-73	-2.8%
	170,554	30.5%	146,568	31.8%	23,986	16.4%
Total liabilities	257,709	46.1%	204,576	44.3%	53,133	26.0%
Total equity and liabilities	558,489	100.0%	461,559	100.0%	96,930	21.0%

In 2007 equity increased mostly as a result of high net profit that was generated in 2007 (42.8 million PLN). Due to execution of the managerial option programme for the members of the Management Board and key employees, carried out in the first half of 2007, 441,826 company's shares were issued. As a consequence, the share capital increased by 5.9 %. The share of equity in total equity and liabilities structure has remained at the comparable level as over the previous year. Liabilities and provisions for liabilities constituted 46.1 % in total equity and liabilities compared to 44.3 % in the previous year. Despite the increase of 53.1 million PLN, their structure has not changed compared to those in 2006. An increase of 29.1 million PLN (50.2 %) in non-current liabilities is related to ComArch S.A. long-term bank credits that finance investment in the Special Economic Zone. An increase of 24 million PLN (16.4 %) in current liabilities is a result of a seasonal increase in trade liabilities.

The Comarch Group maintained very good financial liquidity. Financial debt ratios decreased slightly. In the Management Board's opinion, the Comarch Group has no problems with meeting the contracted financial liabilities on-time. Temporarily free funds are invested by the company in safe financial instruments like bank deposits and participation units in money investment funds.

Debt analysis	31 December 2007	31 December 2006	31 December 2005
Debt ratio	14.80%	11.81 %	17.62 %
Debt/equity ratio	28.85%	22.48 %	41.58 %

	12 months ended 31 December 2007		12 months ended 31 December 2006		2007/2006	
		%		%		%
Revenue	581,048	100.0%	491,550	100,0%	89,498	18.2%
Cost of sales	-450,690	-77.6%	-370,844	-75.4%	-79,846	21.5%
Gross profit	130,358	22.4%	120,706	24.6%	9,652	8.0%
Other operating income	2,021	0.3%	1,010	0.2%	1,011	100.1%
Sales and marketing costs	-44,370	-7.6%	-39,189	-8.0%	-5,181	13.2%
Administrative expenses	-36,479	-6.3%	-32,965	-6.7%	-3,514	10.7%
Other operating expenses	-7,524	-1.3%	-4,011	-0.8%	-3,513	87.6%
Operating profit	44,006	7.6%	45,551	9.3%	-1,545	-3.4%
Finance costs-net	-1,749	-0.3%	6,431	1.3%	-8,180	-127.2%
Share of profit/(loss) of associates	3,262	0.6%	2,590	0.5%	672	25.9%
Profit before income tax	45,519	7.8%	54,572	11.1%	-9,053	-16.6%
Income tax expense	-3,101	-0.5%	-1,585	-0.3%	-1,516	95.6%
Net profit for the period	42,418	7.3%	52,987	10.8%	-10,569	-19.9%
Including:						
Net profit attributable to equity holders of the company	42,770	7.4%	52,760	10.7%	-9,990	-18.9%
Minority interest	-352	-0.1%	227	0.0%	-579	-255.1%

Over 2007, Comarch Group achieved very favourable results. Revenue from sales were 581.0 million PLN (an increase of 18.2 % compared to those in 2006). Operating profit maintained the similar level of 44 million PLN (45.6 million PLN in 2006). In consequence, EBIT margin decreased from 9.3 % to 7.6 %. Net profit attributable to the company's shareholders decreased by 18.9 % to 42.8 million PLN and net margin decreased from 10.7 % to 7.4 %.

Profitability analysis:	31 December 2007	31 December 2006	31 December 2005
Margin on sales	22.43%	24.56 %	20.28 %
EBIT margin	7.57%	9.27 %	6.16 %
Gross margin	7.83%	11.10 %	5.47 %
Net margin	7.36%	10.73 %	6.32 %

Decrease in EBIT margin in 2007 is mostly a consequence of investment in human resources carried out in 2007 and in the previous years as well as continuous pressure on increase in remuneration in IT sector. As at 31 December 2007, the company had 2,853 employees, i.e. 389 more people than at the end of the previous year (excluding employees of MKS Cracovia SSA). The company increases deliberately costs of acquiring the best IT specialist from employment market, investing in creation of Comarch competitive edge in the future. When comparing net profit in 2007 with 2006 it should be noted that in the first quarter of 2006 INTERIA.PL S.A. shares were sold.

Financial liquidity and turnover ratios

Liquidity analysis:	31 December 2007	31 December 2006	31 December 2005
Current ratio	1.85	1.75	1.58
Quick ratio	1.56	1.45	1.16
Cash to current liabilities ratio	0.39	0.43	0.40

Turnover analysis:	31 December 2007	31 December 2006	31 December 2005
Current assets turnover ratio	1.84	1.91	2.29
Receivables turnover ratio (days)	117	110	75
Inventories turnover ratio (days)	58	43	45
Liabilities turnover ratio (days)	167	157	148
Liabilities turnover excluding liabilities due to bonds and investment credit ratio (days)	117	121	107

Turnover ratios indicate the effective use of the company's funds. In 2007, the receivables turnover ratio increased slightly compared to the previous year. This is the consequence of a high level of trade receivables as at 31 December 2007 that is an effect of the high amount of sales during fourth quarter of 2007. Furthermore, liabilities turnover ratio increased as a consequence of increase in non-current indebtedness due to long-term credits financing investment in the Special Economic Zone. Other turnover ratios have remained at a similar level.

3.2 Explanation of Differences between Financial Results Given in the Annual Report and Forecasts of Results for the Given Year Published Earlier

The Group did not publish forecasts of results for 2007.

3.3 Changes in the Basic Rules of Management of the Issuer's Company and Its Capital Group

None present.

3.4 Transactions with Related Parties

Transactions with related parties, whose value exceeded 500,000 EURO in 2007, are transactions of purchase of goods and services from ComArch Software AG for the amount of 3.22 million PLN and from MKS Cracovia SSA for the amount of 6.09 million PLN; as well as transactions of sale of goods and services for ComArch, Inc. for the amount of 5.5 million PLN, for ComArch Software AG for the amount of 14.39 million PLN and for CA Services S.A. for the amount of 7.65 million PLN. In the case of MKS Cracovia SSA these are mainly transactions of purchasing advertising services and in other cases mainly transactions within subcontracting IT and tele-IT works under contracts executed by particular companies in the ComArch Group.

3.5 Financial Liabilities**3.5.1 Bank Guarantees**

On 31 December 2007, the value of bank guarantee and letters of credit issued by banks on order from ComArch S.A. in reference to executed agreements and participation in tender proceedings was 46.46 million PLN.

3.5.2 Suretyships

On 31 December 2007, there were no ComArch S.A.'s suretyships from lease agreements.

3.5.3 Credits

As at 31 December 2007, ComArch S.A. had liabilities due to credits in the amount of 82.479 million PLN.

ComArch S.A. credit lines:

a) An investment credit from Fortis Bank Polska S.A. with its registered seat in Warsaw in amount of 20 million PLN for the financing of the first construction stage of production and office buildings in the Special Economic Zone in Krakow. The crediting period may last 10 years, i.e. until 2015. This credit has a variable interest rate. As at 31 December 2007, the value of the credit to be repaid amounted to 15 million PLN. A promissory note, the mortgage on land and the building insurance policy are security for this credit.

b) An investment credit from Kredyt Bank S.A. with its registered seat in Warsaw, for the financing of the second construction stage of production and office buildings in the Special Economic Zone in Krakow. The credit amounts to 80 % of investment value up to a maximum of 26.824 million PLN. The crediting period may last a maximum of 16 years at a variable interest rate. A promissory note, the mortgage on land and the building insurance policy are security for this credit. As at 31 December 2007, the value of the credit to be repaid amounted to 26.554 million PLN.

c) An investment credit from Fortis Bank Polska S.A. with its registered seat in Warsaw, for the financing of the third construction stage of production and office buildings in the Special Economic Zone in Krakow. The credit amounts to 85 % of the investment value up to a maximum of 44,000,000 PLN. The crediting period may last a maximum of 16 years at a variable interest rate and should be taken out by 27 June 2008. A promissory note, the mortgage on land and the building insurance policy are security for this credit. As at 31 December 2007, the value of drawn credit amounted to 25.768 million PLN.

d) An investment credit from Bank Pekao S.A. with its registered seat in Warsaw, for the financing of purchase of land in the Special Economic Zone in Krakow. The credit amounts to 15.1 million PLN. The crediting period may last a maximum of 5 years at a variable interest rate. The mortgage on the land is security for this credit. As at 31 December 2007, the value of the credit to be repaid amounted to 15.1 million PLN.

3.6 Loans Granted

3.6.1 Loans

As at 31 December 2007, the value of unpaid home loans granted to employees of ComArch S.A. was 0.012 million PLN. Maturity dates for them come in the years 2008-2009.

As at 31 December 2007, the following companies of the Capital Group were indebted towards ComArch S.A. for loans granted: ComArch Software AG (2.006 million PLN), ComArch, Inc. (2.119 million PLN), ComArch LLC (0.097 million PLN), ComArch Panama, Inc. (0.852 million PLN), OOO ComArch (0.365 million PLN) and MKS Cracovia SSA (1.45 million PLN). Maturity dates for their payment come in the years 2008-2009.

3.6.2 Loans Granted to Managing and Supervising Persons

As at 31 December 2007, there are no unpaid loans as well as guarantees and suretyships granted by ComArch S.A. for the benefit of members of the Management Board, the Supervisory Board and their relatives.

3.7 Financial Risk

The company is exposed to the following main types of financial risk:

3.7.1 Credit Risk

The company establishes the financial credibility of potential clients before signing contracts for the supply of IT systems and adjusts the conditions of each contract to the potential risk depending on its assessment of the financial standing of the client. Concentration of credit risk is limited due to

diversification of the Group's sales to a significant number of customers in different branch of economy, in different world's regions.

3.7.2 Risk of Change in Interest Rates

The company is exposed to the risk of changes in interest rates related to long-term investment credits to finance the construction of new production buildings in the Special Economic Zone in Krakow. These are credits at variable interest rates based on the WIBOR index. The company has not been hedging this interest rate risk; however it monitors market situation in this scope. The influence of interest rate changes on the amount of interest on credit paid is partly compensated for by a change in the amount of interest received on cash and cash equivalents.

3.7.3 Risk of Fluctuation in the Exchange Rates

The company is exposed to foreign exchange risk in relation to export sales and sales denominated in foreign currencies, especially in relation to foreign exchange of EURO/PLN and USD/PLN. At the same time, part of the company's costs is also expressed in or related to exchange rates for foreign currencies. In individual cases, the company hedges future payments with forward contracts and currency options.

The balance sheet value of assets and financial liabilities of the Group denominated in foreign currencies is related to receivables and liabilities due to deliveries and services as well as cash as at the balance sheet date.

3.7.4 Financial Liquidity Risk

The Group has a liquidity risk management system to manage its short, medium and long-term funds. The fundamental financial liquidity risk arises because the majority of costs incurred by the Group are fixed, while revenue from sales, as is typical for a services company, fluctuates. The Group manages liquidity risk by holding the appropriate amount of working capital, by holding reserve credit lines in the current account, by constantly monitoring the forecasted and actual cash flows and by analyzing the maturity profiles of financial assets and liabilities.

4. PERSPECTIVES FOR DEVELOPMENT

4.1 Factors Essential for Development of the Capital Group

4.1.1 Internal Factors

- a) Increase in export sales;
- b) Position and reputation of the company affecting the nature of clients acquired;
- c) Commercial operations of ComArch S.A. in the special economic zone in Krakow;
- d) Significant share of standard (repetitive) products offered for sale, which means:
 - lower costs, especially variable costs related to a single contract,
 - the possibility of significant increase in profitability of a single contract with simultaneous reduction in charges for clients (licence fees),
 - broader and more diversified circle of clients, which means a broader scale of activities;
- e) Attractive training policy and attractive work conditions offered for employees of the Group;
- f) Increasing awareness of the Comarch brand among prospective clients by promotion managed through the MKS Cracovia SSA;
- g) Necessity of continuous investment in human resources to keep the company's competitiveness in the subsequent years.

4.1.2 External Factors

- a) Enhanced requirements from clients for IT systems. There is an increase in demand for large, complex IT systems dedicated for specific users. This gives advantage to large IT companies such as Comarch, which offer a number of different technologies and products and which are able to provide technologically advanced solutions;
- b) Development of Internet banking and more frequent usage of the Internet as a new distribution channel for financial products;

- c) Change in business models in many branches as well as change in business strategies of many companies related to technical progress and quick economical development observed all over the world during last years, that enhances demand on new IT systems;
- d) In relation to Poland membership in European Union, access of Polish companies to structural funds that will be allocated in part for development of IT systems or financing of R&D works;
- e) Growing competition, causing decrease in achieved margins; competition between IT companies;
- f) Continuous pressure on increase in remuneration in IT sector.

4.2 Perspectives for Growth and Development of the Group in 2008

The growth in the IT market in Poland, as well as the overall economic growth in the Polish and world markets, should have a positive effect on Comarch's growth and development, and on the financial results it achieves. The pursuit of a consistent and resolute strategy to position itself on the market as a technology and product-oriented company is bringing results in an annually expanding client base with a high proportion of international companies. After Poland's integration with European Union, more and more foreign companies began to operate in Poland and the range of potential IT system clients will expand. In the same way, Comarch's activities on foreign markets should further increase sales and enhance its image among international corporations. This, in turn, will strengthen the company's competitive position on the Polish market.

Execution of ComArch S.A. strategy largely depends on macroeconomic conditions, beyond the company, especially on the level of IT investments in medium-size and large companies in Poland and abroad and on the fact that competition in the IT sector becomes more and more fierce. At the same time, effective management of operational risks is the necessary condition for execution of the strategy. The most important operational risks connected with the operations of the company are:

- a) Risks related to R&D work (developing proprietary software products);
- b) Risks related to assessment of time requirements for long-term contracts;
- c) Risks related to failure to observe contract terms and conditions and contractors taking advantage of the provided performance guarantees;
- d) Risk of foreign legal and political environment related to execution of export contracts;
- e) Risk of decreased possibility (difficulty) of controlling and monitoring financial standing of foreign contractors.

4.3 Investment Plans

The globalisation of the economy and the liberalisation of trade mean that barriers for companies and their products are falling. The IT market is now an open, global forum where product price and quality are continuously compared. Along with the increased presence of foreign capital in Poland, even IT companies operating solely on the domestic market must offer products that are competitive in global terms. Right from the beginning, ComArch has enjoyed a reputation for generating innovative technical solutions and selling competitive products successfully on the international market.

This is why the company's aim remains to develop new and competitive products that will ensure its further growth and development and increase its value. Maintaining healthy sales dynamics requires expenditure on product development as well as on their effective promotion and marketing. This concerns both the modification of existing products and technologies as well as creating and designing new products.

Comarch's present policy entails research and development work directed to implementing and standardising products from the first moment they are being prepared for clients. This means that even if a product has been designed for a specific customer, the whole or a part of this software or code may then be used to produce a standard product. The effect of this is that individual contracts are more profitable and the client base expands. R&D work exceeded 16 % of revenue and was financed from Comarch's own funds and those won from the European Union. Over the next few years the Comarch Group will be managing innovative investment projects enabling further expansion into new business areas and onto new markets. They will be financed by money funds from sales of INTERIA.PL shares and other sources.

Comarch does not restrict its interest to the territory of Poland alone. With products featuring international competitive edge, Comarch will consistently aim at increase in international sales. The

sales will be executed directly to the final client (through ComArch S.A. or another company from the Comarch Group) or through partner companies.

The most investment plan for the next year is continuation of the third investment stage in the Special Economic Zone in Krakow (construction of the production and office building, at 11.4 thousand square metres of the total space, including technical infrastructure). Value of works planned to be carried out in 2008 amounts to 20.662 million PLN. Planned completion date of the investment is on 31 August 2008.

5. COMARCH IN THE STOCK EXCHANGE

5.1 Resolutions of the AGM and the Board of Supervisors

5.1.1 Resolutions of the Board of Supervisors

A) „Corporate Governance Principles 2005”

Pursuant to the rule number 2 of the ‘Corporate Governance Principles 2005’, in current report no. 24/2007, ComArch S.A.’s Management Board announced of ComArch S.A.’s Board of Supervisors resolutions no. 9/6/2007 dated 15 June 2007 and 10/06/2007 dated 20 June 2007, in which projects of the resolutions at the AGM, to be held on 28 June 2008, are given positive opinion.

In current report no. 25/2007, the Management Board of ComArch S.A. announced 2006 activities’ report ComArch S.A.’s Board of Supervisors including assessment of the company’s situation in 2006 according to the rule number 18 of the ‘Corporate Governance Principles 2005’.

B) Selection of the Entity Entitled to Audit and to Review the Financial Statements of ComArch S.A.

On 19 June 2006, the Supervisory Board of ComArch S.A selected Deloitte Audyt Sp. z o. o. to audit and to review the financial statements and the consolidated financial statements of ComArch S.A.

Deloitte Audyt Sp. z o. o. having its registered seat in Warsaw at ul. Piękna 18, is registered at number 73 in the list of entities entitled to audit financial statements. Deloitte Audyt Sp. z o. o. didn’t offer its services to ComArch S.A. in the past. ComArch S.A.’s Board of Supervisors selected auditor pursuant to article 19, section 2, point e) of the company’s Statute and pursuant to the operative regulations and professional standards. Agreement with Deloitte Audyt Sp. z o. o. was concluded on 17 July 2006 for two-year period and applies to:

- a) review of the consolidated financial statement of ComArch S.A. for first 6 months of 2006;
- b) review of the consolidated financial statement of ComArch S.A. for first 6 months of 2007;
- c) audit of the annual financial statement of ComArch S.A. and the annual consolidated financial statement of the company for 2006;
- d) audit of the annual financial statement of ComArch S.A. and the annual consolidated financial statement of the company for 2007.

5.1.2 Resolutions of the Annual General Meeting Held on 28 June 2007

On 1 June 2007, pursuant to art. 395 § 1 and art. 399 § 1 of the Commercial Companies Code and pursuant to § 14 of the company’s Statute, the Management Board of ComArch S.A. convened the Annual General Shareholders Meeting of ComArch S.A., to be held at 09:00 o’clock on 28 June 2006, at Aleja Jana Pawła II 39A in Krakow, Poland. Agenda of the meeting was presented in the current report no. 19/2007. Projects of resolutions to be presented on AGM were published on 20 June 2007 and their modification - on 27 June 2007. Their content was published in the current reports no. 23/2007 and 26/2007.

On 28 June 2007, the AGM passed the resolutions related to:

- election of Rafał Chwast to the post of the Chairman of the Annual General Meeting;
- removing from the agenda of the meeting the point regarding the election of the Returns Committee and the point regarding to the changes in managerial option programme for members of the Management Board and Key Employees of the company that was passed at AGM on 30 June 2005;
- passing the agenda of the meeting;

- approving the company's financial statement for the fiscal year 1.01.2006 - 31.12.2006;
- approving the report of the Management Board regarding the activities of the company in 2006;
- approving the activity report of the company's Board of Supervisors for the fiscal year 1.01.2006 - 31.12.2006 and audit of the company's financial statement and audit of the report of the Management Board regarding company's activities in 2006;
- approving the financial statement of the Capital Group for the fiscal year 1.01.2006 - 31.12.2006;
- approving the report of the Management Board of ComArch S.A. regarding the activities of the Capital Group in 2006;
- approving the report of the company's Supervisors Board of the audit of the consolidated financial statement of the Capital Group and of the report of the Management Board regarding the activities of the Capital Group in 2006;
- distribution of the company's net profit for the fiscal year 1.01.2006 - 31.12.2006;
- acknowledging the fulfilment of duties by the members of the Management Board and the Supervisory Board in the fiscal year 1.01.2006 - 31.12.2006;
- transfer of the net profit for the period 1.01.2004 - 31.08.2004 into supplementary capital (net profit of ComArch Kraków S.A. and CDN - ComArch S.A., consolidated with the company on 31 August 2004);
- covering of negative equity that arose as a result of consolidation of the company with ComArch Kraków S.A. and CDN - ComArch S.A. carried out on 31.08.2004;
- transfer of reserve capital to supplementary capital;
- election of the Board of Supervisors:
- Mrs. Elżbieta Filipiak to the post of the Chairman of the Board of Supervisors,
 - Mr. Maciej Brzeziński to the post of Vice-Chairman of the Board of Supervisors,
 - Mrs. Anna Ławrynowicz to the post of member of the Board of Supervisors,
 - Mr. Wojciech Kucharzyk to the post of member of the Board of Supervisors,
 - Mr. Tadeusz Syryjczyk to the post of member of the Board of Supervisors.

Mrs. Elżbieta Filipiak, Mr. Maciej Brzeziński, Mrs. Anna Ławrynowicz and Mr. Wojciech Kucharzyk were appointed for the next three years, and Mr. Tadeusz Syryjczyk is new member of the Board of Supervisors. Information about appointed members of the Board of Supervisors was published in the current report no. 31/2007.

- election of the Management Board:
- Mr. Janusz Filipiak to the post of the President of the Management Board,
 - Mr. Rafał Chwast to the post of the Vice-President of the Management Board,
 - Mr. Paweł Prokop to the post of the Vice-President of the Management Board,
 - Mr. Piotr Piątosza to the post of the Vice-President of the Management Board,
 - Mr. Zbigniew Rymarczyk to the post of the Vice-President of the Management Board,
 - Mr. Marcin Warwas to the post of the Vice-President of the Management Board,
 - Mr. Piotr Reichert to the post of the Vice-President of the Management Board.

Mr. Janusz Filipiak, Mr. Rafał Chwast, Mr. Paweł Prokop, Mr. Piotr Piątosza and Zbigniew Rymarczyk were appointed for the next three years, and Mr. Marcin Warwas and Mr. Piotr Reichert are new members of the Management Board. Information about appointed members of the Board of Supervisors was published in the current report no. 31/2007;

- changes in the company's Statute
- passing a new managerial option programme for members of the board and key employees to be executed in 2008-2010.

The full content of the resolutions was published on 28 June 2007 in the current report no. 28/2007. On 12 July 2007, changes in the company's Statute were registered by District Court for Kraków-Śródmieście, XI Economic Division of the National Court Register. The company announced details in current report no. 38/2007.

5.2 Operations on Shares and Bonds of the Capital Group

5.2.1 Subscription for Series I2 Shares

Subscription for series I2 shares began on 16 March 2007, and was completed on 23 March 2007. The shares were allocated on 26 March 2007. 441,826 shares were taken up by subscription. Subscriptions were made on 441,826 shares and 441,826 shares were allocated. An acquisition price of I2 shares was 1.00 PLN per every share. 13 persons subscribed for I2 shares and shares were allocated to 13 persons. The company did not enter into agreement on subissue. A value of

subscription, i.e. number of offered shares multiplied by issue price was 441,826 PLN. Total issue costs amounted to 16,331.90 PLN, including:

- costs of an offering: 14,150.00 PLN,
- civil law activities tax: 2,181.90 PLN.

Issue costs will be settled into finance costs. An average cost of subscription for series I2 shares per one share amounted to 0.04 PLN.

5.2.2 Registration by the District Court for Kraków-Śródmieście of an Increase in Share Capital and Changes in Statute

On 20 April 2007, the District Court for Kraków-Śródmieście, XI Economic Division of the National Court Register registered an increase in ComArch S.A.'s share capital to the amount of 7,960,596 PLN. After this increase company's share capital is divided into 7,960,596 shares. It corresponds to 15,029,396 votes at the company's AGM. The relevant change in statute was registered on 20 April 2007 by the District Court for Kraków-Śródmieście, XI Economic Division of the National Court Register. The company announced details in current reports no. 9/2007 and 10/2007.

5.2.3 Registration and Introduction to Trading of Series I2 Shares

On 28 May 2007, the Management Board of the Warsaw Stock Exchange decided to introduce to trading 441,826 series I2 ordinary bearer ComArch S.A. shares of nominal value of 1 PLN. Due to that fact the Management Board of the National Deposit for Securities registered the above-mentioned shares on 31 May 2007. After this registration the total number of ComArch S.A.'s securities is 6,193,396. The company announced details in current reports no. 13/2007, 15/2007 and 16/2007.

5.2.4 Transactions of Purchase/Disposal of Issuer's Shares by BZ WBK AIB Asset Management S.A. and BZ WBK AIB TFI S.A. (Investment Funds)

a) 17 May 2007

As result of disposal of the shares, which was settled on 17 May 2007, clients of BZ WBK AIB Asset Management S.A. decreased by over 2 % their participation in total number of votes at ComArch S.A.'s annual general meeting. They held over 10 % of total number of votes at ComArch S.A.'s annual general meeting up to the present.

On 17 May 2007, there were 1,513,179 ComArch S.A. shares in the managed securities accounts of BZ WBK AIB Asset Management S.A. clients, which constituted 19.01 % of the Company's share capital. This gave 1,513,179 or 10.07 % of the total votes at ComArch S.A.'s annual general meeting.

At the same time, BZ WBK AIB Asset Management S.A. informed that BZ WBK AIB Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna authorised BZ WBK AIB Asset Management S.A. to manage investment portfolios of investment funds, whose body Towarzystwo is. With relation to authorisation mentioned above, this notice ought to take into account ComArch S.A. shares, which are held by funds.

b) 30 May 2007

As a result of disposal of the shares, which was settled on 30 May 2007, clients of BZ WBK AIB Asset Management S.A. hold less than 10 % in total number of votes at ComArch S.A.'s annual general meeting.

On 30 May 2007, there were 1,461,243 ComArch S.A. shares in the managed securities accounts of BZ WBK AIB Asset Management S.A. clients, which constituted 18.36 % of the Company's share capital. This gave 1,461,243 or 9.72 % of the total votes at ComArch S.A.'s annual general meeting.

c) 16 July 2007

BZ WBK AIB Towarzystwo Funduszy Inwestycyjnych S.A., on behalf of Arka BZ WBK Shares Open Investment Fund, Arka BZ WBK Stable Growth Open Investment Fund, Arka BZ WBK Balanced Open Investment Fund as well as Lukas Open Investment Fund (hereinafter referred to as the "Funds"), informed that, as a result of disposal of the shares, which was settled on 16 July 2007, the above-mentioned Funds hold less than 5 % in total number of votes at ComArch S.A.'s annual general meeting.

On 16 July 2007, there were 746,533 ComArch S.A. shares in the securities accounts of Funds, which consisted 9.38 % of the equity. This gave 746,533 or 4.97 % of the total votes at ComArch S.A.'s annual general meeting.

d) 13 December 2007

As a result of purchases of the shares, which were settled on 13 December 2007, customers of BZ WBK AIB Asset Management Spółka Akcyjna with its registered seat in Poznan held more than 10 % of votes at the annual general meeting of ComArch S.A. On 13 December 2007, there were 1,504,869 ComArch S.A. shares in the managed securities accounts of BZ WBK AIB Asset Management S.A. clients, which constituted 18.90 % of the company's share capital. This gave 1,504,869 or 10.01 % of the total votes at ComArch S.A.'s annual general meeting.

Within the next 12 months, both an increase and decrease in share in ComArch S.A.'s share capital are possible. Potential decisions on purchase or disposal of shares will rely on company's situation, assessment of this situation and market conditions. Value of assets managed by BZ WBK Asset Management S.A. will have also influence on purchase or disposal decision making.

At the same time, BZ WBK AIB Asset Management S.A. informed that pursuant to art. 46, sec. 1, pt 1) of the Act on investment funds dated 27 May 2004 (Journal of Laws No. 146, pos. 1546, and subsequent changes), BZ WBK AIB Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna (investment funds) authorised BZ WBK AIB Asset Management S.A. to manage investment portfolios of investment funds, whose body Towarzystwo is (hereinafter referred to as the "Funds"). With relation to authorisation mentioned above, this notice ought to take into account ComArch S.A. shares, which are held by funds.

e) 13 December 2007

As a result of purchases of the shares, which were settled on 13 December 2007, Arka BZ WBK Share Open Investment Fund, Arka BZ WBK Stable Growth Open Investment Fund, Arka BZ WBK Balanced Open Investment Fund as well as Lukas Open Investment Fund (hereinafter referred to as the "Funds") held more than 5 % in total number of votes at ComArch S.A.'s annual general meeting. On 13 December 2007, there were 829,619 ComArch S.A. shares in the securities accounts of Funds, which consisted 10.42 % of the equity. This gave 829,619 votes or 5.52 % of the total votes at ComArch S.A.'s annual general meeting.

At the same time, Towarzystwo informed that pursuant to art. 46, sec. 1, pt 1) of the Act on investment funds dated 27 May 2004 (Journal of Laws No. 146, pos. 1546, and subsequent changes), authorised BZ WBK AIB Asset Management S.A. to manage investment portfolios of investment funds. With relation to authorisation mentioned above, BZ WBK AIB Asset Management S.A. has also the purchase information duty.

5.2.5 Other Disposal/Purchase of the Company's Shares

On 11 January, one of ComArch S.A.'s managing persons sold 150 ordinary bearer shares of ComArch S.A. for 201 PLN each.

On 17 January 2007, one of ComArch S.A.'s supervising person sold 10,000 (in words: ten thousands) ordinary bearer ComArch S.A. shares for 222 PLN each, i.e. 2,220,000 PLN. The above-mentioned transaction was concluded on regulated market-Warsaw Stock Exchange.

On 15 June 2007, married couple of a supervising person and a managing person sold 65,000 ordinary bearer ComArch S.A. shares for 219 PLN each. Information was prepared on 15 June 2007 in Krakow.

On 25 June 2007 and 26 June 2007, one of ComArch S.A.'s managing persons sold 22,566 ordinary bearer shares of ComArch S.A. for average price of 209,14 PLN each. Information was prepared on 27 June 2007 in Krakow.

Between 28 June 2007 and 5 July 2007, a person who has access to confidential information about ComArch S.A. sold 36,590 ordinary bearer shares of ComArch S.A. for average price of 201.927651 PLN each. Information was prepared on 5 July 2007 in Krakow.

Between 13 June 2007 and 6 July 2007, a person who has access to confidential information about ComArch S.A. sold 10,776 ordinary bearer shares of ComArch S.A. for average price of 213.57 PLN each. Information was prepared on 9 July 2007 in Krakow.

Between 25 June 2007 and 13 July 2007, a person who has access to confidential information about ComArch S.A. sold 950 ordinary bearer shares of ComArch S.A. for average price of 214.48 PLN each. Information was prepared on 23 July 2007 in Krakow.

On 10 July 2007, married couple of a supervising person and a managing person sold 22,420 ordinary bearer shares of ComArch S.A. at average price of 223.66 PLN every share. Information was prepared on 13 July 2007 in Krakow.

On 9 July 2007 and 10 July 2007, a member of ComArch S.A.'s Management Board sold 5,966 ordinary bearer shares of ComArch S.A. at average price of 223.88 PLN every share. Information was prepared on 16 July 2007 in Krakow.

Between 4 June 2007 and 4 August 2007 a person who has access to confidential information about ComArch S.A. sold 5,001 ordinary bearer shares of ComArch S.A. for average price of 215.26 PLN each. Information was prepared on 20 August 2007 in Krakow.

Between 21 August 2007 and 23 August 2007 a member of ComArch S.A.'s Management Board sold 5,758 ordinary bearer shares of ComArch S.A. at average price of 180.24 PLN every share. Information was prepared on 28 August 2007 in Krakow.

On 22 August 2007 a member of ComArch S.A.'s Management Board sold 9,850 ordinary bearer shares of ComArch S.A. at average price of 180.00 PLN every share. Information was prepared on 24 August 2007 in Krakow.

On 29 August 2007 a member of ComArch S.A.'s Management Board sold 10,776 ordinary bearer shares of ComArch S.A. at average price of 190.50 PLN every share. Information was prepared on 31 August 2007 in Krakow.

The above-mentioned transactions were concluded on regulated market-Warsaw Stock Exchange.

5.2.6 Resolution of the National Deposit for Securities on Registration of ComArch S.A. Shares

The Management Board of the National Deposit for Securities, with the resolution no. 367/07 dated 21 December 2007 on registration of 9,400 ordinary bearer ComArch S.A. shares with the code PLCOMAR00061. On 2 January 2008, they will be transformed from 9,400 registered preference shares marked with the code PLCOMAR00020.

The Management Board of the National Deposit for Securities announced that beginning from 2 January 2008:

- a) There will be 1,757,800 ComArch S.A. shares marked with the code PLCOMAR00020;
- b) There will be 9,400 ComArch S.A. shares marked with the code PLCOMAR00061.

5.2.7 Ownership Transfer of INTERIA.PL S.A. Shares

On 3 December 2007, an agreement on INTERIA.PL S.A. ownership transfer between ComArch S.A. with its registered seat in Krakow and ComArch Management Spółka z ograniczoną odpowiedzialnością Spółka Komandytowo-Akcyjna with its registered seat in Krakow („SKA”) was concluded. In consequence of this agreement ComArch S.A. transferred INTERIA.PL S.A. ownership to SKA. These were 2,267,814 registered preferential shares and 270,555 ordinary bearer shares. They in total constituted 36.08 % of share capital of INTERIA.PL S.A. and entitled to 48.48 % of votes at the annual general meeting of INTERIA.PL S.A. As at 31 December 2007, ComArch S.A. held no INTERIA.PL S.A. shares. In January 2008, a transaction of sales of INTERIA.PL S.A. shares by "COMARCH MANAGEMENT Spółka z ograniczoną odpowiedzialnością" Spółka Komandytowo-Akcyjna to "BAUER MEDIA INVEST" GmbH was settled. It was a consequence of an agreement concluded between ComArch S.A. and "BAUER MEDIA INVEST" GmbH on 3 December 2007.

AFTER THE BALANCE SHEET DATE**5.2.8 Introduction of 9,400 Series A Shares to Trading**

With the resolution no. 7/2008 dated 4 January 2008, the Management Board of the Warsaw Stock Exchange decided that pursuant to §19, sec. 1 and 2 of the Rules of the Warsaw Stock Exchange 9,400 ordinary bearer series A ComArch S.A. shares of nominal value of 1 PLN each are admitted to trading. Pursuant to §38 sec. 1 of the Rules of the Warsaw Stock Exchange, the Management Board of the Warsaw Stock Exchange decided that the shares mentioned in the point 1 will be introduced to trading on 11 January 2008, providing that on 11 January 2008 they will be assimilated by the National Deposit for Securities with other ComArch S.A. shares already in trading.

5.2.9 Change in Rights Attached to Series A Shares

Due to request of a shareholder and pursuant to resolution no. 1/16/2007 of ComArch S.A.'s Management Board passed on 13 August 2007 rights attached to 9,400 series A shares have been changed:

1) issuer's shares related to this change:

-9,400 registered preference series A shares

2) legal basis of taken action:

-Article 8 section 1 and 3 of ComArch S.A.'s Statute,

-Resolution no. 1/16/2007 of ComArch S.A.'s Management Board passed on 13 August 2007,

-Resolution No. 913/07 of the Management Board of the National Deposit for Securities dated 21 May 2007.

3) rights attached to shares before and after conversion

-before conversion – registered shares preferential for vote so that 5 votes in the General Meeting corresponds with each share,

-after conversion – ordinary bearer shares with no preferences.

4) number of converted registered preference shares: 9,400

5) number of votes at the issuer's general meeting after conversion: 14,991,796

5.2.10 Transactions of Purchase/Disposal of Issuer's Shares by BZ WBK AIB Asset Management S.A.'s**a) 2 January 2008**

As result of purchases of the shares, which were settled on 2 January 2008 as well as conversion of registered preference shares into ordinary bearer shares, clients of BZ WBK AIB Asset Management S.A. increased their share in total number of votes at ComArch S.A.'s annual general meeting by more than 2 %.

On 2 January 2008, there were 1,833,464 ComArch S.A. shares in the managed securities accounts of BZ WBK AIB Asset Management S.A. clients, which constituted 23.03 % of the company's share capital. This gave 1,833,464 or 12.23 % of the total votes at ComArch S.A.'s annual general meeting.

At the same time, BZ WBK AIB Asset Management S.A. informed that pursuant to art. 46, sec. 1, pt 1) of the Act on investment funds dated 27 May 2004 (Journal of Laws No. 146, pos. 1546, and subsequent changes), BZ WBK AIB Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna authorised BZ WBK AIB Asset Management S.A. to manage investment portfolios of investment funds, whose body Towarzystwo is (hereinafter referred to as the "Funds"). With relation to authorisation mentioned above, this notice ought to take into account ComArch S.A. shares, which are held by funds.

b) 18 March 2008

As result of purchases of the shares, which were settled on 18 March 2008, clients of BZ WBK AIB Asset Management S.A. increased their share in total number of votes at ComArch S.A.'s annual general meeting by more than 2 %.

On 18 March 2008, there were 2,150,852 ComArch S.A. shares in the managed securities accounts of BZ WBK AIB Asset Management S.A. clients, which constituted 27.02 % of the company's share capital. This gave 2,150,852 or 14.35 % of the total votes at ComArch S.A.'s annual general meeting.

At the same time, BZ WBK AIB Asset Management S.A. informed that pursuant to art. 46, sec. 1, pt 1) of the Act on investment funds dated 27 May 2004 (Journal of Laws No. 146, pos. 1546, and

subsequent changes), BZ WBK AIB Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna authorised BZ WBK AIB Asset Management S.A. to manage investment portfolios of investment funds, whose body Towarzystwo is (hereinafter referred to as the "Funds"). With relation to authorisation mentioned above, this notice ought to take into account ComArch S.A. shares, which are held by funds.

5.2.11 Resolution of the National Deposit for Securities on Assimilation of Series A Shares

The Management Board of the National Deposit for Securities announced that decided to assimilate 9,400 ComArch S.A. shares (marked with the code PLCOMAR00061) with 6,193,396 ComArch S.A. shares (marked with the code PLCOMAR00012). Assimilated shares will be marked with the code PLCOMAR00012. The Management Board of the National Deposit for Securities announced that beginning from 11 January 2008 there will be 6,202,796 ComArch S.A. shares marked with the code PLCOMAR00012.

5.3 Managerial Option Programme

a) Managerial Option Programme for 2005-2007

On 30 June 2005, the Annual General Meeting of Shareholders passed Resolution no. 51 on the managerial options programme for members of the Management Board and the company's Key Employees (17 persons in total). The objective of the programme was to additionally motivate members of the Management Board and Key Employees by options on Comarch shares (hereinafter referred to as the "Option") dependent on increases in the value of the company and its net profit. The program was executed through offers of newly-issued shares in the company in 2006, 2007 and 2008 to members of the Management Board and Key Employees. The value of the Option was at all times equivalent to the difference between the average closing price of the company's shares as of December of each year of the execution of the programme (beginning with 2005) and the issue price of shares offered to members of the Management Board and Key Employees. The bases for the calculation of the value of the Option were increases in company capitalisation, calculated as follows:

- For 2006 it was the difference between the average capitalisation of the company in December 2005 and the average capitalisation of the company in December 2004; this was calculated using the average closing price of Comarch shares in December 2004 as 69.53 PLN;
- For 2007 it was the difference between the average capitalisation of the company in December 2006 and its average capitalisation in December 2005;
- For 2008 it was the difference between the average capitalisation of the company in December 2007 and its average capitalisation in December 2006, where the average capitalisation was the number of shares multiplied by the average closing price for shares of the company in December of a given year.

The Option was defined in each successive year of the program separately for each entitled individual as set forth in Resolution no. 51 of the AGM. The total value of the option was 9.4 % of the increase in capitalisation in the periods set forth in Clauses a), b) and c) (for options No. 1, No. 2 and No. 3, respectively) at the beginning. As at 31 December 2007 and after the application of changes to the program (pursuant to the resolution of the AGM passed on 22 June 2006 and according to changes to the list of program participants that took place in the third quarter of 2006) the value of the Option amounted to 7.8 % of the increase in capitalisation.

Pursuant to the Act on Accounting dated 29 September 1994, managerial option programme is not presented in income statement. This option is presented as cost in income statement in the consolidated financial statement according to IFRS.

The difference between the average capitalisation in December 2005 and the average capitalisation in December 2004 is negative, which means that the basic condition of the programme has not been met. As a result, shares for members of the Management Board and Key Employees were not issued in 2006.

Basing on the company's quotations on Warsaw Stock Exchange, the Board of Supervisors agreed an increase in the Company's cap of 1,098,010,607.08 PLN as at 31 December 2006. The Board of Supervisors agreed an option's value in the amount of 8.2 % of the increase in cap, i.e. 90,036,869.78. On 12 February 2007, the company's Board of Supervisors passed a resolution

concerning execution of managerial option programme and declared that 441,834 series I2 shares will be issued, of nominal value of 1 PLN and issue price of 1 PLN. On 14 March 2007, the company's Board of Supervisors passed a resolution changing a resolution no. 1/2/2007 dated 12 February 2007 on execution of managerial option programme. In relation to the decision of the Board of Supervisors that fractional parts of the shares' numbers are eliminated, 441,826 series I2 ordinary bearer shares will be issued, of nominal value of 1 PLN and issue price of 1 PLN. These fractional parts of the shares' numbers result from applying the assumptions that are established in a resolution no. 51 of the Ordinary General Meeting dated 30 June 2005 concerning passing the managerial option programme for members of the Board and key employees.

The difference between the average capitalisation in December 2007 and the average capitalisation in December 2006 is negative, which means that the basic condition of the programme has not been met. As a result, shares for members of the Management Board and Key Employees will not be issued in 2008.

b) Managerial Option Programme for 2008-2010

On 30 June 2007, the Annual General Meeting of Shareholders passed Resolution no. 16 on the managerial options programme for company's Key Employees for 2008-2010. The objective of the programme is to additionally motivate members of the Management Board and Key Employees by options on Comarch shares (hereinafter referred to as the "Option") dependent on increases in the value of the company and increase in its capitalisation. The program will be executed through offers of newly-issued shares in the company in 2009, 2010 and 2011 to Key Employees. The value of the Option is to be at all times equivalent to the difference between the average closing price of the company's shares as of December of each year of the execution of the programme (beginning with 2008) and the issue price of shares offered to Key Employees. The basis for the calculation of the value of the Option shall be increases in company capitalisation, calculated as follows:

- For 2008 it will be the difference between the average capitalisation of the company in December 2007 and the average capitalisation of the company in December 2008; this will be calculated using the average closing price of Comarch shares in December 2004 as 69.53 PLN;
- For 2009 it will be the difference between the average capitalisation of the company in December 2008 and its average capitalisation in December 2009;
- For 2010 it will be the difference between the average capitalisation of the company in December 2009 and its average capitalisation in December 2010.

In the fourth quarter of the year that precedes the year of the Programme execution, the Supervisory Board of the company shall establish a list of Key Employees and single option factors. List of Key Employees and single option factors shall be established independently for each subsequent year. The total value of the all single option factors for each Key Employee in the given year shall amount to 3 % (in words: three percent) of increase in the company's capitalisation.

On 10 December 2007, with the resolution no. 3/12/2007, the Supervisory Board of ComArch S.A. established a list of Key Employees and single option factors for 2008. The total value of the all single option factors for each Key Employee in 2008 shall amount to 3 %.

Pursuant to IFRS2, the company has valued the Option with Black & Scholes model and the Monte Carlo simulation technique. It was combined with the process of discounting non-negative financial flows related to the options calculated on the basis of the MAX () function. Apart from the assumptions resulting from the nature of the Option program described above, the following additional assumptions were adopted for the needs of the valuation:

- 5.74 % risk-free rate (the interest rate on 52-week treasury bills);
- 0 % dividend rate (the dividend rate in the period forecast as at the date of the passage of the programme);
- 34.45 % anticipated volatility (anticipated volatility based on historical volatility from the last 200 quotations prior to the date of the passage of the program on the basis of the average price of shares from opening and closing prices).

The determined Option's value amounts to 5.94 million PLN and it will be recognised in the income statement for 2008.

5.4 Data Referring to the Agreement Signed with the Entity Entitled to Auditing Financial Statements

5.4.1 Resolution of the Supervisory Board of ComArch S.A.

On 19 June 2006, the Supervisory Board of ComArch S.A selected Deloitte Audyt Sp. z o. o. to audit and to review the financial statements and the consolidated financial statements of ComArch S.A.

Deloitte Audyt Sp. z o. o. having its registered seat in Warsaw at ul. Piękna 18, is registered at number 73 in the list of entities entitled to audit financial statements. Deloitte Audyt Sp. z o. o. didn't offer its services to ComArch S.A. in the past. ComArch S.A.'s Board of Supervisors selected auditor pursuant to article 19, section 2, point e) of the company's Statute and pursuant to the operative regulations and professional standards. Agreement with Deloitte Audyt Sp. z o. o. was concluded on 17 July 2006 for two-year period and applies to:

- a) Review of the consolidated financial statement of ComArch S.A. for first 6 months of 2006;
- b) Review of the consolidated financial statement of ComArch S.A. for first 6 months of 2007;
- c) Audit of the annual financial statement of ComArch S.A. and the annual consolidated financial statement of the company for 2006;
- d) Audit of the annual financial statement of ComArch S.A. and the annual consolidated financial statement of the company for 2007.

5.4.2 Total Remuneration

In 2007, the total net remuneration resulting from the agreement with the entity entitled for auditing financial statements, due on account of auditing and reviewing the financial statement, was 185,000 PLN. The above mentioned amount covers contractual remuneration, which is due for half-year review and auditing the annual statement and auditing the consolidated statement for 2007. The remuneration for review of half-year statement was paid in 2007; the remaining part of the remuneration will be paid in 2008.

In 2006, the total net remuneration resulting from the agreement with the entity entitled for auditing financial statements, due on account auditing and review of financial statements was 185,000 PLN. The remuneration for review of half-year statement was paid in 2006; the remaining part of remuneration was paid in 2007.

5.5 Other Information Related to Stock Exchange Trading

5.5.1 The List of Shareholders Participating the Annual General Shareholders Meeting (2006)

According to the list of shareholders participating the Annual General Shareholders Meeting of ComArch S.A. on 28 June 2007, Elżbieta Filipiak and Janusz Filipiak as well as Arka BZ WBK Balanced Open Investment Fund, Arka BZ WBK Stable Growth Open Investment Fund and Arka BZ WBK Shares Open Investment Fund held at least 5 % of the total number of votes represented at this Meeting:

1. Janusz Filipiak-846,000 registered preference shares which gave 4,230,000 votes at the AGM, which constituted 37.87 % of the all votes at this AGM and which constituted 28.14 % of the total number of votes;
2. Elżbieta Filipiak-799,000 registered preference shares which gave 3,995,000 votes at the AGM, which constituted 35.76 % of the all votes at this AGM and which constituted 26.58 % of the total number of votes;
3. Married couple of Elżbieta and Janusz Filipiak-94,000 registered preference shares which gave 470,000 votes at the AGM, which constituted 4.21 % of the all votes at this AGM and which constituted 3.13 % of the total number of votes; as well as 1,695,495 ordinary bearer shares which gave 1,695,495 votes at the AGM, which constituted 15.18 % of the all votes at this AGM and which constituted 11.28 % of the total number of votes.
4. Arka BZ WBK Balanced Open Investment Fund, Arka BZ WBK Stable Growth Open Investment Fund and Arka BZ WBK Shares Open Investment Fund - 740,000 ordinary bearer shares which gave 740,000 votes at the AGM, which constituted 6.62 % of the all votes at this AGM and which constituted 4.92 % of the total number of votes.

The total number of votes from all emitted ComArch S.A. shares is 15,029,396. Shareholders participating the Annual General Shareholders Meeting of ComArch S.A. on 28 June 2007 held shares giving 11,170,595 votes.

5.5.2 List of Current and Periodical Information

- a) In current report no. 8/2007 ComArch S.A. announced list of current and periodical reports that were published in 2006.
- b) In current report no. 8/2008 ComArch S.A. announced list of current and periodical reports that were published in 2007.

Their originals are located at Jana Pawła II 39A, in the company's seat in Krakow. They are also available at <http://www.comarch.pl/en/Invest+in+Comarch/Financial/>

5.5.3 Declaration Regarding the Acceptance of the Corporate Governance Principles

a) Pursuant to the rule no. 48 of the "Best Practices in Public Companies", the Management Board of ComArch S.A. presented declaration of the Management Board regarding the acceptance of the corporate governance principles in the company as attachment to the annual statement published on 4 April 2007.

b) Pursuant to §29 section 5 of the Rules for Warsaw Stock Exchange, the Management Board of ComArch S.A. presented declaration of the Management Board regarding the acceptance of the corporate governance principles in the company as attachment to the annual statement published on 3 April 2008.

Krakow, 8 May 2008

Janusz Filipiak President of the Management Board	Piotr Piątośa Vice-President of the Management Board	Paweł Prokop Vice-President of the Management Board
Piotr Reichert Vice-President of the Management Board	Zbigniew Rymarczyk Vice-President of the Management Board	Marcin Warwas Vice-President of the Management Board

6. Amendment to the Report of the Management Board

6.1 Characteristics of Companies in the Group

Company: **ComArch Spółka Akcyjna (JSC)**



Address: 31-864 Kraków, Aleja Jana Pawła II 39 a
Telephone: (12) 646 10 00
Fax: (12) 646 11 00
Regon: 350527377
NIP: 677-00-65-406

The dominant unit - shares of the company are admitted to trading in the Warsaw Stock Exchange and are held, according to the knowledge of the company as at the date of preparation of this report, by Janusz and Elżbieta Filipiak (42.85 % of shares), members of the Management Board (0.84 %), BZ WBK AIB Asset Management S.A. (27.02 %) including shares of BZ WBK AIB Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna (JSC).

The company has branches in Krakow, Warsaw, Poznań, Gdańsk, Wrocław, Katowice, Bielsko-Biała, Łódź, Szczecin and Lublin.

Company: **ComArch, Inc.**



Address: 10 W. 35th St.
Chicago, IL 60616
Telephone: +1-800-786-4408
Fax: +1-800-786-4408
No. of document: P02000099861

The company deals with sales of Comarch software and services in American market. The share capital of the company is 40,000 USD. ComArch S.A. holds 100 % of shares and in votes in ComArch, Inc. Pursuant to the Act on Accounting dated 29 September 1994, ComArch, Inc. is ComArch S.A.'s subsidiary.

Company: **ComArch Panama, Inc.**



Address: Ave. Samuel Lewis, Calle 55
PH. Plaza Globus
5 piso, Oficina No. 2
Bella Vista, Panamá
Telephone: +507 263 25 69
Fax: +507 263 25 69
Registration no.: 468218

The share capital of the company is 360,000 USD and was divided into 360,000 shares of nominal value of 1 USD each. The company deals with sales and production of IT systems in Latin and South American markets. Pursuant to the Act on Accounting dated 29 September 1994, ComArch Panama, Inc. is ComArch S.A.'s subsidiary (through ComArch Inc.).

Company: **ComArch Software AG**Address: Chemnitzer Str. 50, 01187 Dresden, Germany
Telephone: +49 351 438 97 00
Fax: +49 351 438 97 10
HRB: 23838

The share capital of ComArch Software AG is 58,380.00 EURO. It consists of 11,676 registered shares of nominal value of 5 EURO each. The total number of votes resulting from all the issued shares is 11,676. ComArch S.A. holds 100 % shares in the share capital and votes at the AGM of the company. Pursuant to the Act on Accounting dated 29 September 1994, ComArch Software AG is ComArch S.A.'s subsidiary.

Company: **ComArch Software S.A.R.L.**Address: 12 place Saint Hubert
59000 Lille, France
Telephone: +33 3 59 56 06 84
Fax: +33 3 59 56 06 56
RCS: 500 252 606 RCS LILLE

On 14 September 2007, a limited liability company was registered under the company name of ComArch Software S.A.R.L. with its registered seat in Lille, in France. Issuer's subsidiary, ComArch Software AG holds 100 % of ComArch Software S.A.R.L. shares, that constitute 100 % of the share capital and 100 % of votes at the meeting of shareholders. The share capital of ComArch Software S.A.R.L. amounts to 150,000 Euro and consists of 1,500 shares of nominal value of 100 Euro each. ComArch Software AG purchased the above-mentioned shares with internal means for the total price of 150,000 Euro. The subject matter of activities of ComArch Software S.A.R.L. is creation and implementation of IT systems. Pursuant to the Act on Accounting dated 29 September 1994, ComArch Software S.A.R.L. is ComArch S.A.'s subsidiary (second degree through ComArch Software AG).

Company: **ComArch Middle East FZ-LCC**Address: PO. Box 500398 Dubai, United Arab Emirates
Telephone: +971 4 3913262
Fax: +971 4 3918668
Register no: 19879

The share capital of the company was 200,000 AED and was divided into 200 shares at 1,000 AED each (1 AED is about 0.6129 PLN). ComArch S.A. was the sole shareholder of the company. The company deals with sales and support for IT systems supplied to clients in the Middle East market. Pursuant to the Act on Accounting dated 29 September 1994, ComArch Middle East FZ-LCC is ComArch S.A.'s subsidiary.

Company: **ComArch LLC**Address: 18/7 Kutuzova Str., 01133 Kiev, Ukraine
Telephone: +(380) 44 492 28 42
Fax: +(380) 44 492 28 43
Register no: 32918282

The share capital of the company was 20,500 UAH (1 UAH is about 0.4537 PLN). ComArch S.A. holds 100 % in the company's share capital which constitute 100 % of votes. The registered company is a one-person limited liability company. The company deals with sales and support for IT systems supplied to clients in Ukrainian market. Pursuant to the Act on Accounting dated 29 September 1994, ComArch Sp. z o.o. is ComArch S.A.'s subsidiary.

Company: **UAB ComArch**

 Address: Naugarduko 57, LT-03202 Vilnius, Lithuania
 Telephone: + 370 52 33 79 95
 Register no.: 300150316

UAB „ComArch” is a limited liability company. The share capital is 70,000 LTL (1 LTL is about 1.0218 PLN) and is divided into 700 shares of 100 LTL each. The total number of votes resulting from all the issued shares is 700. The company deals with sale and support for IT systems supplied to clients. Pursuant to the Act on Accounting dated 29 September 1994, UAB ComArch is ComArch S.A.'s subsidiary.

Company: **OOO ComArch**

 Address: Prechistensky Pereulok 14 building 1, 119034 Moscow, Russia
 Telephone: +7495 783 36 71
 +7495 783 36 72
 +7495 783 36 73
 Register no.: OKPO75603466

The share capital is 1.2 million RUB and is divided into 1 share of nominal value of 1.2 million RUB (1 RUB is about 0.0957 PLN). The share capital was paid in total. The company deals with sale of Comarch products in Russia and partial support for IT systems supplied to clients. Pursuant to the Act on Accounting dated 29 September 1994, OOO ComArch is ComArch S.A.'s subsidiary.

Company: **ComArch s.r.o.**

 Address: Kladnianska 34, 821 05 Bratislava, Slovakia

The share capital of ComArch s.r.o. is 4,500,000 SKK (1 SKK is about 0.1082 PLN). Pursuant to the Act on Accounting dated 29 September 1994, ComArch s.r.o. is ComArch S.A.'s subsidiary. Limitation of the company is planned.

Company: **CA Services S.A.**

 Address: 31-946 Kraków, ul. Teatralne 9a
 Telephone: (12) 646 18 00
 Fax: (12) 646 18 50
 Regon: 356846563
 NIP: 678-29-24-039

The share capital of CA Services S.A. is 1,050,000 PLN and is divided into 5,250 shares of nominal value of 200 PLN each that correspond to 5,250 votes. CA Services S.A. specialises in data communications relating to the provision of connections for the own needs of the Comarch Group and for contracts executed by Comarch, as well as the provision of outsourcing services. Pursuant to the Act on Accounting dated 29 September 1994, CA Services S.A. is ComArch S.A.'s subsidiary.

Company: **ComArch Management Spółka z o. o. (Ltd)**



Address: 31-864 Kraków, Aleja Jana Pawła II 39 a
 Telephone: (12) 646 10 00
 Fax: (12) 646 11 00
 Regon: 120560832
 NIP: 675-13-76-192

On 19 October 2007, limited liability company was registered under the company name of ComArch Management Spółka z ograniczoną odpowiedzialnością with its registered seat in Krakow. The share capital of ComArch Management Sp. z o.o. amounts to 50,000.00 PLN and consists of 500 shares of nominal value of 100 PLN each. ComArch S.A. purchased the above-mentioned shares with internal means for the total nominal price of 50,000.00 PLN. The purchased shares constitute 100 % of ComArch Management Sp. z o.o.'s share capital and 100 % of votes at the shareholders' meeting of the company. The subject matter of activities of ComArch Management Sp. z o.o. are activities related to IT.

Company: **ComArch Corporate Finance Fundusz Inwestycyjny Zamknięty (Closed Investment Fund)**



Address: 31-038 Kraków, ul. Starowiślna 13
 Telephone: (12) 429 55 93
 Regon: 120297174
 NIP: 677-22-78-460

ComArch S.A. has made an investment in investment certificates of a closed investment fund ComArch Corporate Finance Fundusz Inwestycyjny Zamknięty (hereinafter referred to as the "Fund"). Due to that fact on 24 October 2007 ComArch S.A. purchased four investment certificates of the Fund worth 250,000.00 PLN each. The total value of the purchased investment certificates amounted to 1,000,000.00 PLN. They constitute 100 % of investment certificates issued by the Fund and entitle to 100 % of votes at meeting of the Fund's investors. ComArch S.A. purchased the above-mentioned investment certificates with internal means.

Purpose of the Fund is investment activity in the scope of new technologies and Internet services that are not ComArch S.A.'s basic activities. The first undertaking financed by the Fund is creating a company that will store electronic health records.

Company: **ComArch Management Spółka z o. o. Spółka Komandytowo-Akcyjna (Limited Partnership and Joint-Stock Company)**



Address: 31-864 Kraków, Aleja Jana Pawła II 39 a
 Telephone: (12) 646 10 00
 Fax: (12) 646 11 00
 Regon: 120578542
 NIP: 675-13-76-542

On 21 November 2007 limited partnership and joint-stock company was registered under the company name of ComArch Management Spółka z ograniczoną odpowiedzialnością Spółka Komandytowo-Akcyjna with its registered seat in Krakow (hereinafter referred to as the "SKA"). The share capital of SKA amounts to 900,000.00 PLN and consists of 900,000 shares of nominal value of 1.00 PLN each. ComArch S.A. purchased the above-mentioned shares with internal means for the total nominal price of 900,000.00 PLN. The purchased shares constitute 100 % of SKA's share capital and 100 % of votes at the shareholders' meeting of the company. The subject matter of activities of SKA are activities related to IT.

On 30 November 2007 ComArch S.A. sold 900,000 shares of ComArch Management Spółka z ograniczoną odpowiedzialnością Spółka Komandytowo-Akcyjna with its registered seat in Krakow to ComArch Corporate Finance Closed Investment Fund with its registered seat in Krakow. The nominal value of each share is 1.00 PLN and they constitute 100 % of share capital and 100 % of votes at ComArch Management Sp. z o.o. SKA shareholders' meeting. In legal point of view, ComArch Corporate Finance Closed Investment Fund is not a related entity of ComArch S.A. Investment certificates issued by the Fund are not owner securities. ComArch Management Sp. z o.o. SKA is a subsidiary of ComArch S.A. by the unique active partner, i.e. ComArch Management Sp. z o.o. that is a subsidiary of ComArch S.A.

Company: **INTERIA.PL Spółka Akcyjna (Jsc)**



Address: 30-081 Kraków, ul. Królewska 57
 Telephone: (12) 646 27 00
 Fax: (12) 646 27 10
 Regon: 357054315
 NIP: 677-21-18-727

On 3 December 2007, an agreement on INTERIA.PL S.A. ownership transfer between ComArch S.A. with its registered seat in Krakow and ComArch Management Spółka z ograniczoną odpowiedzialnością Spółka Komandytowo-Akcyjna with its registered seat in Krakow („SKA”) was concluded. In consequence of this agreement ComArch S.A. transferred INTERIA.PL S.A. ownership to SKA. These were 2,267,814 registered preferential shares and 270,555 ordinary bearer shares. They in total constituted 36.08 % of share capital of INTERIA.PL S.A. and entitled to 48.48 % of votes at the annual general meeting of INTERIA.PL S.A. As at 31 December 2007, ComArch S.A. held no INTERIA.PL S.A. shares, however they are still propriety of the ComArch Group. In January 2008, a transaction of sales of INTERIA.PL S.A. shares by "COMARCH MANAGEMENT Spółka z ograniczoną odpowiedzialnością" Spółka Komandytowo-Akcyjna to "BAUER MEDIA INVEST" GmbH was settled. It was a consequence of an agreement concluded between ComArch S.A. and "BAUER MEDIA INVEST" GmbH on 3 December 2007.

Company: **Miejski Klub Sportowy Cracovia Sportowa Spółka Akcyjna (JSC)**



Address: 30-111 Krakow, ul. Kałuży 1
 Telephone: (12) 292 91 00
 Fax: (12) 292 91 03
 Regon: 351553230
 NIP: 677-20-79-476

The share capital of MKS Cracovia SSA is 14,557,000 PLN and is divided into 145,570 shares. ComArch S.A. holds 71,550 shares and votes at the Annual General Meeting of MKS Cracovia SSA which constitute 49.15 % in the share capital of the company. Pursuant to the Article 3 point 37 sec. d) of the Accounting Act, due to the fact that majority of members of the Supervisory Board of MKS Cracovia SSA is appointed by ComArch S.A., MKS Cracovia SSA is a subsidiary of ComArch S.A.

Company: **Fideltronik-ComArch** Limited Liability Company
The company did not start its activities

The share capital of the company is PLN 4,000.00 and is divided into 40 equal and indivisible shares of 100 PLN each. ComArch S.A. holds 20 shares of the total value of 2,000.00 PLN, which constitutes 50 % of the share capital and the same number of votes in the Assembly of Partners. In 2006 there were no changes in capital structure of the company. Pursuant to the Accounting Act of 29 September 1994, Fideltronik-ComArch Sp. z o.o. is an associate of ComArch S.A. The company did not start its activities.

6.2 Change in the Organisational Structure in 2007

6.2.1 Registration of a Subsidiary in France

On 14 September 2007, a limited liability company was registered under the company name of ComArch Software S.A.R.L. with its registered seat in Lille, in France. Issuer's subsidiary, ComArch Software AG holds 100 % of ComArch Software S.A.R.L. shares, that constitute 100 % of the share capital and 100 % of votes at the meeting of shareholders. The share capital of ComArch Software S.A.R.L. amounts to 150,000 Euro and consists of 1,500 shares of nominal value of 100 Euro each. ComArch Software AG purchased the above-mentioned shares with internal means for the total price of 150,000 Euro. The subject matter of activities of ComArch Software S.A.R.L. is creation and implementation of IT systems. Pursuant to the Act on Accounting dated 29 September 1994, ComArch Software S.A.R.L. is ComArch S.A.'s subsidiary (second degree through ComArch Software AG).

6.2.2 Registration of ComArch Management Spółka z ograniczoną odpowiedzialnością (Limited Liability Company)

On 19 October 2007, limited liability company was registered under the company name of ComArch Management Spółka z ograniczoną odpowiedzialnością with its registered seat in Krakow. The share capital of ComArch Management Sp. z o.o. amounts to 50,000.00 PLN and consists of 500 shares of nominal value of 100 PLN each. ComArch S.A. purchased the above-mentioned shares with internal means for the total nominal price of 50,000.00 PLN. The purchased shares constitute 100 % of ComArch Management Sp. z o.o.'s share capital and 100 % of votes at the shareholders' meeting of the company. The subject matter of activities of ComArch Management Sp. z o.o. are activities related to IT.

6.2.3 Purchase of Investment Certificates in ComArch Corporate Finance Funduszu Inwestycyjnym Zamkniętym (Closed Investment Fund)

ComArch S.A. has made an investment in investment certificates of a closed investment fund ComArch Corporate Finance Fundusz Inwestycyjny Zamknięty (hereinafter referred to as the "Fund"). Due to that fact on 24 October 2007 ComArch S.A. purchased four investment certificates of the Fund worth 250,000.00 PLN each. The total value of the purchased investment certificates amounted to 1,000,000.00 PLN. They constitute 100 % of investment certificates issued by the Fund and entitle to 100 % of votes at meeting of the Fund's investors. ComArch S.A. purchased the above-mentioned investment certificates with internal means.

Purpose of the Fund is investment activity in the scope of new technologies and Internet services that are not ComArch S.A.'s basic activities. The first undertaking financed by the Fund is creating a company that will store electronic health records.

6.2.4 Registration of ComArch Management Spółka (Limited Partnership and Joint-Stock Company)

On 21 November 2007 limited partnership and joint-stock company was registered under the company name of ComArch Management Spółka z ograniczoną odpowiedzialnością Spółka Komandytowo-Akcyjna with its registered seat in Krakow (hereinafter referred to as the "SKA"). The share capital of SKA amounts to 900,000.00 PLN and consists of 900,000 shares of nominal value of 1.00 PLN each. ComArch S.A. purchased the above-mentioned shares with internal means for the total nominal price of 900,000.00 PLN. The purchased shares constitute 100 % of SKA's share capital and 100 % of votes at the shareholders' meeting of the company. The subject matter of activities of SKA is activity related to IT.

On 30 November 2007 ComArch S.A. sold 900,000 shares of ComArch Management Spółka z ograniczoną odpowiedzialnością Spółka Komandytowo-Akcyjna with its registered seat in Krakow to ComArch Corporate Finance Closed Investment Fund with its registered seat in Krakow. The nominal value of each share is 1.00 PLN and they constitute 100 % of share capital and 100 % of votes at ComArch Management Sp. z o.o. SKA shareholders' meeting. In legal point of view, ComArch Corporate Finance Closed Investment Fund is not a related entity of ComArch S.A. Investment certificates issued by the Fund are not owner securities. ComArch Management Sp. z o.o. SKA is a subsidiary of ComArch S.A. by the unique active partner, i.e. ComArch Management Sp. z o.o. that is a subsidiary of ComArch S.A.

6.2.5 Disposal of INTERIA.PL S.A.

On 3 December 2007, an agreement on INTERIA.PL S.A. ownership transfer between ComArch S.A. with its registered seat in Krakow and SKA was concluded. In consequence of this agreement ComArch S.A. transferred INTERIA.PL S.A. ownership to SKA. These were 2,267,814 registered preferential shares and 270,555 ordinary bearer shares. They in total constituted 36.08 % of share capital of INTERIA.PL S.A. and entitled to 48.48 % of votes at the annual general meeting of INTERIA.PL S.A. In January 2008, a transaction of sales of INTERIA.PL S.A. shares by "COMARCH MANAGEMENT Spółka z ograniczoną odpowiedzialnością" Spółka Komandytowo-Akcyjna to "BAUER MEDIA INVEST" GmbH was settled. It was a consequence of an agreement concluded between ComArch S.A. and "BAUER MEDIA INVEST" GmbH on 3 December 2007.

6.3 Methods of Calculation of Financial Ratios

Debt Ratios

$$\text{Debt Ratio} = \frac{\text{Credits and Loans}}{\text{Total Assets}}$$

$$\text{Debt/Equity Ratio} = \frac{\text{Credits and Loans}}{\text{Equity attributable to Shareholders}}$$

Profitability Ratios

$$\text{Return on Equity} = \frac{\text{Net Profit attributable to Shareholders}}{\text{Equity attributable to Shareholders}}$$

$$\text{Return on Sales} = \frac{\text{Gross Profit}}{\text{Revenue}}$$

$$\text{EBIT Margin} = \frac{\text{Operating profit}}{\text{Revenue}}$$

$$\text{Gross Margin} = \frac{\text{Profit before Income Tax}}{\text{Revenue}}$$

$$\text{Return on Sales (profit attributable to shareholders)} = \frac{\text{Net Profit attributable to Shareholders}}{\text{Revenue}}$$

Liquidity Ratios

$$\text{Current Ratio} = \frac{\text{Current Assets}}{\text{Current Liabilities}}$$

$$\text{Quick Ratio} = \frac{\begin{array}{l} \text{Trade and Other Receivables+} \\ \text{+Cash and Cash Equivalents+} \\ \text{+Available-for-Sale Assets+} \\ \text{+Designated-for-Sale Assets} \end{array}}{\text{Current Liabilities}}$$

$$\text{Cash to Current Liabilities Ratio} = \frac{\text{Cash and Cash Equivalents}}{\text{Current Liabilities}}$$

Turnover Analysis

$$\text{Current Assets Turnover Ratio} = \frac{\text{Revenue}}{\text{Current Assets}}$$

$$\text{Receivables Turnover Ratio} = \frac{(\text{Trade and Other Receivables}) * 360}{\text{Revenue}}$$

$$\text{Inventories Turnover Ratio (days)} = \frac{\text{Inventories} * 360}{\text{Costs of Sold Goods and Materials}}$$

$$\text{Liabilities Turnover Ratio(days)} = \frac{\begin{array}{l} (\text{Liabilities+} \\ \text{-Liabilities due to} \\ \text{Long-term Contracts}) * 360 \end{array}}{\begin{array}{l} \text{Sales and Marketing Costs+} \\ \text{+Administrative Expenses+} \\ \text{+Other Operating Expenses +} \\ \text{+Costs of Sold Products,} \\ \text{Services, Goods and Materials)} \end{array}}$$

$$\begin{array}{l} \text{Liabilities Turnover Ratio} \\ \text{excluding} \\ \text{Liabilities due to} \\ \text{Bonds and Investment Credit (days)} \end{array} = \frac{\begin{array}{l} (\text{Liabilities+} \\ \text{-Liabilities due to Convertible Bonds+} \\ \text{-Credits and Loans}) * 360 \end{array}}{\begin{array}{l} \text{Sales and Marketing Costs+} \\ \text{+Administrative Expenses+} \\ \text{+Other Operating Expenses +} \\ \text{+Costs of Sold Products,} \\ \text{Services, Goods and Materials)} \end{array}}$$

The Management Board's statement regarding the independent auditor

The Management Board of ComArch S.A. states that the entity entitled to audit financial statements, that audited the annual consolidated financial statement for the year 2007 was selected compliant with the law and that the entity and expert auditors who audited this statement perform under conditions to provide an unbiased and independent opinion, compliant with the national law.

Krakow, 8 May 2008

Janusz Filipiak President of the Management Board	Piotr Piątosza Vice-President of the Management Board	Paweł Prokop Vice-President of the Management Board
Piotr Reichert Vice-President of the Management Board	Zbigniew Rymarczyk Vice-President of the Management Board	Marcin Warwas Vice-President of the Management Board

The Management Board's statement regarding the reliability of the financial statement

The Management Board of ComArch S.A. states that to the best of our knowledge, the annual consolidated financial statement for the year 2007 and comparable data are prepared compliant with binding accounting principles and present the true, fair and clear financial standing of the Group and its financial results. Furthermore, the annual report regarding the Group's activities truly describes the development image and achievements as well as the Group's situation including basic threats and risk.

Krakow, 8 May 2008

Janusz Filipiak President of the Management Board	Piotr Piątosza Vice-President of the Management Board	Paweł Prokop Vice-President of the Management Board
Piotr Reichert Vice-President of the Management Board	Zbigniew Rymarczyk Vice-President of the Management Board	Marcin Warwas Vice-President of the Management Board