

**Apator S.A.**

**Opinion and Report of the Independent Statutory Auditor  
Fiscal Year ended December 31, 2012**

**Opinion contains 3 pages.**

**Report supplementing the opinion contains 10 pages**

**Opinion of the statutory auditor and report supplementing the opinion on the audit of the separate  
financial statement for the year ended December 31, 2012**

## **OPINION OF THE INDEPENDENT STATUTORY AUDITOR**

*For the General Meeting of Apator S.A.*

### **Opinion on the separate financial statement**

We have audited the attached separate financial statement of the Apator SA, with the registered office in Toruń, ul. Gdańska 4A, room C4 ("Company"), which comprise the separate statement of financial position prepared as of December 31, 2012 and the separate statement of comprehensive income, separate statement of changes in equity and the separate statement of cash flows for the fiscal year then ended and the notes to the financial statement comprising of a summary of significant accounting principles and the other explanatory information.

### ***Responsibility of the Management and the Supervisory Board***

*The Management Board* of the Company is responsible for accuracy of the accounting records, and the preparation and fair presentation of this separate financial statement pursuant to the International Financial Reporting Standards as adopted by the European Union and other applicable regulations and for preparation the Management Report. The Management Board is also responsible for internal control as management deems it necessary to enable the preparation of the financial statements that are free of material misstatements, whether due to fraud or error.

Pursuant to the Accounting Act of September 29, 1994 (Dz. U. U. 2009 No. 152, item 1223 as amended) ("Accounting Act") the Management Board of the Company and the members of the Supervisory Board are required to ensure that the financial statement and the management report are in compliance with the requirements set forth in the Accounting Act.

### ***Responsibility of the Statutory Auditor***

Our responsibility is, based on the audit, is to express an opinion on these separate financial statements and whether the financial statements are derived from properly maintained accounting records. The audit of the financial statement was conducted pursuant to provisions of the chapter 7 of the Accounting Act, national financial reporting standards issued by the National Board of Statutory Auditors in Poland and International Financial Reporting Standards. Those regulations require that we comply with ethical requirements and to plan and perform the audit to obtain the reasonable assurance about whether that the financial statement and accounting records from which they derived are free of material misstatements.

The audit involves performing procedures to obtain audit evidence about amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risk of material misstatement of the financial statement whether due to fraud or error. In making those risk assessment, we consider the internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating appropriateness of accounting principles used and the reasonableness of accounting estimates made by management, as well as evaluating the overall financial statement presentation.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### ***OPINION***

In our opinion the attached separate financial statements of Apator S.A. have been prepared and present fairly, in all material respects, the financial position of the Company as of December 31, 2012, the results of its operations and its cash flows for the fiscal year ending this day in conformity with the

International Financial Reporting Standards as adopted by the European Union, are compliant with all regulations and provisions of the Articles of Association that apply to the separate financial statement and have been prepared from accounting records, that, in all material respects, have been properly maintained.

### **Special explanations on other law requirements and regulations**

#### ***Management Report of the Company***

As required under the Accounting Act, we also report that the Management Report of the Company includes the information required by Art. 49 of the Accounting Act and of the Ordinance of the Minister of Finances dated 19 February 2009 on the current and periodic information provided by the issuers of securities and conditions of considering as equal the information required by the legal provisions of the non-member country (Dz. U. 2009 No. 33, item 259 as amended) in all material respects and the information is compliant with the information contained in the separate financial statements.

On behalf of KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k. ,  
Registration No. 3546  
ul. Chłodna 51  
00-867 Warszawa

**Rafał Wiza**  
Key Statutory Auditor  
Register No. 11995  
Limited Partner, Proxy

**Marek Gajdziński**  
Statutory auditor  
Register No. 90061  
Limited Partner, Proxy

Poznań, April 22, 2013

**Apator S.A.**

**Report supplementing the opinion on the audit of the financial  
statement**

**Year ending December 31, 2012**

**Report supplementing the opinion contains 10 pages**

**Report supplementing the opinion on the audit of the separate financial statement for the year ending on December 31, 2012**

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## **1. General part**

### **1.1. Information about the Company**

#### **1.1.1. Name of the Company**

**Apator S.A.**

#### **1.1.2. Registered office**

ul. Gdańska 4A, room C4  
87-100 Toruń

#### **1.1.3. Registration of the company in the National Court Register**

Registering Court: District Court in Toruń, 7th Commercial Division of the  
National Court Register

Date: October 24, 2001

Register No.: KRS 0000056456

Share capital

as of the end of the period: PLN 3 310 702.80

#### **1.1.4. Management of the Entity**

The position of the manager of the entity is held by the Management Board of the Company

The Management Board of the Company as of December 31, 2012 consisted of:

- Mr Janusz Niedźwiecki- President of the Management Board
- Mr Tomasz Habryka- Member of the Management Board
- Mr Jerzy Kuś - Member of the Management Board

### **1.2. Information about the statutory auditor and entity authorized to audit financial statements**

#### **1.2.1. Information about the statutory auditor**

Name and surname: Rafał Wiza

Register No.: 11995

#### **1.2.2. Information about the authorized entity**

Company: KPMG Spółka z ograniczoną odpowiedzialnością  
Sp.k.

Registered office: ul. Chłodna 51, 00-867 Warszawa

Register No.: KRS 0000339379

Registering Court: District Court for the capital city of Warsaw in Warsaw  
12th Commercial Division of the National Court Register, NIP

[Tax Identification Number]: 527-26-15-362

KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k. is entered into the list of the entities authorized to audit the financial statements kept by the National Chamber of Statutory Auditors with the number 3546.

### **1.3. Information about the separate financial statement for the previous fiscal year**

The separate financial statement of the parent entity for the fiscal year ending December 31, 2011 was audited by KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k., the entity authorized to audit financial statements and obtained the opinion without any reservations.

The separate financial statement was approved by the General Meeting on June 18, 2012, which stated that the profit for the previous fiscal year in the amount of PLN 37 731 552.16 was divided as follows:

- Dividend- PLN 24 830 271.00
- Supplementary capital – PLN 12 901 281.16.

The separate financial statement has been submitted to the Registering Court on June 22, 2012 and published in Monitor Polski B No. 1984 of September 7, 2012.

#### **1.4. Scope of activities and responsibilities**

This report was prepared for the General Meeting of Apator S.A., seated in Toruń, ul. Gdańska 4A, room C4 and refers to the financial statement, which consists of the separate statement of financial position prepared as of December 31, 2012 and the separate statement of comprehensive income, separate statement of changes in equity and the separate statement of cash flows for the fiscal year ending this day and the additional notes on the accepted accounting principles and the other explanatory notes.

The audited entity prepares the separate financial statement pursuant to the International Financial Reporting Standards, which were approved by the European Union based on resolution of the Extraordinary General Meeting of Shareholders of December 20, 2004.

The audit of the separate financial statement was conducted pursuant to the agreement of April 6, 2012 concluded under Resolution of the Supervisory Board of January 23, 2012 referring to the selection of the entity authorized to audit the financial statement.

The audit of the separate financial statement was carried out pursuant to the provisions of the chapter 7 of the Accounting Act of September 29, 1994 (Dz. U. of 2009 No. 152, item 1223 as amended) ("Accounting Act"), National Financial Reporting Standards issued by the National Chamber of Statutory Auditors and International Financial Reporting Standards.

The audit of the separate financial statement was conducted in the Company in the period from November 26-30, 2012 and February 25 to March 8, 2013.

The Management Board of the Company is responsible for accuracy of the accounting books, for preparing and reliable presentation of the separate financial statement pursuant to the International Financial Reporting Standards, which were adopted by the European Union and other applicable regulations and for preparation the Management Report.

Our task was, basing on carried audit, to express the opinion and to prepare the supplementing report on this separate financial statement and the correctness of the accounting books being a base for it.

The Management Board of the Company on the date of issue of this report submitted the statement on fairness and clearness of the separate financial statement presented to be audited and on lack of occurrence of the events not disclosed in the separate financial statement affecting significantly the data presented in the separate financial statement for the audited year.

During the audit of the separate financial statement the Management Board submitted all the required statements, explanations and information and provided us with all documents and information necessary to issue the opinion and to prepare the report.

The scope of planned and executed works was not limited in any manner. The scope and manner of the audit result from the prepared working documents, which are held in the registered office of the authorized entity.

The Key Statutory Auditor and the entity authorized meet the requirement of being independent of the audited Company in the meaning of Art. 56 sec. 3 and 4 of the Act of May 7, 2009 on the

on Statutory Auditors, Their Self-Governing Organisation, and Entities Authorised to Audit Financial Statements and on Public Oversight (Dz. U. of 2009, No. 77 item 649 as amended).

## 2. Financial analysis of the Company

### 2.1. General analysis of the separate financial statement

#### 2.1.1. Separate statement of financial position

ASSETS	31.12.2012		31.12.2011	
	PLN'000	% assets	PLN'000	% assets
<b>Non-current assets</b>				
Intangible assets	3 057	1.1	3173	1.2
Property, Plant and Equipment	69272	25.3	56240	22.0
Investment property	1303	0.5	1405	0.6
Other long-term financial assets	126380	46.2	125 862	49.1
Granted long-term loans	83	0.0	324	0.1
Long- term receivables	943	0.3	1117	0.4
Deferred tax assets	20455	7.5	29	0.0
<b>Total non-current assets</b>	<b>221 493</b>	<b>80.9</b>	<b>188 150</b>	<b>73.4</b>
<b>Current assets</b>				
Inventories	18 898	6.9	22289	8.6
Trade receivables	25 675	9.4	31534	12.3
Receivables due to corporate income tax	-	-	372	0.1
Receivables due to other taxes, subsidies, customs and social insurances	1666	0.6	4237	1.7
Other current receivables	415	0.2	1259	0.5
Other short-term financial assets	131	0.0	-	-
Granted short-term loans	214	0.1	230	0.1
Cash and cash equivalents	4 566	1.7	80	0.1
Short-term accrued and deferred assets	741	0.3	391	0.1
Non-currents assets classified as held for sale	-	-	7 732	3.1
<b>Total current assets</b>	<b>52 306</b>	<b>19.1</b>	<b>68124</b>	<b>26.6</b>
<b>TOTAL ASSETS</b>	<b>273 799</b>	<b>100.0</b>	<b>256274</b>	<b>100.0</b>



<b>LIABILITIES</b>	<b>31.12.2012</b>		<b>31.12.2011</b>	
	<b>PLN'00 0</b>	<b>% assets</b>	<b>PLN'000</b>	<b>% assets</b>
<b>Equity</b>				
Share capital	3311	1.2	3511	1.4
Other capitals	138 311	50.5	125 410	49.0
Capital from measurement of hedging transactions	359	0.1	(1 460)	0.6
Undivided financial result	57 101	20.9	37 731	14.7
<b>Total equity</b>	<b>199 082</b>	<b>72.7</b>	<b>165 192</b>	<b>64.5</b>
<b>Liabilities</b>				
Long-term credit and loans	-	-	15 000	5.8
Long-term liabilities	1024	0.3	2 190	0.9
Provision for liabilities due to employee benefits				
	4 585	1.8	4 556	1.8
<b>Total long-term liabilities</b>	<b>5 609</b>	<b>2.1</b>	<b>21 746</b>	<b>8.5</b>
Short-term borrowings	35 358	12.9	35147	13.7
Trade liabilities	13 092	4.8	14 406	5.6
Liabilities due to corporate income tax				
	4 009	1.5	-	-
Liabilities due taxes, customs and social insurances				
	2 069	0.8	1 279	0.5
Other short-term liabilities	11 545	4.2	9 434	3.7
Short-term provisions for liabilities due to employee benefits				
	2459	0.9	1 618	0.6
Other short-term provisions	575	0.2	452	0.2
Liabilities related to the non-currents assets classified as held for sale				
	-	-	7 000	2.7
<b>Total short-term liabilities</b>	<b>69108</b>	<b>25.2</b>	<b>69 336</b>	<b>27.0</b>
<b>Total liabilities</b>	<b>74 717</b>	<b>27.3</b>	<b>91 082</b>	<b>35.5</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>273 799</b>	<b>100.0</b>	<b>256274</b>	<b>100.0</b>

## 2.1.2. Separate statement of comprehensive income

	1.01.2012- 31.12.2012	% Revenues from sale	1.01.2011 - 31.12.2011	% Revenues from sale
	PLN'000 0		PLN'000	
Revenues from sales	183411	100.0	156 092	100.0
Cost of sales	(140438)	76.6	(113 830)	72.9
<b>Gross profit from sales</b>	<b>42 973</b>	<b>23.4</b>	<b>42 262</b>	<b>27.1</b>
Distribution expenses	(10220)	5.6	(12 912)	8.3
Administration expenses	(24 163)	13.1	(19288)	12.3
Other operating revenues	23 698	12.9	3 766	2.4
Other operating costs	(4084)	2.2	(1 965)	1.3
<b>Profit from operating activities</b>	<b>28204</b>	<b>15.4</b>	<b>urn</b>	<b>7.6</b>
Finance income	29260	16.0	32 105	20.6
Finance cost	(3 144)	1.8	(4 178)	2.7
<b>Financial revenue, net</b>	<b>26116</b>	<b>14.2</b>	<b>27 927</b>	<b>17.9</b>
<b>Profit before tax</b>	<b>54 320</b>	<b>29.6</b>	<b>39 790</b>	<b>25.5</b>
Current income tax	(4 829)	2.6	(1 683)	1.1
Deferred income tax	20 853	11.4	(376)	0.2
<b>Profit for the year</b>	<b>70344</b>	<b>38.4</b>	<b>37 731</b>	<b>24.2</b>
<b>OTHER COMPREHENSIVE INCOME</b>				
Hedge accounting	2246	1.3	(1 803)	1.2
Income tax referring to other comprehensive income	(427)	0.2	343	0.2
<b>Net other comprehensive income for the fiscal year</b>	<b>1819</b>	<b>1.1</b>	<b>(1460)</b>	<b>1.0</b>
<b>Total comprehensive income for the fiscal year</b>	<b>72163</b>	<b>39.3</b>	<b>36271</b>	<b>23.2</b>

## 2.2. Selected financial ratios

	2012	2011	2010
<b>1. Return on sales</b>			
Profit for the period x 100/revenues from sales	38.4%	24.2%	25.4%
<b>2. Return on equity</b>			
Profit for the period x 100%/equity- profit for the period	54.6%	29.6%	41.3%
<b>3. Debtor's days</b>			
Average trade receivables x 365 days revenues from sales	57 days	75 days	61 days
<b>4. Debt ratio</b>			
Liabilities x 100% equity and liabilities	27.3%	35.5%	32.1%
<b>5. Current ratio</b>			
current assets/ current liabilities	0.8	1.0	1.2

\*Revenues from sales are comprised of revenues from sale of products, goods and materials.

\*Average trade receivables represent the arithmetic average of trade receivables at the beginning and at the end of the reporting period, excluding allowances for receivables.

### **3. Detailed report**

#### **3.1. Accounting principles**

The Company maintains current documentation describing the applied accounting principles adopted by the Management Board of the Company to the extent required by Art. 10 of the Accounting Act.

During the audit of the separate financial statement we tested, on a sample basis, of the correctness of the accounting system operation.

On the basis of the work performed, we have not identified any material irregularities in the accounting system, which has not been corrected and that could have a material impact on the separate financial statement. Our audit was not conducted for the purpose of expressing a comprehensive opinion on the operation of the accounting system.

The Company performed a physical inventory of the assets in accordance with the requirements and time frame specified in Art. 26 of the Accounting Act and settled and accounted for in the records.

#### **3.2. Additional notes to the separate financial statement**

All information included in the notes to the separate financial statement comprising of a summary of significant accounting principles and other explanatory notes is, in all material aspects, presented accurately and completely. This information should be read in conjunction with the separate financial statements.

#### **3.3. Management Report of the Company**

The management report of the Company includes, in all material aspects, information required by Art. 49 of the Accounting Act and of the Ordinance of the Minister of Finances dated 19 February 2009 on the current and periodic information provided by the issuers of securities and conditions of considering as equal the information required by the legal provisions of the non-member country (Dz. U. 2009 No. 33, item 259 as amended) and information is consistent with the separate financial statement.

On behalf of KPMG Audyt Spółka z ograniczoną odpowiedzialnością  
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Poznań, April 22, 2013