

# PROSPECTUS



Altus

Towarzystwo Funduszy Inwestycyjnych S.A.

## ALTUS Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna with its registered office at Warsaw

This Prospectus is drawn up in connection with:

- public offer to take up 16,380,000 Series F Shares and public offer to sell up to 2,000,000 Sale Shares,
- admission to trading on a regulated market of 7,500,000 common registered shares of series B, 25,000,000 common registered shares of series C, 2,800,000 common registered shares of series D, 1,200,000 common registered shares of series E (all these shares will become bearer shares following dematerialisation), 16,380,000 common bearer shares of series F with a par value of PLN 0.10 each, and up to 16,380,000 of Rights to Series F Shares.

The Management Board has waived the privilege defined in §1(3) of the Issue Resolution. The number of Series F Shares offered for taking up pursuant to this Prospectus (i.e. 16,380,000 shares) results from the increase of the Company's share capital defined in § 1(1) and (2) of the Issue Resolution.

THIS PUBLIC OFFER IS CONDUCTED IN THE TERRITORY OF THE REPUBLIC OF POLAND ONLY. OUTSIDE THE BOUNDARIES OF POLAND, THIS PROSPECTUS MAY NOT BE REGARDED AS PROPOSAL OR OFFER TO PURCHASE OR TAKE UP SHARES. THIS PROSPECTUS OR THE SECURITIES COVERED BY IT HAVE NOT BEEN SUBJECT TO REGISTRATION, APPROVAL OR NOTIFICATION IN ANY COUNTRY OTHER THAN THE REPUBLIC OF POLAND, IN PARTICULAR IN ACCORDANCE WITH THE PROSPECTUS DIRECTIVE. THE SECURITIES COVERED BY THIS PROSPECTUS MAY NOT BE OFFERED OUTSIDE THE BOUNDARIES OF THE REPUBLIC OF POLAND (INCLUDING IN THE TERRITORY OF OTHER MEMBER STATES OF THE EUROPEAN UNION OR THE UNITED STATES OF AMERICA), UNLESS SUCH OFFER COULD BE MADE UNDER THE LAWS OF THE RESPECTIVE COUNTRY, WITHOUT THE NEED TO MEET ANY ADDITIONAL LEGAL REQUIREMENTS. EACH INVESTOR DOMICILED OUTSIDE THE BOUNDARIES OF THE REPUBLIC OF POLAND SHOULD ACQUAINT HIMSELF WITH POLISH LAWS, AND THE LAWS OF OTHER COUNTRIES WHICH MAY APPLY THE SAME.

Investing in securities hereunder involves certain risks specific to equity capital market instruments as well as risks related to the Company's business activities and the environment in which these activities are conducted. Detailed description of the risk factors is provided in Chapter II – Risk factors.

Issue originator and co-ordinator



Offeror



Co-offerors:



This Prospectus has been approved by the Polish Financial Supervision Authority on 10 June 2014.

## **DISCLAIMER**

This Prospectus is drawn up in connection with public offer of shares of the Company in the territory of Poland and the admission of the Company's shares to trading on a regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. This Prospectus is drawn up in accordance with the Prospectus Regulation and other legislation governing the capital market in Poland, in particular the Act on Public Offering.

Unless the context provides otherwise, expressions contained in this Prospectus, such as "we", "our Company", "ALTUS TFI", "ALTUS TFI S.A." and any inflections thereof refer to the company ALTUS Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna with its registered office at Warsaw.

No person other than those mentioned in this Prospectus, i.e. Members of the Management Board of our Company, is authorised to provide to the public any information related to the Offer. Consent from the Management Board must be sought before such information is provided to the public.

This Prospectus is drawn up to the best of our knowledge and with due care, and the information herein is true as at its approval date. Changes may occur after this Prospectus' approval date concerning the standing of our Company, therefore the information contained herein should be treated as current as at the Prospectus Approval Date. Information about major errors or inaccuracies in this Prospectus or major factors which may affect the assessment of the security, occurring since the Prospectus Approval Date, will be provided to the public as supplements to this Prospectus in accordance with Article 51 of the Act on Public Offering.

## **FORWARD-LOOKING STATEMENTS**

ANY INFORMATION HEREIN OTHER THAN HISTORICAL FACTS ARE FORWARD-LOOKING STATEMENTS. THESE STATEMENTS MAY, IN PARTICULAR, BUT NOT EXCLUSIVELY, REFER TO OUR STRATEGY, BUSINESS DEVELOPMENT, MARKET FORECASTS OR PROJECTED CAPITAL EXPENDITURES. THESE STATEMENTS MAY BE IDENTIFIED THROUGH THE USE OF FORWARD-LOOKING EXPRESSIONS, SUCH AS E.G. "THINK", "DEEM", "EXPECT", "MAY", "WILL", "SHOULD", "IS PREDICTED", "PROVIDES", THEIR NEGATIONS, INFLECTIONS OR SIMILAR EXPRESSIONS. ANY STATEMENTS HEREIN CONCERNING MATTERS OTHER THAN HISTORICAL FACTS SHALL BE TREATED EXCLUSIVELY AS PREDICTIONS INVOLVING RISKS AND UNCERTAINTIES. WE ARE UNABLE TO ENSURE THAT THESE PREDICTIONS WILL MATERIALISE, ESPECIALLY DUE TO THE OCCURRENCE OF THE RISK FACTORS DESCRIBED HEREIN.

Any investment decision related to the Offer Shares should be based on the investor's own conclusions from the review of the information contained herein, with particular emphasis on any risk factors.

The Offer is conducted exclusively based on this Prospectus.

Both the Company and the Offeror declare that they do not intend to take any action aimed at stabilising the price of the securities covered by this Prospectus before, during and after the Offer is conducted.

This Prospectus is valid for 12 months since the date of its first making available to the public.

The individuals who have gained access to this Prospectus or to its content are required to comply with any and all legal restrictions concerning the distribution of the documents outside the territory of the Republic of Poland and those related to the participation in public offer of ALTUS TFI S.A.'s shares.

This Prospectus will be made available to the public in electronic form immediately after it is approved by the KNF, but 6 business days prior to the closing of the subscription for the Offer Shares at the latest, as well as during its term of validity, together with the information updating its content on the Company's website ([www.altustfi.pl](http://www.altustfi.pl)) and the Offeror's website ([www.mercuriusdm.pl](http://www.mercuriusdm.pl)).

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# I. SUMMARY

## A. Introduction and warnings

<b>A.1.</b>	<p>Warning:</p> <ul style="list-style-type: none"> <li>– this summary should be read as introduction to the Prospectus</li> <li>– any decision to invest in the securities should be based on consideration of the prospectus as a whole by the investor,</li> <li>– where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the prospectus before the legal proceedings are initiated, and</li> <li>– civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.</li> </ul>
<b>A.2.</b>	<p><b>Consent by the issuer or person responsible for drawing up the prospectus to the use of the prospectus for subsequent resale or final placement of securities by financial intermediaries.</b></p> <p><b>Indication of the offer period within which subsequent resale or final placement of securities by financial intermediaries can be made and for which consent to use the prospectus is given.</b></p> <p><b>Any other clear and objective conditions attached to the consent which are relevant for the use of the prospectus.</b></p> <p><b>Notice in bold informing investors that information on the terms and conditions of the offer by any financial intermediary is to be provided at the time of the offer by the financial intermediary.</b></p> <p>Not applicable. The securities will not be subjected to subsequent resale or final placement by financial intermediaries.</p>

## B. Issuer

<b>B.1.</b>	<p><b>The legal and commercial name of the issuer.</b></p> <p>Legal name: ALTUS Towarzystwo Funduszy Inwestycyjnych spółka akcyjna  Short name: ALTUS TFI S.A.</p>
<b>B.2.</b>	<p><b>The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.</b></p> <p>Domicile: Warszawa  Legal form: Polish joint-stock company [spółka akcyjna]  Country: Poland</p> <p>The Company operates under the Polish and European Union laws, in particular under the provisions of the Polish Code of Commercial Companies and Partnerships, the Act on Investment Funds and the provisions of its Statutes.</p>
<b>B.3.</b>	<p><b>A description of, and key factors relating to, the nature of the issuer's current operations and its principal activities, stating the main categories of products sold and/or services performed and identification of the principal markets in which the issuer competes.</b></p> <p>ALTUS TFI S.A. is one of the largest independent (i.e., not directly affiliated to any other financial institution) fund management companies in Poland, operating under the Act on Investment Funds. Under Article 5 of its Statutes, the Company's objects comprise:</p> <ol style="list-style-type: none"> <li>1) creating and managing investment funds, including providing intermediary services in the sale and buy-back of units, representing the funds towards third parties, and managing the aggregate portfolio of securities,</li> <li>2) managing portfolios which comprise one or more financial instruments,</li> <li>3) investment advisory services, provided that the company has simultaneously applied for registration of the activities referred to in point 2), or conducts such activities,</li> <li>4) providing intermediary services in the sale and buy-back of units of investment funds created by other fund management companies or titles of participation in foreign investment funds,</li> <li>5) acting as representative of foreign funds.</li> </ol> <p>On 2 December 2008, ALTUS TFI has been authorised by the Polish Financial Supervision Authority to conduct business activities consisting in the creation and management of investment funds, including the provision of intermediary services in the sale and buy-back of units, representing the funds towards third parties, and managing the aggregate portfolio of securities. The Company's first investment fund – ALTUS Alternative Investments Fundusz Inwestycyjny Zamknięty – was registered on 7 July 2009.</p> <p>On 16 June 2010, the Company has been authorised to conduct business consisting in the management of portfolios</p>

which comprise one or more financial instruments.

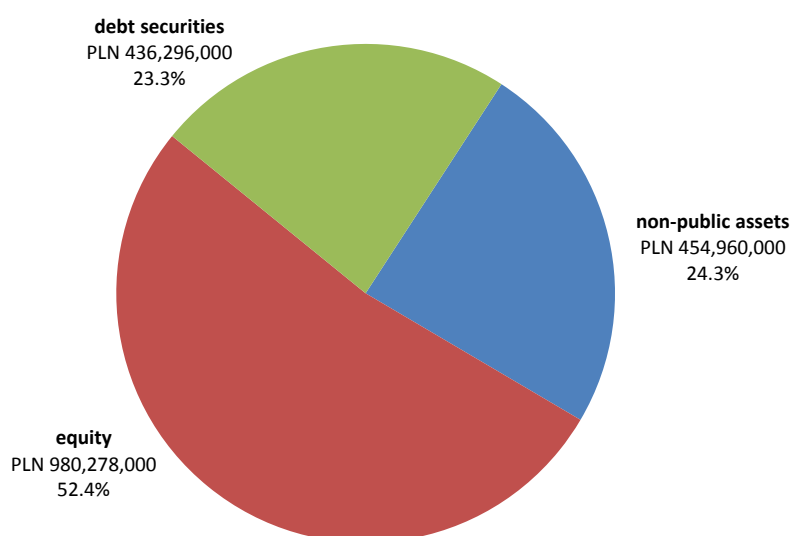
The Company has not applied for authorisation to conduct business consisting in investment advisory services.

ALTUS TFI creates and manages investment funds designed both for high-net-worth individuals and institutional clients, and for retail customers. As at 31 December 2013, the Company managed 22 closed-end investment funds/sub-funds, 7 sub-funds as part of an open-end fund, and the assets of 1 third-party open-end fund (under contract of fund investment portfolio management). The profiles of the funds managed by the Company cover a very broad investment spectrum, including funds investing in the domestic and foreign equity markets, and in the derivative market, absolute return funds, funds investing in the debt security market, a fund of the property market and funds investing in securities on a non-public market.

#### Closed-end investment funds

Since the beginning of its operations, the Company has been launching and managing investment funds addressed to and created for specific requirements of investors. As at 31 December 2013, the Company managed 15 closed-end investment funds for non-public-equity assets, 6 closed-end investment funds for equities, and 1 closed-end investment fund for debt securities.

**The structure of assets of the closed-end investment funds managed by ALTUS TFI  
(as at end-December 2013)**



Source: ALTUS TFI

In addition, as at 31 December 2013, the Company has made contracts entrusting the management of investment portfolios of 4 closed-end investment funds to other entities (ALTUS TFI only administers these funds).

ALTUS investment funds may be divided into 2 primary categories:

- dedicated funds – funds, whose participants include one specific investor or a limited group of investors, characterised by customised investment policies and distribution terms and conditions, developed in consultation with the participants of these funds; these funds are being created pursuant to specific requirements and expectations of the clients.
- non-dedicated funds – funds which do not meet the criteria of a dedicated fund.

The flagship non-dedicated closed-end investment funds of the Company include:

- **ALTUS Absolutnej Stopy Zwrotu FIZ Obligacji 1**, a debt-securities product. The fund's assets are invested primarily in securities offered to the public, securities admitted to trading on a regulated market, money market instruments issued by public companies and debt owed by public companies. The fund invests at least 70% of its assets in debt instruments, money market instruments, and currencies, bank deposits and securities acquired by the fund with the attached repurchase commitment of the counterparty. The fund may invest its assets in debt instruments in emerging European markets and the markets of member states of the Commonwealth of Independent States (CIS).
- **ALTUS Subfundusz ASZ Rynku Polskiego** (as part of ALTUS Absolutnej Stopy Zwrotu FIZ) – equities product. The selection of investments to the portfolio is based on the assumption of investing the assets in the Polish market. This sub-fund is characterised by the absence of any strict investment diversification categories and high volatility of the assets comprising the portfolio. The sub-fund's assets are invested mainly in investments denominated in the Polish currency
- **ALTUS Subfundusz ASZ Rynków Zagranicznych** (as part of ALTUS Absolutnej Stopy Zwrotu FIZ) – equities product. The selection of investments to the portfolio is based on the assumption of investing the assets in foreign markets. This sub-fund is characterised by the absence of any strict investment diversification categories and high

volatility of the assets comprising the portfolio. Even up to 100% of the sub-fund's assets may be invested in instruments denominated in foreign currencies in foreign markets.

- **ALTUS Absolutnej Stopy Zwrotu FIZ Nowa Europa+**– equities product. The selection of investments to the portfolio is based on the assumption of investing the assets primarily in selected markets of Central and Eastern Europe (including in the Polish market), Turkey and the markets of member states of the Commonwealth of Independent States (CIS). This fund is characterised by the absence of any strict investment diversification categories and high volatility of the assets comprising the portfolio.
- **ALTUS Absolutnej Stopy Zwrotu FIZ Rynku Polskiego 2**– equities product. At least 60% of the fund's assets are invested in instruments denominated in the Polish currency in the Polish market. The selection of investments to the portfolio is based on the assumption of investing the assets in the Polish market. This fund is characterised by the absence of any strict investment diversification categories and high volatility of the assets comprising the portfolio.
- **ALTUS FIZ Aktywnej Alokacji Spółek Dywidendowych**– equities product. Even up to 100% of the fund assets may be invested in the shares of dividend-paying companies, as well as in depositary receipts representing the shares of such companies and the rights to shares of such companies. The fund invests its assets mainly in investments denominated in the Polish currency in the Polish market.

**Rates of return\* of the main ALTUS closed-end investment funds at the end of December 2013**

	3 months	6 months	12 months	24 months	36 months	since launch
ALTUS Subfundusz ASZ Rynku Polskiego	6.57%	8.83%	15.43%	30.04%	47.76%	98.59%
ALTUS Subfundusz ASZ Rynków Zagranicznych	6.54%	9.23%	15.45%	30.12%	51.49%	101.98%
ALTUS ASZ FIZ Obligacji 1	2.98%	4.27%	1.25%	14.14%	-	22.14%
ALTUS ASZ FIZ Rynku Polskiego 2	6.26%	8.82%	15.49%	-	-	25.32%
ALTUS ASZ FIZ Nowa Europa+	1.34%	4.28%	-	-	-	8.44%
ALTUS FIZ Aktywnej Alokacji Spółek Dywidendowych	4.40%	5.26%	-	-	-	9.51%

\* rate of return – percentage change of net asset value per 1 investment certificate

Source: ALTUS TFI

In 2014, the Company's offer has been expanded to include other non-dedicated closed-end investment funds – ALTUS FIZ Akcji+, ALTUS FIZ Global and ALTUS ASZ FIZ Rynków Zagranicznych 2.

**Open-end investment fund**

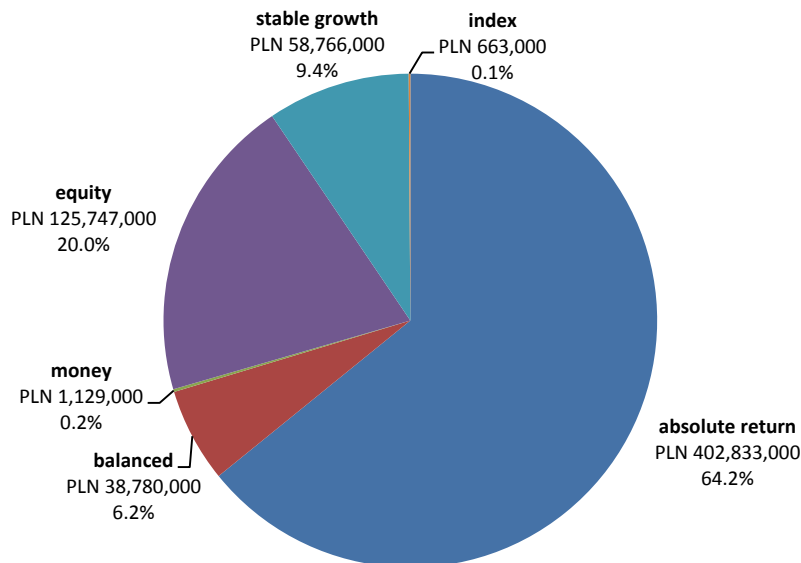
On 30 July 2012, the Company has been authorised by the Polish Financial Supervision Authority to create the **ALTUS Fundusz Inwestycyjny Otwarty Parasolowy** umbrella fund with separate sub-funds. The initial 4 sub-funds (ALTUS ASZ Rynku Polskiego, ALTUS ASZ Dłużny, ALTUS Akcji and ALTUS Short) started operating on 28 September 2012. In 2013, the Company's range of products has been broadened to include more 3 sub-funds: in May – ALTUS Stabilnego Wzrostu, in August – ALTUS Aktywnego Zarządzania, and in November – ALTUS Pieniężny.

The umbrella formula of this fund allows customers to switch investment strategies by moving their assets to another sub-fund without the need to deduct the accrued capital gain tax.

The sub-funds of the ALTUS FIO Parasolowy fund differ by, among other things, investment strategy, risk level, and the expected rate of return. Currently, the Company's umbrella fund comprises an absolute return, stable growth, balanced, equity, index and money sub-funds.



**The structure of sub-funds as part of the ALTUS FIO Parasolowy fund (as at end-December 2013)**



Source: ALTUS TFI

The characteristics of individual sub-funds offered to customers as part of the ALTUS FIO Parasolowy fund are presented below, as at end-December 2013.

- **ALTUS Absolutnej Stopy Zwrotu Rynku Polskiego**– is characterised by the absence of any strict investment diversification categories and high volatility of the assets comprising the portfolio. The intention of the sub-fund is to maintain high involvement in equity instruments and, where possible, avoid using the limit on debt instruments. It invests at least 66% of its holdings in Polish assets. Equity instruments may constitute up to 100% of the asset value. Up to 80% of the sub-funds assets may be invested in debt instruments, as well as corporate debt securities and money market instruments. It is addressed to the investors expecting above-average return on their investment, who are willing to accept even considerable, periodic variations of the value of the capital invested. The investment horizon is at least 5 years. Benchmark – twice the WIBID12M reference rate. Risk level – increased.
- **ALTUS Absolutnej Stopy Zwrotu Dłużny**– at least 70% of the sub-fund's assets are debt instruments with rating at least that of the Republic of Poland and bank deposits at the depositary bank. Up to 30% of the sub-fund's assets may be Treasury bonds of the states with a rating at least the investment grade awarded by one or more reputed rating agencies, corporate debt securities and money market instruments, as well as shares and bonds convertible to shares. It is addressed to investors opting for stability and planning long-term saving, who accept the risk level resulting from investing in debt instruments. The investment horizon is at least 3 years. Benchmark – WIBID12M reference rate x 1.5. Risk level – medium.
- **ALTUS Stabilnego Wzrostu**– the main category of assets (at least 60% of the sub-fund's assets) are debt instruments, and also, among others, corporate debt securities and money market instruments and bank deposits, whereas at least 40% of the sub-fund's assets are bonds and bank deposits at the depositary bank. The sub-fund may invest up to 40% of its assets in equity instruments, and up to and including 30% of its assets in debt instruments in emerging European markets and the markets of the member states of the Commonwealth of Independent States (CIS). It is addressed to investors opting for stability and planning long-term saving. The investment horizon is at least 3 years. Benchmark – weighted average of the percentage change of the Merrill Lynch Polish Governments 1-4 Yrs index at the weight of 70% and the WIG index at the weight of 30%. Risk level – increased.
- **ALTUS Aktywnego Zarządzania**– the primary asset category (up to 70% of total assets) are equity instruments. At least 30% of the sub-fund's assets are debt instruments, as well as money market instruments and bank deposits, as well as securities. It is addressed to the investors accepting an increased investment risk, but at the same time expecting returns resulting from share price rises. The investment horizon is at least 4 years. Benchmark – weighted average of the percentage change of the Merrill Lynch Polish Governments 1-4 Yrs index at the weight of 50% and the WIG index at the weight of 50%. Risk level – increased.
- **ALTUS Subfundusz Akcji**– invests at least 70% of its assets in equity instruments, whereas shares may comprise up to 100% of the sub-fund's asset value. Up to 30% of the assets may be invested in debt instruments, as well as corporate debt securities and money market instruments. It is addressed to the investors expecting above-average return, who are willing to accept even considerable, periodic variations of the value of the capital invested. The investment horizon – at least 5 years. Benchmark – 100% WIG index. Risk level – very high.
- **ALTUS Subfundusz Short**– belongs to the category of index funds. The sub-fund's managers aim at achieving a change of the sub-fund's unit value comparable to that of the change of the benchmark, which is the WIG20short index. The sub-fund invests from 50 to 100% of its assets in derivatives, including primarily in futures contracts on the WIG20 index. Some assets may be invested in debt instruments, in debt securities, money market instruments and bank deposits. Up to 20% of the asset value may be invested in equity instruments. It is designed for investors



planning long-term investment (for at least 5 years), expecting high returns and accepting a very high risk related to investment in derivatives, as well as for investors planning to hedge their positions in other financial products, or carrying out short- or medium-term speculative investments. Benchmark – WIG20short index. Risk level – very high.

- **ALTUS Subfundusz Pieniężny** – the primary investment category (at least 50% of the sub-fund's assets) are debt instruments (Treasury bonds and bills, mortgage bonds), as well as money market instruments. This sub-fund is not oriented on specific industrial, geographical or other market sectors. This sub-fund is designed for investors opting for systematic growth of the invested capital, and expecting systematic growth of the invested capital accompanied by high liquidity of investments. The investment horizon – at least 1 month. Benchmark – WIBID 3M. Risk level – low.

Since January 2011, the Company has managed (under contract of fund investment portfolio management entered into with TFI SKOK S.A.) the **SKOK Etyczny 1** sub-fund (separated under the SKOK Parasol Fundusz Inwestycyjny Otwarty), classified as an equity fund. This sub-fund invests from 60% to 100% of its assets in debt securities and money market instruments. This sub-fund may also invest its assets in participation titles issued by foreign funds, and in deposits at domestic banks or credit institutions. It is designed for investors planning to save for at least 2-3 years, expect returns higher than those for bank deposits, and accept a relatively low risk related to investing the sub-fund's assets in debt securities. In keeping with the fund's charter, the sub-fund does not have any specific benchmark.

**Rates of return on the sub-funds of ALTUS FIO Parasolowy as at end-December 2013**

Type of sub-fund	3 months	6 months	12 months	since launch
ALTUS Akcji	4.16%	16.91%	24.46%	49.07%
ALTUS ASZ Rynku Polskiego	3.14%	4.41%	12.92%	30.11%
ALTUS ASZ Dłużny	1.74%	2.89%	3.10%	5.94%
ALTUS Short	2.60%	1.79%	11.51%	-2.62%
ALTUS Stabilnego Wzrostu	4.21%	11.66%	-	12.75%
ALTUS Aktywnego Zarządzania	3.79%	-	-	6.40%
ALTUS Pieniężny	-	-	-	0.48%

\* rate of return – percentage change of net asset value per unit

Source: ALTUS TFI

In 2014, the Company's offer has been expanded to include two other sub-funds launched as part of ALTUS FIO Parasolowy – ALTUS Optymalnego Wzrostu and ALTUS ASZ Nowej Europy.

**Management of portfolios of financial instruments**

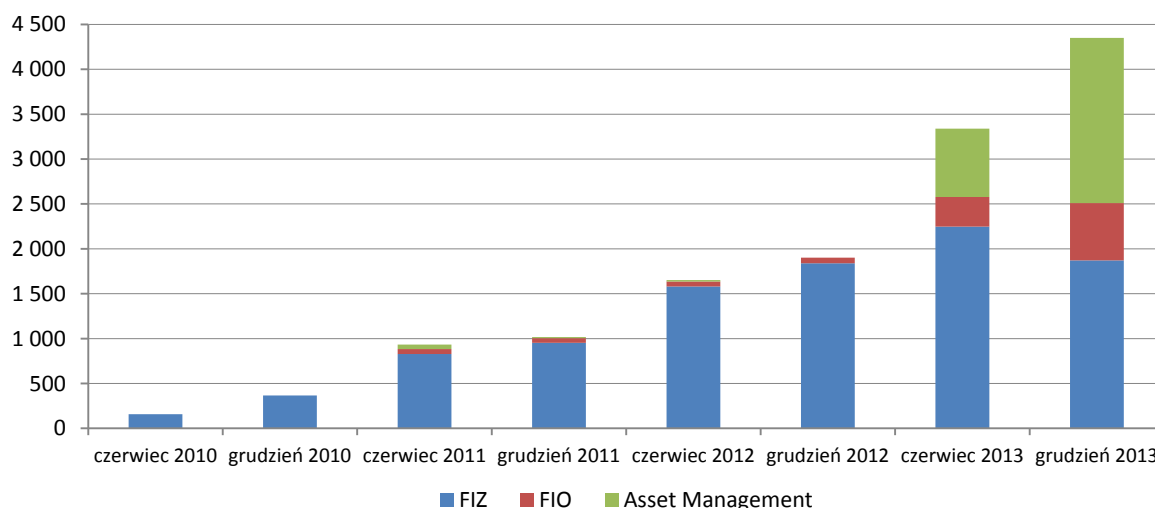
In addition to its investment fund products, ALTUS TFI also offers the service of management of portfolios of financial instruments (*Asset Management*), both as part of standard investment strategies and as part of customised strategies agreed with the client following detailed study of the investor's profile and expectations. This service is addressed to high-net-worth individuals and institutional clients.

As at end-December 2013, the value of assets managed under the *Asset Management* service was PLN 1,840,735,000.

**Assets under management**

The value of ALTUS TFI's assets under management (net value of the assets accumulated in individual ALTUS funds, net value of assets of third-party funds managed by the Company under contracts, and assets managed under the *Asset Management* service) grew dynamically in 2010-2013. The growth of asset value resulted primarily from successful issues of investment certificates by the closed-end funds managed by the Company, especially in 2012 and 2013, good investment results achieved by the team of funds' managers, and significant assets accepted for management in 2013 by open-end funds and as part of the *Asset Management* service.

**ALTUS TFI's assets under management in 2010-2013 (PLN million)**



Source: ALTUS TFI

ALTUS TFI team is composed of experienced experts, some of them being active in the capital market since its inception in Poland. They have gained experience working as managers and directors of the largest fund management companies in Poland and internationally. This is one of the Company's distinguishing features which makes clients eager to use ALTUS TFI's services.

#### Revenue

In the period covered by the historical and interim financial reports, ALTUS TFI's revenue grew very dynamically, due to a significant increase in the value of the assets under management. This growth has resulted from the acceptance for management of new capital attracted to the existing and newly launched investment funds, and the growing value of the financial instruments comprising the funds' assets.

#### Structure of revenue in 2011-2013 (PLN thou)

	2013		2012		2011	
	PLN thou	structure	PLN thou	structure	PLN thou	structure
Fixed management fee	39,965	45.1%	21,322	43.6%	10,559	54.2%
Variable management fee	43,148	48.7%	23,738	48.5%	6,107	31.3%
Certificate issue fee	5,080	5.7%	3,742	7.6%	2,587	13.3%
Certificate buy-back fee			112	0.2%		
Distribution charge	402	0.5%	54	0.1%		
Other					225	1.2%
<b>Total revenue</b>	<b>88,595</b>	<b>100.0%</b>	<b>48,968</b>	<b>100.0%</b>	<b>19,478</b>	<b>100.0%</b>

Source: ALTUS TFI

Dominant in the revenue structure have been fixed and variable fees charged by the Company for the management of the fund assets and the certificate issue fees. Fixed management fee is a compensation charged by the Company depending on the volume of the assets under management in investment funds, accrued for each day of participation in the fund. This fee is charged as a fixed percentage of the assets of the fund. Variable management fee is a compensation which is contingent on the results worked out by individual funds. The variable fee is charged if a rate of return is achieved exceeding, in the given settlement period, the percentage change in value of the unit/investment certificate of the benchmark portfolio, defined individually for each fund.

#### B.4.a. A description of the most significant recent trends affecting the issuer and the industries in which it operates.

In 2013, the following trends have been identified concerning the Company's operations and the industry it operates in:

- Growing trend in financial markets in 2013 combined with a relatively high demand for the products offered by fund management companies contributed to continued growth of the value of the assets under the Company's management.
- A major increase in the value of the assets of the funds managed by the Company from PLN 1,903 million at the end of 2012 to PLN 2,506.6 million at the end of 2013, which resulted both from the increase in the value of the already-operating funds (including, in particular, from the issue of investment certificates) and from the launch of 3 new closed-end investment funds and creation of 3 new sub-funds of the ALTUS FIO Parasolowy fund.
- Significant assets accepted for management under the *Asset Management* service, the value of which reached PLN 1,840.7 million as at 31 December 2013.
- Increased revenue of the Company due to the growing value of assets under management. Throughout 2013, revenue reached PLN 88.6 million, whereas in 2012, revenue stood at about PLN 49 million.

B.5.	<p>If the issuer is part of a group, a description of the group and the issuer's position within the group.</p> <p>Not applicable. ALTUS TFI S.A. is not part of any group.</p>																																																		
B.6.	<p>In so far as is known to the issuer, the name of any person who, directly or indirectly, has an interest in the issuer's capital or voting rights which is notifiable under the issuer's national law, together with the amount of each such person's interest.</p> <p>Under Article 69(1)(1) of the Act on Public Offering, the duty to notify an interest in a public company applies to a public-company shareholder who has reached or exceeded the 5% threshold of the total number of votes in the company, whereas this number of votes includes the number of votes held by the subsidiaries of such shareholder. The Company's major shareholders are:</p> <p><b>ALTUS TFI major shareholders</b></p> <table><tr><th>Shareholder</th><th>Number of shares</th><th>Number of votes on the General Meeting</th><th>% of total number of shares</th><th>% of total number of votes on the General Meeting</th></tr><tr><td>Piotr Osiecki (directly and indirectly), including*:</td><td>27,401,360</td><td>34,901,360</td><td>62.27%</td><td>67.77%</td></tr><tr><td>- Piotr Osiecki</td><td>22,754,000</td><td>30,254,000</td><td>51.71%</td><td>58.75%</td></tr><tr><td>- OSIECKI Investments S.C.Sp.**</td><td>1,567,360</td><td>1,567,360</td><td>3.56%</td><td>3.04%</td></tr><tr><td>- ALTUS TFI S.A. (akcje własne)***</td><td>3,080,000</td><td>3,080,000</td><td>7.00%</td><td>5.98%</td></tr><tr><td>ZYDOROWICZ Investments S.C.Sp.****</td><td>3,582,360</td><td>3,582,360</td><td>8.14%</td><td>6.96%</td></tr><tr><td>MANIA Investments S.C.Sp.*****</td><td>3,530,280</td><td>3,530,280</td><td>8.02%</td><td>6.85%</td></tr><tr><td>Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością 2 S.K.A.</td><td>2,970,000</td><td>2,970,000</td><td>6.75%</td><td>5.77%</td></tr><tr><td>Michał Kowalczewski</td><td>2,700,000</td><td>2,700,000</td><td>6.14%</td><td>5.24%</td></tr><tr><td>Bogusław Galewski</td><td>2,700,000</td><td>2,700,000</td><td>6.14%</td><td>5.24%</td></tr></table> <p>* <i>Piotr Osiecki does not exercise voting rights for the shares owned indirectly through ALTUS TFI, therefore the number of votes exercised on the General Meeting is 31,821,360 (61.79% of votes)</i> ** <i>the partnership is controlled by the President of the Management Board, Piotr Osiecki</i> *** <i>the partnership is controlled by the President of the Management Board, Piotr Osiecki , ALTUS TFI owns 3,080,000 own shares (7.00% of the share capital), bearing right to 3,080,000 votes on the General Meeting (5.98% of the total number of votes on the General Meeting ). Pursuant to Article 364 § 2 of the Polish Commercial Companies Code, the Company does not exercise voting rights under own shares,</i> **** <i>the partnership is controlled by Member of the Management Board, Andrzej Zydorowicz</i> ***** <i>the partnership is controlled by Member of the Management Board, Rafał Tomasz Mania</i> Source: ALTUS TFI</p> <p><b>Whether the issuer's major shareholders have different voting rights if any.</b></p> <p>Series A Shares are preferred to the effect that each of them gives a right to two votes on the General Meeting. All 7,500,000 Series A Shares are held by the President of the Management Board Piotr Osiecki.</p> <p><b>To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.</b></p> <p>The Company is controlled by Mr Piotr Osiecki who is at the same time the President of the Management Board. Piotr Osiecki holds directly 22,754,000 shares, and indirectly, through OSIECKI Investments S.C.Sp., 1 , 567.360 shares and through the Company 3,080,000 shares, which together form 62.27% of the Company's share capital and give the right to 31,821,360 votes on the General Meeting (all Series A Shares, i.e., 7,500,000 shares, are held directly by Piotr Osiecki and are preferred in terms of voting rights, to the effect that each Series A Share gives the right to two votes on the General Meeting; the Company's shares, as own shares, bear no voting rights with regard to General Meeting).</p>	Shareholder	Number of shares	Number of votes on the General Meeting	% of total number of shares	% of total number of votes on the General Meeting	Piotr Osiecki (directly and indirectly), including*:	27,401,360	34,901,360	62.27%	67.77%	- Piotr Osiecki	22,754,000	30,254,000	51.71%	58.75%	- OSIECKI Investments S.C.Sp.**	1,567,360	1,567,360	3.56%	3.04%	- ALTUS TFI S.A. (akcje własne)***	3,080,000	3,080,000	7.00%	5.98%	ZYDOROWICZ Investments S.C.Sp.****	3,582,360	3,582,360	8.14%	6.96%	MANIA Investments S.C.Sp.*****	3,530,280	3,530,280	8.02%	6.85%	Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością 2 S.K.A.	2,970,000	2,970,000	6.75%	5.77%	Michał Kowalczewski	2,700,000	2,700,000	6.14%	5.24%	Bogusław Galewski	2,700,000	2,700,000	6.14%	5.24%
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B.7.	<p><b>Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information, and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year.</b></p> <p><b>Selected items of the profit and loss account of ALTUS TFI S.A. for 2011-2013 (PLN thou)</b></p> <table><tr><th></th><th>2013</th><th>2012</th><th>2011</th></tr><tr><td>Revenue</td><td>88,595</td><td>48,968</td><td>19,478</td></tr><tr><td>Gross margin on sales</td><td>87,599</td><td>48,442</td><td>19,226</td></tr><tr><td>Profit on sales</td><td>55,774</td><td>31,634</td><td>9,923</td></tr><tr><td>Operating profit</td><td>45,052</td><td>25,109</td><td>10,092</td></tr><tr><td>Profit before tax</td><td>46,294</td><td>25,836</td><td>10,288</td></tr><tr><td>Profit after tax</td><td>37,564</td><td>20,973</td><td>8,383</td></tr></table> <p>Source: ALTUS TFI</p>		2013	2012	2011	Revenue	88,595	48,968	19,478	Gross margin on sales	87,599	48,442	19,226	Profit on sales	55,774	31,634	9,923	Operating profit	45,052	25,109	10,092	Profit before tax	46,294	25,836	10,288	Profit after tax	37,564	20,973	8,383																						
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**Selected items of the balance sheet of ALTUS TFI S.A. for 2011-2013 (PLN thou)**

	31 December 2013		31 December 2012		31 December 2011	
	PLN thou	structure	PLN thou	structure	PLN thou	structure
<b>ASSETS</b>	<b>78,781</b>	<b>100,0%</b>	<b>41,621</b>	<b>100,0%</b>	<b>19,493</b>	<b>100,0%</b>
Non-current assets	6,559	8,3%	4,501	10,8%	2,965	15,2%
Current assets	72,222	91,7%	37,120	89,2%	16,528	84,8%
<b>LIABILITIES &amp; SHAREHOLDER'S EQUITY</b>	<b>78,781</b>	<b>100,0%</b>	<b>41,621</b>	<b>100,0%</b>	<b>19,493</b>	<b>100,0%</b>
Total shareholder's equity	51,912	65,9%	30,108	72,3%	15,975	82,0%
Liabilities and provisions for liabilities	26,869	34,1%	11,513	27,7%	3,518	18,0%

Source: ALTUS TFI

**Selected items of the cash-flow statement of ALTUS TFI S.A. for 2011-2013 (PLN thou)**

	2013	2012	2011
Cash flows from operating activities	39,283	20,350	10,687
Cash flows from investing activities	-6,716	-4,047	-2,520
Cash flows from financing activities	-15,863	-7,259	-728
<b>Change in net cash flows</b>	<b>16,703</b>	<b>9,044</b>	<b>7,439</b>

Source: ALTUS TFI

**This should be accompanied by a narrative description of significant change to the issuer's financial condition and operating results during or subsequent to the period covered by the historical key financial information.**

The primary factors with a major effect on the Company's operations in the period covered by the historical and interim financial information include both external and internal factors.

Since ALTUS TFI's main object is to manage investments funds, the result of its operations is directly affected by the situation in financial markets (including the domestic economic situation) and investments sentiments in this market:

- Following a significant slowdown in economic growth and the contraction in financial markets in 2009, 2010 was a period successful for the investment fund market in Poland. Decreased attractiveness of safe fixed-income savings products (bank deposits and Treasury bonds) has attracted customers to investing their holdings in investment funds, especially those with a relatively low risk level. In 2010, expansion also prevailed in stock markets, which translated into increased value of financial instruments (primarily equity instruments) comprising the portfolios of the funds managed by TFIs.
- The opposite situation was prevalent in Poland in 2011. After the central bank had increased its interest rates, the attractiveness of bank deposits and Treasury bonds increased, and stock exchanges reported largest drops in their index values in three years. Despite lower demand for the products offered by TFIs, the number of closed-end investment funds offered by the Company increased over 2011 from 11 to 21, and the combined proceeds from the issue of investment certificates were PLN 437 million. The crisis in financial markets has not been reflected in decreased assets under the Company's management – over 2011, the value of assets under management increased from PLN 366.5 million to PLN 1017.5 million. One internal factor with an equal significance to the result of the Company's operations were the investment results achieved by individual funds, which depend on the decisions made by the fund managers, boosting the variable management fee charged by the Company. Over 2011, the main funds of the Company achieved above-average results. This applied in particular to ALTUS Subfundusz ASZ Rynków Zagranicznych (annual rate of return at 16.4%), ALTUS Subfundusz ASZ Rynku Polskiego (with annual rate of return at 13.7%) and ALTUS ASZ Obligacji 1 fund (annual rate of return at 7.1%). Despite unfavourable effect of external factors, revenue achieved by the Company over 2011 reached PLN 19.5 million. Profit on sales and operating profit were PLN 9.9 million and 10.1 million, respectively.
- 2012 has been one of the best periods for the investment fund market in Poland throughout the industry's history. A relatively high demand for TFI products and favourable conditions in stock markets translated into dynamic growth in the value of the assets under the Company's management over 2012. The value of the assets received from the issue of investment certificates reached PLN 763,7 million. In addition, in September 2012, the Company launched the initial four sub-funds of the ALTUS FIO Parasolowy open-end fund. As a result, the value of assets under the Company's management increased over 2012 by about PLN 900 million, reaching PLN 1,903 million at the end of the year. The above-mentioned factors coupled with high management effectiveness, as demonstrated by the achievement of above-average rates of return on the assets of most of the funds managed by the Company, allowed the Company to reach more than two-and-a-half higher revenue as compared to 2011 (revenue increased from PLN 19.5 million in 2011 to about PLN 49 million in 2012). Operating costs growing slower than sales contributed to a major increase in the sales result achieved by the Company (profit on sales increased from PLN 9.9 million in 2011 to PLN 31.6 million in 2012). A major factor which affected the operating profit of the Company over 2012 were relatively high other operating costs, resulting primarily from establishing a PLN 6 million provision for the costs of pursuing an "incentive plan" in the Company. The deeply negative balance of other operating income and costs decreased operating profit to PLN 25.1 million. Nevertheless, the Company's operating profit for 2012 was almost two-and-a-half times higher than in 2011.
- Growing trend in financial markets in 2013 combined with a significant demand for TFI products contributed to continued growth of the value of the assets under the Company's management. Proceeds from the issue of investment certificates reached PLN 620.7million, including the proceeds from newly launched closed-end funds

	<p>(ALTUS ASZ FIZ Nowa Europa+ and ALTUS FIZ Aktywnej Alokacji Spółek Dywidendowych) reached the level of PLN 289,7 million. In 2013, more sub-funds of the ALTUS FIO Parasolowy fund were created – ALTUS Stabilnego Wzrostu, ALTUS Aktywnego Zarządzania and ALTUS Pieniężny. Significant assets were attracted by the Company under the <i>Asset Management</i> service (at the end of December 2014 the value of assets managed under this service reached PLN 1840.7 million). As a result, the combined value of assets under the Company's management increased over 2013 from PLN 1903 million to PLN 4,347.3 million (including of the open-end fund from PLN 37.9 million to PLN 625.9 million, and of the ALTUS closed-end funds from PLN 1,685.5 million to PLN 1,871.5 million). The favourable business situation combined with good investment results achieved by the managed funds allowed the Company to achieve revenue at PLN 88.6 million in 2013, an increase by over 80% on 2012. The ALTUS FIO Parasolowy fund (which attracted a growing interest of customers in 2013), recently added to the range of products offered by the Company, contributed to a relatively steep increase in the Company's operating costs, primarily due to a significant increase in the costs related to the distribution of the new product. The increased cost, including, primarily the selling cost, resulted in a slight decrease in the Company's return on sales from 64.6% in 2012 to 63% in 2013. The Company's profit on sales reached PLN 55.8 million, a more than 24 million increase on the previous year. In 2013, the highly negative balance of other operating income and costs, resulting from the Company-established provisions in the amount of PLN 11,500 thousand for the costs of the "incentive plan", reduced operating profit to PLN 45.1 million. The Company's return on operations decreased slightly from 51.3% in 2012 to 50.9% in 2013.</p>
<b>B.8.</b>	<p><b>Selected key pro forma financial information, identified as such. The selected key pro forma financial information must clearly state the fact that because of its nature, the pro forma financial information addresses a hypothetical situation and, therefore, does not represent the company's actual financial position or results.</b></p> <p>Not applicable. The Company has prepared no pro forma financial information, because there has been no reason to prepare such information.</p>
<b>B.9.</b>	<p><b>Where a profit forecast or estimate is made, state the figure.</b></p> <p>Not applicable. The Company has prepared no financial forecasts or profit estimates.</p>
<b>B.10.</b>	<p><b>A description of the nature of any qualifications in the audit report on the historical financial information.</b></p> <p>Not applicable. The Statutory Auditor has issued unqualified opinion from auditing the Company's financial statements for 2011-2013.</p>
<b>B.11.</b>	<p><b>If the issuer's working capital is not sufficient for the issuer's present requirements an explanation should be included.</b></p> <p>The Company's working capital is sufficient for its present requirements.</p>

## C. Securities

<b>C.1.</b>	<p><b>A description of the type and the class of the securities being offered and/or admitted to trading, including any security identification number.</b></p> <p>Based on this Prospectus, the Company intends to apply for the admission and introduction to trading on a regulated market of the following securities:</p> <ul style="list-style-type: none"> <li>– 7,500,000 common registered shares of series B (which, following dematerialisation, will become bearer shares) with a par value PLN 0.10 each, and total par value PLN 750,000,</li> <li>– 25,000,000 common registered shares of series C (which, following dematerialisation, will become bearer shares) with a par value PLN 0.10 each, and total par value PLN 2,500,000,</li> <li>– 2,800,000 common registered shares of series D (which, following dematerialisation, will become bearer shares) with a par value PLN 0.10 each, and total par value PLN 280,000,</li> <li>– 1,200,000 common registered shares of series E (which, following dematerialisation, will become bearer shares) with a par value PLN 0.10 each, and total par value PLN 120,000</li> <li>– up to 16,380,000 common bearer shares of series F with a par value PLN 0.10 each, and a total par value up to PLN 1,638,000</li> </ul> <p>Based on this Prospectus, the following is offered:</p> <ul style="list-style-type: none"> <li>– 16,380,000 Series F Shares with a total par value of PLN 1,638,000,</li> <li>– up to 1,931,428 Series C Shares with a total par value of PLN 193,142.80 and</li> <li>– up to 68,572 Series E Shares with a total par value of PLN 6,857,20 .</li> </ul> <p>The Management Board has waived its privilege defined in §1(3) of the Issue Resolution. The number of Series F Shares offered for taking up pursuant to this Prospectus (i.e. 16,380,000 shares) results from the increase of the Company's share capital defined in § 1(1) and (2) of the Issue Resolution.</p> <p>Under Article 5(1) and (4) of the Act on Trading in Financial Instruments, the Company is required to enter into a contract with the KDPW for the registration of Series B Shares, Series C Shares, Series D Shares, Series E Shares and the Offer Shares. The registration of Series B Shares, Series C Shares, Series D Shares, Series E Shares and the Offer Shares will be tantamount to assigning to them the ISIN code. The contract with the KDPW will also cover the registration of Rights to Series F Shares. Series B Shares, Series C Shares, Series D Shares, Series E Shares and the Offer Shares as well as Rights to Series F Shares will be dematerialised upon registration at the depository for securities kept by the KDPW.</p>
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<b>C.2.</b>	<b>Currency of the securities issue.</b> The shares are issued in the Polish zloty (PLN).
<b>C.3.</b>	<b>The number of shares issued and fully paid and issued but not fully paid.</b> <b>The par value per share, or that the shares have no par value.</b> As at the Prospectus Date, the Company's share capital is PLN 4,400,000.00 and is divided into 44,000,000 shares with a par value of PLN 0.10 (ten grosz) each, including: <ul style="list-style-type: none"> <li>– 7,500,000 series A registered preferred shares which are preferred to the effect that each of them gives a right to two votes on the General Meeting,</li> <li>– 7,500,000 series B registered shares,</li> <li>– 25,000,000 series C registered shares,</li> <li>– 2,800,000 series D registered shares,</li> <li>– 1,200,000 series E registered shares.</li> </ul> All shares comprising the Company's share capital have been fully paid.
<b>C.4.</b>	<b>A description of the rights attached to the securities.</b> <i>Proprietary rights:</i> <ul style="list-style-type: none"> <li>– right to participate in the Company's profit disclosed in the financial statements verified by a statutory auditor, assigned by the General Meeting for distribution to shareholders (dividend right) and right to an advance dividend;</li> <li>– pre-emption right to take up new shares in relation to the number of the shares held (pre-emption);</li> <li>– right to participate in the Company's assets left after creditors are satisfied or secured, in the event of winding up;</li> <li>– right to sell the shares held;</li> <li>– right to voluntary redemption of shares;</li> <li>– right to demand the conversion of bearer shares into registered shares</li> <li>– right to encumber the shares held with a lien or usufruct.</li> </ul> <i>Corporate rights (related to membership of the Company):</i> <ul style="list-style-type: none"> <li>– right to participate in the General Meeting (Article 412 of the Code of Commercial Companies and Partnerships /CCCP/) and the right to vote on the General Meeting (Article 411 § 1 CCCP);</li> <li>– right to demand that Extraordinary General Meeting be called, available to shareholders representing at least a half of the share capital or at least a half of total votes in the Company (Article 399 § 3 CCCP);</li> <li>– right to call the Extraordinary General Meeting and demand that certain business be put on the agenda, attaching to the shareholders who hold at least one-twentieth of the Company's share capital (Article 400 § 1 CCCP);</li> <li>– right to demand that certain business be put on the agenda of the next General Meeting, attaching to the shareholders who hold at least one-twentieth of the Company's share capital (Article 401 § 1 CCCP);</li> <li>– right to request that the attendance roll at the General Meeting be checked by a committee established specifically for that purpose, attaching to the shareholders who hold one-tenth of the share capital represented at the General Meeting (Article 410 § 2 CCCP);</li> <li>– right to review, at the Management Board offices, the list of shareholders entitled to participate in the General Meeting, and to request that copies of motions on the business included in the agenda be issued, within one week prior to the General Meeting (Article 407 § 1 CCCP);</li> <li>– right to review the book of minutes of the General Meeting and the right to demand that resolution copies certified by the Management Board be issued (Article 421 § 3 CCCP);</li> <li>– right to demand that secret ballot be ordered, attaching to any shareholder present or represented at the General Meeting (Article 420 § 2 CCCP);</li> <li>– right to appeal against resolutions of the General Meeting in accordance with Articles 422-427 CCCP;</li> <li>– right to demand that the Supervisory Board be elected by separate groups (Article 385 § 3 CCCP);</li> <li>– right to demand that an expert examines a specific problem related to the establishment of a public company or the management of its business (special-purpose auditor);</li> <li>– right to receive information about the Company in the scope and in the way defined by legislation, in particular in accordance with Article 428 CCCP (Article 429 CCCP);</li> <li>– right to a registered certificate of deposit issued by the entity operating a securities account in accordance with the provisions on trading in financial instruments (Article 328 § 6 CCCP);</li> <li>– right to demand that copies of the Management Board report on the Company's operations and copies of Financial Statements be issued, together with the copies of the Supervisory Board report and the statutory auditor's opinion, 15 days or more before the General Meeting (Article 395 § 4 CCCP);</li> <li>– right to bring a court action demanding to repair damage done to the Company under the rules defined in Articles 486 and 487 CCCP, if the Company fails to bring an action for the repair of damage done to it, within one year since the disclosure of the act causing the damage;</li> <li>– right to review, free of charge, the documents and to demand that copies of the documents referred to in Article 505 § 1 CCCP (in the case of company merger), in Article 540 § 1 CCCP (in the case of Company division) or Article 561 § 1 CCCP (in the case of Company transformation) be made available, free of charge, at the Company's offices;</li> <li>– right to review the register of shares and demand that a copy be issued against refund of costs of making the same (Article 341 § 7 CCCP);</li> <li>– right to demand that a commercial partnership or company being the partner or shareholder of the Company provides information on whether it stays in the relationship of dominance or dependency with a specific commercial partnership or company (Article 6 § 4 CCCP).</li> </ul> <i>The rights under the Act on Public Offering and the Act on Trading in Financial Instruments:</i>

	<ul style="list-style-type: none"> <li>– right to receive a registered certificate of deposit or share document;</li> <li>– right to submit a motion to appoint a statutory auditor;</li> <li>– right to demand the buy back of shares;</li> <li>– right to demand that shares be sold (mandatory buy-back).</li> </ul>
<b>C.5.</b>	<p><b>A description of any restrictions on the free transferability of the securities.</b></p> <p>The Management Board is unaware of any actual restrictions on the free transferability of the shares.</p> <p><i>Restrictions imposed by the Statutes</i>  The Statutes do not provide for any restrictions in trading in Series B, C, D, E and F Shares.</p> <p><i>Restrictions imposed by the Act on Investment Funds</i></p> <ul style="list-style-type: none"> <li>– the requirement to document, by the persons taking up or purchasing the company's shares, the origin of the amounts paid to cover the share capital of the company or as consideration for the purchase price, and to provide a certificate confirming the absence of tax arrears or stating the amount of tax arrears, issued by the competent authority;</li> <li>– the requirement to notify the Commission about each intention to buy or take up shares or rights attached to shares of the company, in a number allowing to reach or exceed 10%, 20%, one-third, 50% of the total number of votes on the General Meeting or interest in the share capital;</li> <li>– the requirement to notify the Commission by the entity which intends to sell, directly or indirectly, the shares or rights attached to the shares of the Company, 14 days or more prior to the planned sale, if as a result of the sale (i) its share in the total number of votes on the general meeting or the share capital would fall to below 10%, 20%, one-third, 50% or (ii) the company would cease to be its subsidiary.</li> </ul> <p><i>The restrictions imposed by the Act on Trading in Financial Instruments and the Act on Public Offering:</i></p> <ul style="list-style-type: none"> <li>– the requirement that the securities covered by an approved prospectus must be admitted to trading on a regulated market;</li> <li>– the requirement of intermediation of an investment firm in carrying out a public offering or trading in securities on a regulated market in the Republic of Poland;</li> <li>– the prohibition to buy or sell financial instruments during the restricted period;</li> <li>– the prohibition to buy or sell financial instruments by individuals holding confidential information;</li> <li>– the disclosure duties of members of management boards and supervisory boards, commercial representatives and individuals holding management functions;</li> <li>– the requirement of calling to subscribe for the sale or conversion of shares in the event of: (i) purchase of shares authorising to exercise more than 10% or 5% of the total number of votes on the General Meeting, (ii) exceeding the threshold of 33% of the total number of votes on the General Meeting, (iii) exceeding the threshold of 66% of the total number of votes on the General Meeting.</li> </ul>
<b>C.6.</b>	<p><b>An indication as to whether the securities offered are or will be the object of an application for admission to trading on a regulated market and the identity of all the regulated markets where the securities are or are to be traded.</b></p> <p>The shares of the Company are not traded on a regulated or equivalent market. The Company's intention is to place Series B Shares, Series C Shares, Series D Shares, Series E Shares, Series F Shares, and the Rights to Series F Shares on the official stock-exchange listing market operated by the WSE (main market).</p> <p>As at the Prospectus Date (i.e. without the issue of Series F Shares), the Company has met the requirements for being admitted to trading on the main market with regard to the required capitalisation. Under the WSE Rules, the minimum capitalisation is PLN 60,000,000. The Management Board is of the view that after Series F Shares are issued and at least 2,500,000 of Series F Shares are taken up by investors, each of them holding shares authorising them to exercising less than 5% of the votes on the General Meeting, Series B Shares, Series C Shares, Series D Shares, Series E Shares, Series F Shares and Rights to Series F Shares will also meet the requirement of dispersion of shares required for being admitted to trading on the main market. Should the requirements for being admitted to trading on the main market be not met, the Company will apply for the admission of Series B Shares, Series C Shares, Series D Shares, Series E Shares, Series F Shares and the Rights to Series F Shares to trading in the WSE parallel market.</p>
<b>C.7.</b>	<p><b>A description of dividend policy.</b></p> <p>The Management Board intends to recommend to the General Meeting that dividend to be paid out of the profit achieved in the respective financial year. The Management Board intends to run a policy governing the payment of dividend at between 75% and 100% of the profit available for distribution, whereas the Management Board will adjust the dividend policy to the Company's current business standing, taking into account the planned investment projects and the Company's strategic goals. The final decision regarding the payment of dividend is taken by the General Meeting.</p>

## D. Risks

<b>D.1.</b>	<p><b>Key information on the key risk factors that are specific to the issuer or its industry.</b></p> <p>Below are presented the risk factors specific to the Company, related to the Company's operations and the environment it operates in. The order of presentation of the risk factors below is not indicative of the probability of their occurrence or significance.</p> <ul style="list-style-type: none"> <li>– risks related to the macroeconomic situation</li> </ul>
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	<ul style="list-style-type: none"> <li>– risks related to the business cycle in capital markets</li> <li>– risks related to changes and interpretation of law</li> <li>– risks related to the taxation policy</li> <li>– risk of being charged with using illegal contractual clauses</li> <li>– risks related to competition in the services market in which the Company operates</li> <li>– risks related to distribution channels</li> <li>– risk of loss of key human resources</li> <li>– risk of the Company's failure to meet the assumed strategic goals</li> <li>– risk of losing the confidence of investors</li> <li>– risks related to new funds being added to the range of offered products</li> <li>– risks related to the assumption of management of the existing investment funds</li> <li>– risks involved in investing in non-public financial instruments</li> <li>– currency risks</li> <li>– risks related to compensation for damages</li> <li>– risk of a conflict of interests within administrative, management and supervisory bodies of the Company</li> <li>– risk of failure to meet the regulatory requirements for capital</li> <li>– risk of insufficient effectiveness of risk management and internal control procedures</li> <li>– risks related to the operation of IT and communications systems</li> <li>– risk of the lack of guarantee of dividend payment</li> <li>– risks involved in related party transactions</li> <li>– risks related to intellectual property rights</li> <li>– risks related to the potential non-compliance with the money-laundering procedures applicable at the Company</li> <li>– risks related to potential non-compliance of the issuer with the requirements imposed by the Act on Investment Funds</li> <li>– risks related to a court action demanding to repeal the Issue Resolution or the resolution to amend the Statutes adopted in connection with the Issue Resolution</li> <li>– risks related to the purposes of the issue of Series F Shares</li> </ul>
<b>D.3.</b>	<p><b>Key information on the key risk factors that are specific to the securities.</b></p> <p>Below are listed the risk factors material to the issuer's securities. The order of presentation of the risk factors below is not indicative of the probability of their occurrence or significance:</p> <ul style="list-style-type: none"> <li>– risk of the Offer not coming into effect;</li> <li>– risk related to the potential resignation from or suspension of the Offer;</li> <li>– risks related to the potential violation of legislation due to promotional action;</li> <li>– risk related to non-compliance with the legally required form or content of a supplement to the Prospectus;</li> <li>– the risk of insufficient dispersion of the shares to be traded on a regulated market;</li> <li>– risks related to failure to perform or inadequate performance of the duties of a public company or any statutory requirements related to the prospectus;</li> <li>– risks related to non-compliance with the legal provisions in connection with application for securities being admitted to trading on a regulated market, subscription for or sale of securities;</li> <li>– risk related to a delay in introduction to trading on a regulated market of the Sold Shares and Rights to Shares;</li> <li>– risk of withholding the start of listing of the Shares and Rights to Shares on a regulated market;</li> <li>– risk of suspension of listing of the Shares and Rights to Shares on a regulated market;</li> <li>– risk involved in the listing and acquisition of Rights to Shares;</li> <li>– risk of the Company's shares being excluded from trading on a regulated market;</li> <li>– risk related to investments in the Shares;</li> <li>– risk related to the volatility of the market price.</li> </ul>

## E. Offer

<b>E.1.</b>	<p><b>The total net proceeds and an estimate of the total expenses of the issue/offer, including estimated expenses charged to the investor by the issuer or the offeror.</b></p> <p>ALTUS TFI anticipates that the proceeds from the issue of Series F Shares will be up to about PLN 200 million. Total estimated costs of issue of Series F Shares will be about PLN 4.3 million, including:</p> <ul style="list-style-type: none"> <li>– the estimated cost of preparation of the Prospectus, taking into account the cost of advisory services and offering (including placement commission) PLN 4,000,000</li> <li>– estimated cost of promotion of the planned Offer PLN 100,000</li> <li>– other costs of preparing and carrying out the Offer PLN 200,000</li> </ul> <p>The costs related to the offering of the Sale Shares will be paid by the Selling Shareholders.</p> <p>Subscribing for Series F Shares involves no extra charges. Investor should, however, be aware of other costs directly related to the subscription for Series F Shares, including, but not limited to, the cost of brokerage commission for the submission of order/subscription, setting up or running an investment account, as well as other potential banking costs related to payment for Series F Shares, potential costs of exchange of a foreign currency into the Polish zloty, etc.</p>
<b>E.2.a.</b>	<p><b>Reasons for the offer, use of proceeds, estimated net amount of the proceeds.</b></p> <p>ALTUS TFI assumes to receive proceeds at up to about PLN 200 million as a result of Series F Share issue. The primary goal of the Public Offer is to attract funds for the implementation of investment plans consisting primarily in a</p>

	<p>jump expansion of the Company's scale of operation through the acquisition of other fund management companies (TFIs) operating in the Polish financial market. . By the Prospectus Approval Date, the Management Board has not taken a definite decision as to the entity to be acquired.</p> <p>If the issue achieves less than the anticipated amount, the Company intends to finance the missing amount from the financial surplus worked out throughout the subsequent years.</p> <p>As at the Prospectus Approval Date, the Company does not provide for any change to the issue purpose. If the Company fails to carry out the intended acquisition activities by the end of Q3 of 2015, the Company will buy-back and redeem its own shares (in accordance with the legal regulations applicable in this respect) with a combined value at least the value of the proceeds from the issue of Series F Shares. The repurchase of shares for redemption will be performed at a price equal to the Series F Share Issue Price increased by the value of the money in time, specified with the use of the WIBOR 3M rate, whereas in accordance with the provisions of the lock-up agreements, the persons and entities who are shareholders of ALTUS TFI as of the Prospectus Approval Date shall not participate.</p>												
<b>E.3.</b>	<p><b>A description of the terms and conditions of the offer.</b></p> <p>Under this Prospectus, the Company seeks the admission to trading on a regulated market of 7,500,000 Series B Shares, 25,000,000 Series C Shares, 2,800,000 Series D Shares, 1,200,000 Series E Shares, up to 16,380,000 Series F Shares, and up to 16,380,000 rights to Series F Shares. In addition, under this Prospectus, the Offer covers 16,380,000 Series F Shares, offered by the Company as part of public subscription, and up to 2,000,000 of the Sale Shares, offered for sale by the Sellers</p> <p>Offer Shares are offered to investors in two tranches:</p> <ul style="list-style-type: none"> <li>– Retail Tranche – up to 2,880,000 Series F Shares, and</li> <li>– Institutional Tranche – up to 15,500,000 Offer Shares, including 13,500,000 Series F Shares and up to 2,000,000 Sale Shares.</li> </ul> <p>Series F Shares are offered with the waiver of pre-emption rights by the current shareholders.</p> <p>Prior to the subscription, the Offeror will conduct book building for the Offer Shares, aimed at:</p> <ul style="list-style-type: none"> <li>– defining the investors interested in taking up the Offer Shares,</li> <li>– estimate the potential demand for the Offer Shares.</li> </ul> <p>The offer will be conducted according to the following schedule:</p> <table border="1"> <tr> <td>By 12 June 2014</td><td>publication of maximum price</td></tr> <tr> <td>13 June - 25 June 2014 by 03:00 pm</td><td>the book-building process</td></tr> <tr> <td>25 June 2014</td><td>public announcement of the final price and the final number of the Offer Shares</td></tr> <tr> <td>26-30 June 2014</td><td>accepting subscriptions and payments under the Retail Tranche</td></tr> <tr> <td>27 June-04 July 2014</td><td>accepting subscriptions and payments under the Institutional Tranche, including: by 1 July 2014 – accepting subscriptions and payments in response to the calls issued based on the provisional allotment list, and from the investors who did not participate in the book-building process, by 4 July 2014 – accepting subscriptions and payments in response to the calls issued based on the additional provisional allotment list</td></tr> <tr> <td>By 7 July 2014</td><td>allotment of shares from the Institutional Tranche and planned allotment of shares from the Retail Tranche through the WSE system. Offer closed</td></tr> </table> <p>The Company reserves itself the right to change the terms and conditions of the Offer, including the subscription acceptance deadlines. The new deadlines will be made publicly available on the date when the given deadline expires, in the form of a Prospectus update communication, in accordance with the provisions of Article 52(2) of the Act on Public Offering. The Offer implementation deadlines may be amended only during the period of validity of this Prospectus.</p> <p>Information about the suspension of the Offer after the commencement of subscription acceptance will be made public as a supplement to this Prospectus in the same way as this Prospectus has been made available.</p> <p>The maximum price will be disclosed by the Company to the public prior to the commencement of the book-building process as a supplement to this Prospectus, in accordance with Article 51 of the Act on Public Offering.</p> <p>The information about the final issue price of the Offer Shares and the final number of the Offer Shares will be made available prior to the commencement of subscription for the Offer Shares by notifying (under Article 54(3) of the Act on Public Offering) the KNF and providing to the public in the same way as the Prospectus has been made available and by procedure defined in Article 561 of the Act on Public Offering.</p> <p>The price of the Offer Shares will be fixed and the same for both tranches.</p> <p><b>Subscription and payments under the Retail Tranche</b></p> <p>Due to the fact that the Retail Tranche shares will be allotted through the WSE's IT system, the investor subscribing for Series F Shares must have a security account at the brokerage house accepting the subscription or at the depository.</p> <p>No less than 100 shares may be subscribed for under the Retail Tranche. A subscription for less than 100 shares will be</p>	By 12 June 2014	publication of maximum price	13 June - 25 June 2014 by 03:00 pm	the book-building process	25 June 2014	public announcement of the final price and the final number of the Offer Shares	26-30 June 2014	accepting subscriptions and payments under the Retail Tranche	27 June-04 July 2014	accepting subscriptions and payments under the Institutional Tranche, including: by 1 July 2014 – accepting subscriptions and payments in response to the calls issued based on the provisional allotment list, and from the investors who did not participate in the book-building process, by 4 July 2014 – accepting subscriptions and payments in response to the calls issued based on the additional provisional allotment list	By 7 July 2014	allotment of shares from the Institutional Tranche and planned allotment of shares from the Retail Tranche through the WSE system. Offer closed
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By 7 July 2014	allotment of shares from the Institutional Tranche and planned allotment of shares from the Retail Tranche through the WSE system. Offer closed												

regarded as invalid. The investor can make several subscriptions, provided that the combined subscriptions made at a single subscription-accepting entity may not exceed the number of the Series F Shares offered under the Retail Tranche. Subscriptions made at a single subscription-accepting entity for a greater number of shares will be considered as subscriptions for the number of the Series F Shares offered under the Retail Tranche. Making a subscription at a single subscription-accepting entity under the Retail Tranche does not restrict the right to make subscription(s) at other subscription-accepting entities under the Retail Tranche. Making a subscription under the Retail Tranche does not restrict the right to make subscription(s) under the Institutional Tranche.

Subscriptions for Series F Shares under the Retail Tranche will be accepted at Customer Service Desks of brokerage houses, the list of which, under Article 522 of the Offering Act, will be published as an update communication (in the same way as the Prospectus has been made available) and posted on the Company's and the Offeror's websites by the starting date of subscriptions for the Offer Shares.

The investor shall submit, at the site where the subscription for Series F Shares under the Retail Tranche is made, a subscription form completed in three copies, and sign the statement, being an integral part of the subscription form, that:

- he has reviewed the Prospectus content and accepts the content of the Statutes and the terms and conditions of the Public Offer,
- he agrees to being allotted Series F Shares under the Public Offer, including to being allotted a number of shares smaller than the number of the Series F Shares subscribed for, or being allotted no such shares at all, under the rules described in this Prospectus,
- he consents to personal data being processed in the scope necessary for conducting the Public Offer, accepts that he has the right to access and rectify his personal data, and that the information contained in the subscription form has been provided voluntarily,
- he accepts that the Offeror or subscription-accepting brokerage houses may transfer personal data covered by professional secrecy and the information related to his subscription, in the scope necessary for carrying out the Public Offer, and that he authorises these entities to receiving such information.

An investor who has entered with the brokerage house which accepts the subscriptions into a contract which allows him to place instructions through the Internet, phone, fax or using other technical means, may subscribe for Series F Shares using such means, providing all the details necessary for subscribing for Series F Shares, as specified in this Prospectus. If the account is run by the depositary, subscriptions should be made in accordance with the subscription rules applicable to the customers of the depositary bank.

Due to the fact that the Series F Shares under the Retail Tranche will be allotted through the WSE's IT system, at the time when the subscription is made for Series F Shares under the Retail Tranche, the investor must hold on its account at the brokerage house which accepts the subscription, the amount of money denominated in the Polish zloty being the product of the number of the shares subscribed for and the issue price, increased by the commission of the brokerage house accepting the subscription. This money will be blocked at the moment when subscription is made for Series F Shares.

If the number of shares subscribed for exceeds the number of the Series F Shares under the Retail Tranche, the shares will be allotted by proportional reduction. In the event of reduced subscription, the unused part of the amount paid in for the subscription for Series F Shares will remain on the investor's account at the brokerage house accepting the subscription. These funds will be unblocked on the date when the Series F Shares are allotted, after the subscription-accepting brokerage house receives agreement sheets from the WSE.

#### **Subscriptions and payments under the Institutional Tranche**

The investors called to subscribe should make subscriptions for the Offer Shares under the Institutional Tranche in a number not exceeding the number defined in the call for subscriptions. If the investor subscribes for a number of shares greater than that specified in the subscription call, the investor must be aware of the possibility of being allotted a smaller number of shares, but no less than the number guaranteed in the subscription call. If the investor subscribes for a number of shares smaller than that specified in the call, it has to be aware of the possibility that it will be allotted a number of shares smaller than that specified in the subscription, or being allotted no shares at all due to the lack of preferences resulting from participation in the book-building process.

The investors not approached with the subscription call may subscribe for the Offer Shares under the Institutional Tranche, whereas such subscription should be for at least 20,000 shares. However, they must be aware of the possibility that they will be allotted a smaller number of shares or no shares at all due to the lack of preferences resulting from participation in the book-building process.

Making a subscription under the Institutional Tranche does not restrict the right to make a subscription under the Retail Tranche.

Contract managers of securities, together with submitting a single aggregated subscription, are required to submit a list of persons for which they buy Offer Shares, with the specification of the number of shares acquired for each customer.

Subscriptions for shares made by fund management companies on their own behalf separately for individual investment funds they manage, are considered for the purpose of this Prospectus as subscriptions of separate investors. Subscriptions for Offer Shares, under the Institutional Tranche will be accepted at the headquarters of Mercurius Dom Maklerski in Warsaw, 26 Śmiała St., and at the headquarters of Dom Inwestycyjny Investors S.A. in Warsaw, 1 Mokotowska St., at the headquarters of Dom Maklerski Raiffeisen Bank Polska S.A. in Warsaw, 20 Piękna St. t the branch of Trigon Dom Maklerski S.A. in Warsaw, 2 Puławska St., building B.

The investor shall submit, at the site where the subscription for the Offer Shares under the Institutional Tranche is made, a subscription form completed in three copies, and sign the statement, being an integral part of the subscription form,

	<p>that:</p> <ul style="list-style-type: none"> <li>– he has reviewed the Prospectus content and accepts the content of the Statutes and the terms and conditions of the Public Offer,</li> <li>– he agrees to being allotted Offer Shares, including to being allotted a number of shares smaller than the number of the Offer Shares subscribed for, or being allotted no such shares at all, under the rules described in this Prospectus,</li> <li>– he consents to personal data being processed in the scope necessary for conducting the Public Offer, accepts that he has the right to access and rectify his personal data, and that the information contained in the subscription form has been provided voluntarily,</li> <li>– he accepts that the Offeror or subscription-accepting brokerage houses may transfer personal data covered by professional secrecy and the information related to his subscription, in the scope necessary for carrying out the Public Offer, and that he authorises these entities to receiving such information.</li> </ul> <p>A precondition for an effective subscription is the payment of the amount being the product of the number of shares subscribed for and their issue price, to the account of the Offeror. The payment must be made by wire transfer, on the last day when subscriptions under the Institutional Tranche are being accepted at the latest, i.e.:</p> <ul style="list-style-type: none"> <li>– by 1 July 2014 – for subscriptions made in response to the calls issued based on the provisional allotment list and by the investors who did not participate in the book-building process,</li> <li>– by 4 July 2014 – for subscriptions issued in response to the calls addressed based on the additional provisional allotment list.</li> </ul> <p>Reduction of subscriptions under this tranche may occur when the investor subscribes for a number of shares greater than that specified in the subscription call extended by the Offeror or by the Co-offerors (in the part exceeding the number of shares specified in the call),</p> <p>In addition, subscriptions under this tranche may be reduced as freely determined by the Company also in the following cases:</p> <ul style="list-style-type: none"> <li>– the investor subscribes for a number of shares smaller than that specified in the subscription call extended by the Offeror or by the Co-offerors,</li> <li>– the investor subscribes for shares under the Institutional Tranche despite that he has not received a call from the Offeror or by the Co-offerors for subscription for shares.</li> </ul> <p>In such case, the overpaid amounts will be returned to the investors within 7 days of share allotment, to the bank or investment accounts specified in the subscription forms. The overpaid amounts will be returned without any damages or interest added.</p> <p><b>Validity of subscriptions</b></p> <p>A subscription for the Offer Shares is unconditional, non-cancellable (subject to the cases described below) and may not contain any qualifications:</p> <ul style="list-style-type: none"> <li>– the person who has subscribed for the Offer Shares before the supplement is made available, may avoid the legal effects of such subscription by written statement submitted at one of the customer service office of the investment firm offering the Offer Shares, within 2 business days of the date when the supplement is made available. The right to avoid the legal effects of the subscription does not apply to cases where the supplement is made available due to errors in the content of this Prospectus of which the Company becomes aware after the Offer Shares have been already allotted, or factors which arise or become known to the Company after the Offer Shares have been allotted,</li> <li>– the person who has subscribed for the Offer Shares prior to making available to the public the information about the final issue price of the Offer Shares or the final number of the Offer Shares, may avoid legal effects of the subscription by submitting a written statement to one of the customer service offices of the investment firm offering the Offer Shares, within 2 business days of the date when this information is provided to the public.</li> </ul> <p>Any consequences of inadequate completion of the subscription form for the Offer Shares shall be borne by the investor. A subscription which omits any item may be stated invalid. Any subscriptions made under a condition or with qualification of time periods will be stated invalid.</p>
<b>E.4.</b>	<p><b>A description of any interest that is material to the issue/offer including conflicting interests.</b></p> <p>The entities involved in the Offer include:</p> <ul style="list-style-type: none"> <li>– Wołoszański, Rożko i Partnerzy – Kancelaria Radców Prawnych with its registered office at Warsaw – being the Company's legal adviser, related to the Company with a contract for the preparation of selected parts of the Prospectus and for the provision of services in proceeding before the KNF in the Prospectus approval process. Wołoszański, Rożko i Partnerzy – Kancelaria Radców Prawnych is not the Company's shareholder. The remuneration of Wołoszański, Rożko i Partnerzy – Kancelaria Radców Prawnych is unrelated to the amount of the proceeds from Public Offer. No conflict of interest exists between the acts of Wołoszański, Rożko i Partnerzy – Kancelaria Radców Prawnych and the acts of the Company.</li> <li>– Domański Zakrzewski Palinka Spółka Komandytowa with its registered office at Warsaw – a legal firm related to the Company in the scope specified by the contract for the provision of advisory services to the Company in the process of introducing the Offer Shares to trading on a regulated market. Domański Zakrzewski Palinka Spółka Komandytowa is not the Company's shareholder. Domański Zakrzewski Palinka Spółka Komandytowa has no business interest conditional on the successful introduction of the Offer Shares to trading. No conflict of interest exists between the acts of Domański Zakrzewski Palinka Spółka Komandytowa and the acts of the Company.</li> <li>– WBS Audyt Sp. z o.o., being the statutory auditor performing audits of the Company's historical financial information. The Statutory Auditor is not the Company's shareholder. The remuneration of the Statutory Auditor is unrelated to the amount of the money acquired by the Company from the Public Offer. No conflict of interest exists between the acts of the Statutory Auditor and the acts of the Company.</li> </ul>



	<p>In addition, the entities involved in the Offer include:</p> <ul style="list-style-type: none"><li>– Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością sp.k. with its registered office at Warsaw, providing advisory services to the Company (Financial Adviser), playing the role of an organiser and coordinator of a project consisting in preparing and conducting the Offer, and preparing and conducting the process of placing the Offer Shares for trading on the WSE.</li><li>– Mercurius Dom Maklerski Sp. z o.o. with its registered office at Warsaw, playing the role of the Offeror, .</li></ul> <p>Dom Inwestycyjny Investors S.A. with its registered office at Warsaw, responsible for intermediation in proposals for the acquisition of the Offer Shares;</p> <ul style="list-style-type: none"><li>– Trigon Dom Maklerski S.A. with its registered office at Krakow, responsible for intermediation in proposals for the acquisition of the Offer Shares;</li><li>– Dom Maklerski Raiffeisen Bank Polska S.A. with its registered office at Warsaw, responsible for intermediation in proposals for the acquisition of the Offer Shares.</li></ul> <p>The above-mentioned legal persons are not the Company's shareholders. However, Mr Michał Kowalczewski, holding the function of the President of the Management Board of Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością sp.k. and the President of the Management Board of Mercurius Dom Maklerski Sp. z o.o., is at the same time member of the Supervisory Board of the Company and is holding the Company's shares which entitle him to 5.24% of votes on the General Meeting. In addition, Mr Bogusław Galewski, holding the function of the Vice-President of the Management Board of Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością sp.k. and Vice-President of the Management Board of Mercurius Dom Maklerski Sp. z o.o. is holding the Company's shares which entitle him to 5.24% of votes on the General Meeting. Consequently, Mr Michał Kowalczewski and Mr Bogusław Galewski, as the Company's shareholders, are interested that the shares offered under the Public Offer be taken up at a highest possible price, because this will affect the value of the Company's shares held by them. The remuneration of the Financial Adviser, the Offeror and the Co-offerors is partly conditional on the success of the Offer, thus both entities are interested that the Offered Shares be taken up in the highest possible number and at the highest possible price. No conflict of interest exists between the acts of the Financial Adviser, the Offeror and the Co-offerors, on the one hand, and the acts of the Company, on the other hand.</p>																					
E.5.	<p><b>Name of the person or entity offering to sell the security.</b></p> <p><b>Selling shareholders</b></p> <table><tr><th>Selling entity</th><th>Number of shares to be sold</th><th>Share series</th></tr><tr><td>OSIECKI Investments S.C.Sp.</td><td>1,494,400</td><td>Series C Shares</td></tr><tr><td>ZYDOROWICZ Investments S.C.Sp.</td><td>220,114</td><td>Series C Chares</td></tr><tr><td>MANIA Investments S.C.Sp.</td><td>216,914</td><td>Series C Shares</td></tr><tr><td>RYBA Investments S.C.Sp.</td><td>51,429</td><td>Series E Shares</td></tr><tr><td>Tomasz Gaszyński</td><td>17,143</td><td>Series E Shares</td></tr><tr><td><b>Total</b></td><td><b>2,000,000</b></td><td></td></tr></table> <p>Source: ALTUS TFI</p> <p>Sellers may cancel their Sale Offer or decide to reduce the number of the Sale Shares on or before the business day immediately preceding the starting date of subscription for the Offer Shares under the Retail Tranche.</p> <p><b>Lock-up agreements: the parties involved; and indication of the period of the lock up.</b></p> <p>As of the Prospectus Date, the Company concluded a lock-up agreement with the Company's shareholders: Bogusław Galewski, Tomasz Gaszyński, Michał Kowalczewski, Piotr Osiecki, as well as the companies MANIA Investments S.C.Sp., Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością 2 Spółka komandytowo – akcyjna, OSIECKI Investments S.C.Sp., RYBA Investments S.C.Sp. and ZYDOROWICZ Investments S.C.Sp., owning jointly 40,920,000 shares in the Company ("Shareholders") and Mercurius Dom Maklerski Spółka z ograniczoną odpowiedzialnością ("the Offerory"). In accordance with the agreement, during the period from the date of its execution, until the day falling 12 months after the Shares are quoted on the Warsaw Stock Exchange ("Grace Period"), the Shareholders:</p> <ol style="list-style-type: none"><li>1) shall not offer, transfer, establish any encumbrance, option, undertake to sell or dispose in any other manner, directly or indirectly, of the Shareholder's Shares or of financial instruments convertible into or entitling to take up or acquire Shareholder's Shares,</li><li>2) shall not conclude any agreements or perform any transactions which will or may constitute basis for transfer of other disposal, direct or indirect, of any rights under the Shareholder's Shares or whose economic outcome would be equivalent to the disposal of rights resulting from the ownership of the Shareholder's Shares (activities specified in pts. 1) and 2) are jointly referred to as "Disposal"),</li><li>3) shall not authorize anyone to hold talks regarding the possibility od Disposal of the Shareholder's Shared during the Grace Period or declare the intention to Dispose of the Shareholder's Shared during the Grace Period.</li></ol> <p>If during the Grace Period referred to above, the objective of issue of F Series Shares as specified in the Issue Prospectus consisting in the takeover of another investment fund company is not fulfilled, the Grace Period shall be extended until one of the following dates, whichever occurs first:</p> <ol style="list-style-type: none"><li>1) the objective of issue of F Series Shares consisting in the takeover of another investment fund company is or</li><li>2) the Company buys back own shares for an amount not lower than the amount of proceeds from the issue of F Series Shares in the amount and on the principles specified in the approved Prospectus.</li></ol>	Selling entity	Number of shares to be sold	Share series	OSIECKI Investments S.C.Sp.	1,494,400	Series C Shares	ZYDOROWICZ Investments S.C.Sp.	220,114	Series C Chares	MANIA Investments S.C.Sp.	216,914	Series C Shares	RYBA Investments S.C.Sp.	51,429	Series E Shares	Tomasz Gaszyński	17,143	Series E Shares	<b>Total</b>	<b>2,000,000</b>	
Selling entity	Number of shares to be sold	Share series																				
OSIECKI Investments S.C.Sp.	1,494,400	Series C Shares																				
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RYBA Investments S.C.Sp.	51,429	Series E Shares																				
Tomasz Gaszyński	17,143	Series E Shares																				
<b>Total</b>	<b>2,000,000</b>																					

**E.6. The amount and percentage of immediate dilution resulting from the offer.**

According to the Management Board's best knowledge, the shareholders of ALTUS TFI as at the Prospectus Date are the following:

**ALTUS TFI S.A. shareholder structure as at the Prospectus Date**

Shareholder	Number of shares	Number of votes on the General Meeting	% of share capital	% of votes on the General Meeting
Piotr Osiecki (directly and indirectly), including*:	27,401,360	34,901,360	62.27%	67.79%
- Piotr Osiecki directly	22,754,000	30,254,000	51.71%	58.75%
- OSIECKI Investments S.C.Sp.	1,567,360	1,567,360	3.56%	3.04%
- ALTUS TFI S.A. (own shares)**	3,080,000	3,080,000	7.00%	5.98%
ZYDOROWICZ Investments S.C.Sp.	3,582,360	3,582,360	8.14%	6.96%
MANIA Investments S.C.Sp.	3,530,280	3,530,280	8.02%	6.85%
Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością 2 S.K.A	2,970,000	2,970,000	6.75%	5.77%
Bogusław Galewski	2,700,000	2,700,000	6.14%	5.24%
Michał Kowalczewski	2,700,000	2,700,000	6.14%	5.24%
Other shareholders (less than 5% of votes on the General Meeting)	1,116,000	1,116,000	2.54%	2.17%
<b>Total</b>	<b>44,000,000</b>	<b>51,500,000</b>	<b>100.00%</b>	<b>100.00%</b>

\* Piotr Osiecki does not exercise voting rights for the shares owned indirectly through ALTUS TFI, therefore the number of votes exercised on the General Meeting is 31,821,360 (61.79% of votes)

\*\* Pursuant to Article 364 § 2 of the Polish Commercial Companies Code, the Company does not exercise voting rights under own shares,  
Source: ALTUS TFI

Under the new issue, the Company intends to issue a total of 16,380,000 Series F Shares with the waiver of pre-emption rights by the current Company's shareholders. In addition, under the Public Offer, the Selling Shareholders intend to sell a total of up to 5,473,768 Sale Shares. Following the Public Offer and assuming that:

- all Series F Shares are taken up by new shareholders,
- new shareholders acquire all shares to be sold by the Selling Shareholders,

the Company's shareholder structure will be as follows:

**ALTUS TFI S.A. shareholder structure following the issue of Series F Shares and carrying out the Sale Offer (without own shares redemption)**

Shareholder	Number of shares	Number of votes on the General Meeting	% of share capital	% of votes on the General Meeting
Piotr Osiecki (directly and indirectly), including:	22,826,960	30,326,960	37.81%	44.68%
- Piotr Osiecki directly	22,754,000	30,254,000	37.69%	44.57%
- OSIECKI Investments S.C.Sp.	72,960	72,960	0.12%	0.11%
ALTUS TFI S.A. (own shares)*	3,080,000	3,080,000	5.10%	4.54%
ZYDOROWICZ Investments S.C.Sp.	3,362,246	3,362,246	5.57%	4.95%
MANIA Investments S.C.Sp.	3,313,366	3,313,366	5.49%	4.88%
Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością 2 S.K.A.	2,970,000	2,970,000	4.92%	4.37%
Bogusław Galewski	2,700,000	2,700,000	4.47%	3.98%
Michał Kowalczewski	2,700,000	2,700,000	4.47%	3.98%
The remaining current shareholders (less than 5% of votes on the General Meeting)	1,047,428	1,047,428	1.73%	1.54%
New shareholders	18,380,000	18,380,000	30.44%	27.08%
<b>Total</b>	<b>60,380,000</b>	<b>67,880,000</b>	<b>100.00%</b>	<b>100.00%</b>

\* Pursuant to Article 364 § 2 of the Polish Commercial Companies Code, the Company does not exercise voting rights under own shares,  
Source: ALTUS TFI

After the redemption of 3,080,000 Company's own shares and assuming that the Public Offering will be performed at the maximum extent, i.e. in case of taking up 16,380,000 F-Series Shares and acquisition of 2,000,000 Sold Shares by new shareholders, shareholder structure of the Company shall be as follows:

ALTUS TFI S.A. shareholder structure following the issue of Series F Shares and carrying out the Sale Offer (following own shares redemption)					
Shareholder	Number of shares	Number of votes on the General Meeting	% of share capital	% of votes on the General Meeting	
Piotr Osiecki (directly and indirectly), including:	22,826,960	30,326,960	39.84%	46.80%	
- Piotr Osiecki directly	22,754,000	30,254,000	39.71%	46.69%	
- OSIECKI Investments S.C.Sp.	72,960	72,960	0.13%	0.11%	
ZYDOROWICZ Investments S.C.Sp.	3,362,246	3,362,246	5.87%	5.19%	
MANIA Investments S.C.Sp.	3,313,366	3,313,366	5.78%	5.11%	
Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością 2 S.K.A.	2,970,000	2,970,000	5.18%	4.58%	
Bogusław Galewski	2,700,000	2,700,000	4.71%	4.17%	
Michał Kowalczewski	2,700,000	2,700,000	4.71%	4.17%	
The remaining current shareholders (less than 5% of votes on the General Meeting)	1,047,428	1,047,428	1.83%	1.62%	
New shareholders	18,380,000	18,380,000	32.08%	28.36%	
Total	57,300,000	64,800,000	100.00%	100.00%	
Source: ALTUS TFI					
In the case of a subscription offer to existing equity holders, the amount and percentage of immediate dilution if they do not subscribe to the new offer.					
Not applicable. The offer is not addressed to the current shareholders of the Company.					
E.7.	Estimated expenses charged to the investor by the issuer or the offeror.				
Subscribing for Offer Shares involves no extra charges. The investor should, however, be aware of other costs directly involved in the subscription for Offer Shares, including, in particular, the cost of brokerage commission for the submission of order/subscription, setting up or running an investment account, as well as other potential banking costs related to payment for Offer Shares, potential costs of exchange of a foreign currency into the Polish zloty, etc. The investors are also reminded that payments for the Offer Shares bear no interest, and the investor is not eligible for any interest or damages in the event that the whole or a part of the amount paid in is returned.					



## II. RISK FACTORS

Each investors should carefully analyse the information in this part of the Prospectus. Investing in shares involves high risk specific to equity market instruments, and in particular the risks related to the issues presented below. These risk factors may adversely affect the Company's activities, its condition, and financial results. Share prices may fall due to the below-described risks and as a result of other factors. Consequently, the investors may lose some or all the money they have invested. To the current knowledge of the Management Board of our Company, the following risks may exert a major impact on the situation of ALTUS TFI S.A. The order of presentation of the risk factors below is not indicative of the probability of their occurrence or significance.

### 1. Risk factors related to the Company's environment

#### 1.1. Risks related to the macroeconomic situation

The development of the investment fund market and demand for the services provided by the Company are closely related to the macroeconomic situation and the rate of economic growth of Poland. National economic growth translates to, among other things, the propensity to invest free cash in financial instruments other than bank accounts and Treasury bonds. Economic factors affecting the financial performance of the Company include: GDP growth rate, inflation rate, interest rates, unemployment rate, growth of real wages, household savings rate. Particularly relevant are interest rates, since they directly affect demand for investment funds – the lower interest rates, the greater attractiveness of the products offered by investment funds to its clients. Deteriorated national macroeconomic situation may reduce demand for the products offered by ALTUS TFI, thus adversely affecting the Company's business, financial condition, results and development prospects.

#### 1.2. Risks related to the business cycle in capital markets

ALTUS TFI's business is strongly linked to the capital market. The situation in the capital market directly affects both the demand for units and investment certificates of the funds managed by the Company, as well as Company revenues from fees for managing these funds and the portfolios of financial instruments as part of the *Asset Management* service. Situation in capital markets fluctuates as part of business cycles with alternating long-term expansion (bull market) and contraction (bear market) phases. Deteriorated situation in capital markets results in lower attractiveness of investing in financial instruments, and at the same time adversely affects the value of the instruments forming part of the managed portfolios. Consequently, the value of the holdings managed by the Company as part of the funds/portfolios may decrease, adversely affecting the financial condition of the Company whose fund/portfolio management fees are defined as a percentage of these assets. Due to increasing global links between economies and a growing freedom of movement of capital, the situation in the domestic capital market is also affected by macroeconomic condition of other countries.

To alleviate the effects of potential contraction in stock markets, the Company offers funds diversified by investment strategy and geography. In addition, since the Company's product offer is addressed to well-off individuals, this reduces the risk of mass withdrawal of money (redemptions) from the funds managed by ALTUS TFI in the case of abrupt reversal of investment sentiments in the capital market.

#### 1.3. Risks related to changes and interpretation of law

Business legislation is an area subject to frequent changes which may have direct bearing on the Company's business. It is impossible to predict the potential direction of future change and how binding interpretation imposed top-down by relevant authorities will develop. Unfavourable changes to legislation cannot be ruled out (especially in the taxation system) which may have direct effect on the stock market.

An important additional factor is the requirement to adapt Polish legislation to EU Directives and Regulations aimed at harmonisation of Member State laws, which may significantly modify the scope of duties imposed on the Company. This risk is beyond the Company's control.

Changeability of the legal environment in which the Company operates may exert a major adverse effect on the Company's business, financial situation, as well as the results and development prospects.

#### 1.4. Risks related to the taxation policy

The Polish taxation system is characterised by high changeability manifesting itself through frequent amendments to legislation relevant to the taxation of business operators and inconsistent decisions of taxation authorities and administrative courts. There is a risk that the current taxation legislation is amended in such a way that the new regulations are less favourable to the Company or its customers, which may result in direct or indirect deterioration of the Company's financial results. Particularly high risk applies to taxation changes related to the business of investment funds

and financial services. In addition, the Company may adopt practices which may turn out to deviate from the commonly adopted interpretation.

Changeability of the taxation policy may exert major adverse effects on the Company's business, financial situation, as well as the results and development prospects.

### **1.5. Risk of being charged with using illegal contractual clauses**

This risk is related to the provisions of the Competition and Consumer Protection Act. The President of the Office of Competition and Consumer Protection (UOKiK) may impose on an entrepreneur a fine at up to 10% of the income achieved in the financial year directly preceding the year when the fine has been imposed, if this entrepreneur has used, even unintentionally, practices contravening the collective interest of consumers. A practice contravening the collective interest of consumers is taken to mean unlawful act by the entrepreneur inconsistent with this interest.

The risk of the Company being charged with the fine mentioned above involves two factors. First, the catalogue of acts being practices contravening the collective interest of consumers is open-ended, and the Act mentions such practices only as examples. This means that the UOKiK may consider some market conduct of the Company as practices contravening the collective interest of consumers despite that it is not specifically mentioned in the Act and levy a fine on the Company, even if the Company has used such practice only unintentionally. Second, this risks consists in the possibility that the contractual clauses in contract forms used by the Company are considered to be unlawful clauses. The still-developing line of court interpretation, in particular in the judgements of the Supreme Court, indicates that the list of the unlawful clauses should be treated in a broad sense, which means that not only clauses with the wording the same as the wording included in the list, but also similar clauses, should be regarded as unlawful. The decision stating that a provision is unlawful may be informed by the extent of similarity between the contractual clause used by the entrepreneur and the clause listed in the register of unlawful clauses. Even in the Company considers that the contractual clauses used in its contracts with consumers are dissimilar from the provisions entered to the list, there is a risk that the UOKiK deems a provision to be unlawful and imposes a fine on the Company on this account. To limit this risk, the Company consults the provisions of its contracts with independent law firms.

The fines imposed by the UOKiK may exert major adverse effects on the Company's business, financial situation, as well as the results and development prospects.

## **2. Risk factors related to the Company's business**

### **2.1. Risks related to competition in the services market in which the Company operates**

There are many operators in Poland conducting business activities competitive to the ALTUS TFI's business, including both fund management companies and managers of portfolios of financial instruments. Most of them have operated in the market longer than the Company, and have had larger capital at their disposal. In many cases, the shareholders of these entities include banks, brokerage houses or insurance companies with an extensive distribution network for financial products.

Competition in the investment fund market and in the financial instrument portfolio management market has been systematically intensifying and is characterised by fierce competition for clients between fund management companies, both the largest ones (such as TFI PZU S.A., Pioneer Pekao TFI S.A., PKO TFI S.A. or Aviva Investors Poland TFI S.A.), with a stable position in the financial market and strong support from the banking or insurance groups to which these companies belong, as well as smaller companies aiming at strengthening their position and new companies which have just begun operating in the market. Increased competition among the companies managing both open-end and closed-end funds may force the Company to reduce the fees charged for the management of the ALTUS funds and increase the expenditure related to the management of these funds, which may adversely affect the Company's business, financial condition, results, and development prospects.

Competition may be further increased by ever greater involvement in the Polish market of foreign funds, i.e. the ones operating in EU countries based on Community legislation, which may offer they participation titles in Poland based on that legislation. These funds usually charge lower asset management fees compared to Polish funds, which may result in the need to reduce the compensation charged by domestic funds.

ETFs (Exchange Traded Funds) may also prove to compete with the funds offered by ALTUS TFI. ETF is a specific kind of open-end investment fund whose participation titles are traded on stock exchange. Their investment strategy consists in tracking specific equity, bond, or commodity indices. The funds of this kind are attractive mainly due to lower management and administration expenses.

Intensifying competition might generate the risk for ALTUS TFI to lose its market share, which may adversely affect the Company's business, financial condition, results, and development prospects.

ALTUS TFI has no control of the activities taken by competitive operators, but it is able to maintain and strengthen its market position due to having at its disposal experienced and well qualified personnel, as well as the high quality of its products and services.

## 2.2. Risks related to distribution channels

ALTUS TFI does not have its own extensive sales network. The financial products offered by the Company are distributed directly by the Company or through other entities, such as banks, brokerage houses or financial intermediaries (Distributors). In addition, the units of the sub-funds comprising the ALTUS FIO Parasolowy umbrella fund are included in insurance products offered by life insurance companies (Insurance Companies). With these products, offered directly by Insurance Companies or through their agents, some part of the insurance premium is invested in ALTUS sub-funds.

Based on its contracts, ALTUS TFI actively collaborates and intends to continue collaboration with ever greater number of Distributors and Insurance Companies. However, there is a risk that the negotiated contracts are not entered into or that the already concluded contracts are terminated. This may make it more difficult for the Company to maintain its planned sales levels, and to induce the flow of money from ALTUS funds to other funds offered by the given distributor, which may adversely affect the value of the assets under the Company's management, and hence the Company's business, financial condition, results, and development prospects.

This risk is minimised by ALTUS TFI by building long-term and partner-like relationships with distributors, which ensures the stability of operation of the distribution channels.

## 2.3. Risk of loss of key human resources

To conduct its operating activities, ALTUS TFI has engaged experts with the expertise and experience in the management and operation of investment funds. The potential loss of key personnel may disturb the Company's operations, which may adversely affect the financial results achieved by the Company. This risk is also relevant to the loss of Members of the Management Board due to the fact that Members of the Management Board have to meet the requirements defined in the Act on Investment Funds in terms of experience and professional skills. In addition, operating in the legal form of a fund management company requires the Company, by operation of law, to employ individuals holding the license of investment adviser (currently, the Company has to employ at least two investment advisers to conduct the activities related to the management of investment funds and portfolios of financial instruments). The loss of employees holding such licence would result in the need to pay the costs related to the employment of workers with specific qualifications, and unavailability of such individuals could restrict the activities of the Company.

As at the Prospectus Date, ALTUS TFI has employed three individuals holding the license of investment adviser. Some fund management personnel, who are at the same time Members of the Management Board, have held packages of the Company's shares, which provides a strong incentive and strengthens the relationship between them and the Company.

## 2.4. Risk of the Company's failure to meet the assumed strategic goals

One of the key goals under the ALTUS TFI development strategy is to increase the value of assets under management and to increase the Company's share of the investment fund market. The Company intends to meet the assumed strategic goals through, among other things, achieving good and stable investment results, expanding the distribution network, increasing revenues through launching new funds/sub-funds, and assuming the management of investment-fund assets from other fund management companies.

There is a risk that the measures undertaken by the Company in order to implement the adopted development strategy prove to be inaccurate, which may adversely affect the Company's business, financial condition, results, and development prospects.

## 2.5. Risk of losing the confidence of investors

Deteriorated investment results by the funds/sub-funds set up by the Company or the managed portfolios of financial instruments, resulting from inaccurate investment decisions or prolonged periods of contraction in financial markets, may contribute to the loss of investors' confidence, manifesting itself as difficulty attracting new customers or withdrawal of holdings by the current customers. The loss of investors' confidence may adversely affect the Company's business, financial condition, as well as the results and development prospects.

## 2.6. Risks related to new funds being added to the range of offered products

In order to further expand its business, ALTUS TFI intends to establish new sub-funds/funds. Adding new products exposes the Company to a number of risk factors. It may turn out that the new sub-funds/funds offered by the Company fail to gain recognition among the investors or fail to fully meet their expectations. As a result, the Company's financial performance related to new products may be unsatisfactory or even record a loss. There is a risk that, in such event, these sub-funds/funds have to be liquidated, which may adversely affect the Company's business, financial condition, results, and development prospects.

## **2.7. Risks related to the assumption of management of the existing investment funds**

The Management Board of the Company does not rule out the assumption of management of investment funds from other investment fund companies or the takeover of another investment fund company already present on the market. The assumption of management of the existing investment funds belonging to another company or through the acquisition of another fund management company may lead to a situation in which the current participants of the funds acquired decide to withdraw their holdings, which, in turn, will result in a lower-than-expected income from assumption/acquisition. In order to limit such risk, the Company, prior to taking over the fund, carefully prepares the process of change of the manager to reduce potential unfavourable effects, including lower income from the fund.

The reverse situation, in which the funds under the Company's management are entrusted to the management of another company, cannot be ruled out. The assumption of management of the existing investment funds may reduce the confidence in the Company and induce the current investors to withdraw their other holdings, if they participate in more than one fund.

This may adversely affect the Company's business, financial condition, results, and development prospects.

## **2.8. Risks involved in investing in non-public financial instruments**

ALTUS funds pursue their investment policies by investing their holdings in diverse financial instruments. One possible class of investments of ALTUS funds/sub-funds are non-public financial instruments issued by corporations. There is a risk that, if a larger amount of such instruments have to be sold immediately, their prices may significantly depart from the pricing achievable on an active stock market, due to the absence of an organised trading in these instruments. The proceeds from sale of non-public financial instruments may be lower than for listed financial instruments. This may result in poorer investment results of ALTUS funds/sub-funds, which may adversely affect the Company's business, financial condition, results, and development prospects.

## **2.9. Currency risks**

ALTUS TFI has focused its business activity in the territory of Poland, and does not sell its products abroad. Nevertheless, the Company offers sub-funds/funds whose investment policies are based on the assumption of investing their assets in foreign markets (e.g. sub-funds ALTUS ASZ FIZ Rynków Zagranicznych, ALTUS ASZ FIZ Nowa Europa+). Other sub-funds/funds may invest some of their assets in foreign markets as well. The purchase and sale of foreign financial instruments are settled in a foreign currency (mainly in EUR or USD). High volatility of currency exchange rates may result in significant variability of the investment results of the ALTUS funds/sub-funds, which may adversely affect the Company's business, financial condition, results, and development prospects.

## **2.10. Risks related to compensation for damages**

In the course of its business, ALTUS TFI concludes many civil-legal contracts which carry the risk of an obligation to repair damage in the event of non-performance or inadequate performance of contract, or the risk of occurrence of an event which may adversely affect the Company's potential to perform the contract.

Such event could bring about the duty to pay damages, which could adversely affect the Company's financial condition.

In addition to contractual liability, the Company has also assumed major liability versus the participants of the funds under its management, for a loss or damage suffered as a result of non-performance or inadequate performance of duties. This kind of liability is sanctioned by the provisions of the Investment Fund Act, and is not lifted by charging another entity with conducting the activities related to the Company's business.

The duty to pay damages may have a significant adverse effect on the Company's business, financial condition, as well as the results and development prospects.

## **2.11. Risk of a conflict of interests within administrative, management and supervisory bodies of the Company**

As at the Prospectus Approval Date, no conflict of interest has been identified, which does not mean that the Company is able to ensure that such conflict will not arise in the future. The Company may not rule out the risk related to the conflict between the interests of the individuals forming the Company's bodies and the interests of the Company. It should be noted that this is particularly relevant to family relationships between some members of the Company's bodies. Due to the existence of family relationships between some members of the Company's bodies, a potential conflict between the interests of these individuals and the interests of the Company cannot be ruled out. A potential conflict of interest may, first and foremost, adversely affect the ability of the Management Board, the Supervisory Board, or the General Meeting to make decisions essential for the Company's operations.

This may result in major adverse effects on the Company's business, financial condition, results, and development prospects.

## **2.12. Risk of failure to meet the regulatory requirements for capital**

Under Article 50 of the Investment Fund Act, the Company is due to hold an adequate level of capital. The Company is required to immediately notifying the Authority of decreasing the amount of equity below to level defined by the regulations issued pursuant to the Act on Investment Funds. The Authority may cancel the Company's licence to conduct its business, if the Company fails to replenish its equity to the required level within three months.

Non-compliance with regulatory requirements may exert major adverse effects on the Company's business, financial situation, as well as the results and development prospects.

## **2.13. Risk of insufficient effectiveness of risk management and internal control procedures**

Under Article 48(2b)(3) of the Act on Investment Funds, the Company is required to operate, as part of its internal control system, a system to supervise its regulatory compliance, a risk management system, and an internal audit system. The detailed rules for internal control are laid down by Regulation of the Minister of Finance of 30 April 2013 on the ways, procedures and requirements for conducting activities by fund management companies (Journal of Laws Dz.U. 2013, item 538). The Company is required to implement and operate a risk management system adapted to the nature, scope and complexity level of the activities carried out by the Company and the funds it manages. The risk management unit established at the Company should operate in such a way as to ensure its reporting and functional independence from other operational units of the Company, responsible for the funds' investment decisions. Independence also refers to the separation of operational and control functions (including internal audit and the supervision system) from the risk management activities.

One cannot rule out a situation where the adopted risk management policy proves to be ineffective or fails to fully meet all the requirements, and the risk management duties at the Company are not performed properly. Such situation may be informed primarily by inconsistent interpretations of the above-mentioned Regulation due to the fact that it has been adopted relatively recently.

This may result in major adverse effects on the Company's business, financial condition, results, and development prospects.

## **2.14. Risks related to the operation of IT and communications systems**

The stability of its IT and communications systems has had an a major impact on ALTUS TFI's current performance. In particular, the Company processes, in electronic form, the data of the managed fund assets and financial instrument portfolios, as well as the data of the risk management system.

Despite that the Company uses software that meets security requirements, unforeseen problems disrupting the processing of digitised data cannot be ruled out. Potential unreliability of the systems and tools used by the Company has an effect on the performance of a significant number of current activities and on the convenient storage of necessary information.

In order to minimise the potential risk of inaccessibility of its data, ALTUS TFI has worked with professional third parties providing services in the above-mentioned scope, which strengthens the functionality of internal procedures.

## **2.15. Risk of the lack of guarantee of dividend payment**

The Company intends to introduce a dividend policy to implement recommendations of the Management Board concerning the amount of profit assigned for distribution to shareholders. However, it is impossible to guarantee the payout of future dividends, and in particular, to specify in advance the amount of future dividends.

The level of payouts is each time contingent on many factors, including on the adoption of the relevant resolution by the General Meeting, the reporting of profit, recommendations of the Authority concerning the dividend policies of fund management companies, and consideration of other requirements included in the Company's dividend policy as described in Section 20.7., Chapter III of this Prospectus. Such factors have major impact on the possibility for the Company to pay out future dividends to its shareholders. In addition, it may turn out that the plan adopted by the Management Board recommending to the Company's General Meeting to distribute dividend in a defined percentage bracket is later modified, in particular in order to adapt to future financial situation or potential recommendations of regulatory authorities.

## **2.16. Risks involved in related party transactions**

The Company has entered into related party transactions. The Management Board is of the view that these transactions have been entered into on the arm's length basis. However, it cannot be ruled out that already concluded transactions or transactions that will be entered into in the future, may be held to depart from the arm's-length principle, which may result in the effectiveness of the Company's business activities being not fully reflected, and expose the Company to taxation risks related to the application of taxation regulations on transfer pricing.



The above-mentioned circumstances may result in major adverse effects on the Company's business, financial condition, results, and development prospects.

### 2.17. Risks related to intellectual property rights

The Company's business involves the use of intellectual property rights owned or licensed by third parties. The Company has taken measures aimed at ensuring that the relevant provisions on intellectual property rights are complied with, in order to acquire, establish and protect these rights. However, the Company is unable to guarantee that all the intellectual property rights it uses have been effectively acquired or that they will not be challenged, cancelled or violated, or that it will be able to effectively protect these rights, or that it will successfully extend the duration of the license to use these rights.

In addition, there is no certainty that even the best safeguards and measures taken to protect these rights will prevent violations of the rights held by the Company.

Despite that the Company has taken measures aimed at: (i) ensuring permissions from third parties required for the acquisition of intellectual property rights related to the Company's operations, and (ii) due performance of the intellectual property rights attaching to these third parties, the Company may be exposed to claims from third parties, which – when adjudged to the Company's disadvantage – could have a major unfavourable effect on the Company's business, results, financial condition, and development prospects.

### 2.18. Risks related to the potential non-compliance with the money-laundering procedures applicable at the Company

Money laundering is a practice involving all kinds of operations aimed at introducing to lawful financial transactions assets originating from illegal or undisclosed sources.

The Company has introduced the legally required procedures to prevent this practice. However, it cannot be ruled out that some unlawful transactions are not prevented on time due to non-compliance with the above-mentioned procedures by the Company's employees or due to constantly evolving methods to legalise "dirty money". In such event, the Company and the individuals responsible in its organisation for preventing this practice are exposed to legal sanctions, and to the risk to reputation expected from a financial institution, which may bring about adverse consequences to the Company's development prospects, results, and financial condition.

### 2.19. Risks related to potential non-compliance of the issuer with the requirements imposed by the Act on Investment Funds

The Company has operated based on the provisions of the Act on Investment Funds. Failure to perform the duties or violation of statutory prohibitions may result in sanctions defined by the mentioned Act. The authority supervising the Company is the Polish Financial Supervision Authority, which, as the regulator, is responsible for authorising the Company to conduct its business and is entitled to imposing administrative penalties on the regulated entities in accordance with generally applicable laws and regulations.

Article 228(1) of the Act on Investment Funds define the administrative sanctions the Authority may impose on a fund management company in the event of failure to meet its statutory duties. The situations, to which these sanctions apply, include the following: violation of legal provisions, failure to perform a duty defined in the licence, transgressing the scope of licence, infringement on the interest of members of an investment fund or members of the collective portfolio of securities. The KNF may decide to:

1. either cancel the operation licence previously granted to the Company, or
2. charge a fee in money up to PLN 500,000.00, or
3. apply both sanctions referred to in points 1 and 2.

Under Article 228(2) of the Act on Investment Funds, the Authority may also impose the above-mentioned sanctions on the Company if it finds that the investment fund has violated the provisions governing the activity of investment funds, the provisions of the Capital Market Supervision Act, the Act on Public Offering, or the Act on Trading in Financial Instruments, has failed to comply with the provisions of its Statutes or the requirements defined in the licence, or has failed to act according to the provisions of the prospectus, and also when the fund's Statutes or the Prospectus contain provisions inconsistent with the statute or inadequately protecting the interest of fund members. Under Article 228(3) of the Act on Investment Funds, if the fund management company violates legal provisions, fails to meet the requirements defined either in the licence to manage portfolios comprising one or more financial instruments, or in the licence to provide investment advisory services, transgresses the scope of the licence, fails to comply with the principles of fair trading or compromises the interest of the client, the Authority may decide to:

1. either cancel the licence to manage portfolios comprising one or more financial instruments, or the licence to provide investment advisory services, or
2. charge a fee in money up to PLN 500,000.00, or
3. apply both sanctions referred to in points 1 and 2.

Specific provisions concerning the potential to impose administrative sanctions on the Company are contained in the Act on Public Offering. This risk is related to the activities based on which securities are offered to the public.

The fines imposed on the Company by regulators may exert major adverse effects on the Company's business, financial situation, as well as the results and development prospects.

## **2.20. Risks related to a court action demanding to repeal the Issue Resolution or the resolution to amend the Statutes adopted in connection with the Issue Resolution**

Under Article 422 of the Polish Code of Commercial Companies and Partnerships, a resolution of the general meeting which is inconsistent with the Statutes or good practice or prejudicial to the company's interests, or intended to wrong a shareholder may be appealed against by an action for revoking the resolution brought against the company. In addition, under Article 425 of the Polish Code of Commercial Companies and Partnerships, it is possible to appeal against a resolution of a general meeting by bringing action against the company, seeking to pronounce such resolution invalid. As at the Prospectus Date, the Company has been unaware of any action being brought in connection with the Issue Resolution or a resolution to amend the Statutes taken in connection with the Issue Resolution, but the time limit to bring an action has not expired by the Prospectus Date. Despite that all legally required measures to ensure the compliance of the Issue Resolution with legal provisions, good practice and the Company's interest have been put in place, the Company is unable to guarantee that such action will not be brought in the future.

## **2.21. Risks related to the purposes of the issue of Series F Shares**

One of the priorities of the development strategy pursued by the Company has been to speed-up business expansion through acquisitions of other fund management companies. Due to complicated nature of the acquisitions of other parties, no specific investment goals have been defined in detail, and no binding obligations have been assumed as at the Prospectus Date. In this connection, detailed goals for the issue of Series F Shares or the amounts necessary for the financing of the planned acquisition of another fund management company/companies have not been defined. If the issue of Series F Shares achieves less than the anticipated amount, the Company will finance the missing amount from the financial surplus worked out throughout the subsequent years. However, if the Company is unable to carry out the intended acquisition activities by the end of 2015, the purpose of the issue of Series F Shares will not be achieved. This may result in the Company achieving its anticipated revenues and financial results slower than expected.

# **3. Risk factors related to the capital market**

## **3.1. Risk of the Offer not coming into effect**

The issue of Series F Shares fails if:

- no subscription for at least one Series F Share is submitted and duly paid up by the Offer closing date, or
- the Management Board fails to file to the Court an application for registering the issue of Series F Shares within 12 months of the date when the KNF has approved this Prospectus and no later than one month following the Series F Shares allotment date; or
- the decision of the Registration Court refusing to register an increase in the capital of the Company as a result of the issue of Series F Shares becomes final and binding.

The Sale Offer will fail, if not all Series F Shares are subscribed for.

In the above-mentioned cases, this may result in money being frozen for some time or in a loss of potential profit by investors, because the paid amounts will be returned to the subscribers without any interest or damages.

## **3.2. Risk related to the potential withdrawal from or suspension of the Offer**

Until the starting date of subscriptions for the Offer Shares, the Company may withdraw from or suspend the Public Offer for any or no reason.

The Company may also decide to withdraw from or suspend the Public Offer prior to the commencement of subscriptions for the Offer Shares when the outcome of the book-building process proves to be unsatisfactory, i.e. in particular, it will not ensure funds in the adequate amount.

The Company or the Seller may also withdraw from conducting the Offer after the start of acceptance of subscriptions for the Offer Shares, but no later than on the date of allotment of these shares. In such case, the Offer may be withdrawn only for important reasons, which include:

- sudden and unanticipated changes to the financial or political situation of the country, world or the Company, which may exert major adverse effects on financial markets, national economy or continued operations of the Company, including on the assurances provided by it,
- sudden and unanticipated events with direct bearing on the Company's operating activities,



- other unanticipated reasons rendering the conduct of the Offer or the allotment of the Offer Shares impossible or harmful to the interest of the Company or the investors.

If the Company decides to withdraw the Public Offer, this will also mean the withdrawal of the Sale Offer by all Sellers. If the Company decides to suspend the Public Offer, this will also mean the suspension of the Sale Offer by all Sellers.

If the Sellers withdraw their Sale Offer, this does not mean that the Company has withdrawn its offer for Series F Shares.

Decisions of individual Sellers to withdraw the Sale Offer are independent from each other.

If the Offer is withdrawn after the commencement of acceptance of subscriptions for the Offer Shares, all the subscriptions will be cancelled, and all payments will be returned to the investors with no interest or damages, within 7 days of the Offer withdrawal notification date.

Withdrawal of the Offer does not mean withdrawal of intention to apply for the Shares being admitted to trading on a regulated market.

In suspending the Offer, the Management Board is not obligated to provide new dates for its conduct. If the Offer is suspended after the commencement of acceptance of subscriptions, all the subscriptions will remain effective, and the persons who have subscribed will be available to avoid the effects of the declaration of will they submitted, within two business days from the date on which the supplement to this Prospectus has been made available by procedure of Article 51a of the Offering Act.

The persons who submit effective statements of avoidance of the effects of their subscriptions will be returned the amounts paid in within seven days from making such statement, without any interest on damages.

### **3.3. Risks related to the potential violation of legislation due to promotional action**

The Act on Public Offering allows for promotional actions by the issuers of securities offered to the public and lays down the rules to be met in connection with the promotional action carried out by the issuer. The Issuer may conduct promotional action within the meaning of and in the form specified in Article 2(9) and Article 34 of the Prospectus Regulation, **including through the agency of other persons or entities**. In this connection, there is a risk that the Company violates legal provisions regarding the admissibility and the scope of the promotional action carried out by it.

Under Article 53(3) of the Act on Public Offering, if a promotional action is carried out, all promotional materials have to clearly state:

- 1) that these materials have promotional or advertising nature only;
- 2) that a prospectus has been or will be published, unless statute does not require to make such document available to the public;
- 3) the place in which the prospectus is or will be available, unless statute does not require to make such document available to the public.

Under Article 53(4) of the Act on Public Offering, information provided as part of promotional actions should be consistent with the publicly-available information inserted to the prospectus or information which should be inserted to the prospectus under legal provisions, where the prospectus has not been made available to the public yet, and the information may also not mislead the investors as to the situation of the issuer or the assessment of the securities.

Under Article 53(12) of the Act on Public Offering, if the KNF finds that the duties under Article 53(3) to (7) or (9) have been violated, it may:

- 1) order to withhold the start of the promotional action or to stop it for a period no longer than 10 business days, in order to remove the irregularities identified, or;
- 2) prohibit the promotional action, in particular when the issuer or the Seller evades the removal of the irregularities identified by the Authority by the time limit specified in section 1, or if the content of the promotional or advertising material violates legal provisions, or;
- 3) publish, at the cost of the issuer or seller, a notice about promotional action being conducted in violation of the law, with the specification of the laws and regulations being violated.

### **3.4. Risk related to non-compliance with the legally required form or content of a supplement to the Prospectus**

Under Article 51(1) of the Act on Public Offering, the issuer and the seller are required to provide to the KNF, immediately, but no later than two business days after the occurrence or after learning about the occurrence, as a supplement to the prospectus, accompanied by application to approve the same, information about major errors and inaccuracies in the content of the prospectus or significant factors which may affect the evaluation of the security, which have occurred between the day of approval of the prospectus or of which the issuer or the seller have learned after the approval of the prospectus until the end date of validity of the prospectus.

If a supplement is drawn up to this Prospectus, the risk that the supplement will fail to meet statutory requirements cannot be ruled out.

The Authority may refuse to approve the supplement where it does not meet, in terms of its form or content, the requirements defined in legal provisions. In refusing to approve the supplement, the KNF shall apply relevant measures mentioned in Article 16 or 17 of the Act on Public Offering, namely:

- 1) order to withhold the start of the public offer, subscription or sale, or to stop it for a period no longer than 10 business days, or
- 2) prohibition to commence the public offer, subscription or sale, or to discontinue the same, or
- 3) publishing, at the cost of the issuer or the seller, information about unlawful activity in connection with the public offer, subscription or sale,
- 4) order to withhold applying for the admission or introduction of securities to trading on a regulated market, for a period no longer than 10 business days;
- 5) prohibition of applying for the admission or introduction of securities to trading on a regulated market;
- 6) publication, at the cost of the issuer, of information about unlawful action related to the application for the admission or introduction of securities to trading on a regulated market.

If the Authority refuses to approve the supplement, it will have no consequences for investors.

### 3.5. Risk of insufficient dispersion of the shares to be traded on a regulated market

The Company intends to introduce all the Introduced Shares and Rights to Series F Shares to trading on the official stock-exchange listing market operated by the WSE, on the main market.

One requirement to be met by shares to be admitted to trading on the official stock-exchange listing market is the dispersion of shares to ensure the liquidity of trading. According to the Market and Issuers Ordinance, the dispersion of shares ensures the liquidity of trading if shareholders each of whom holds no more than 5% of the overall number of votes on the general meeting, hold together: (i) at least 25% of the shares of the company covered by the application for being admitted to trading on the official listing market or (ii) at least 500,000 shares of the company with a combined value of, according to the latest issue price or share sale price, the Polish zloty equivalent of at least EUR 17,000,000.

As at the Prospectus Date (i.e. without the issue of Series F Shares), the Company has met the requirements for being admitted to trading on the main market with regard to the required capitalisation. Under the WSE Rules, the minimum capitalisation is PLN 60,000,000. The Management Board is of the view that after Series F Shares are issued and at least 2,500,000 of Series F Shares are taken up by investors, each of them holding shares authorising them to exercising less than 5% of the votes on the General Meeting, Series B Shares, Series C Shares, Series D Shares, Series E Shares, Series F Shares and Rights to Series F Shares will also meet the requirement of dispersion of shares required for being admitted to trading on the main market. Should the requirements for being admitted to trading on the primary market be not met, the Company will apply for the admission of Series B Shares, Series C Shares, Series D Shares, Series E Shares, Series F Shares and the Rights to Series F Shares to trading in the WSE parallel market. Should the issue of Series F Shares fail, the Company will apply for the Introduced Shares to be admitted to trading in the WSE parallel market.

Under Article 7 of the Act on Public Offering, the admission of securities to trading on a regulated market requires that the prospectus is made available to the public, unless there are exceptions to this duty.

§ 3(1) of the Stock Exchange Rules state that financial instruments may be admitted to trading, provided that:

- 1) an appropriate information document has been prepared and approved by the relevant supervision authority, or an appropriate information document has been prepared that has been recognised to be equivalent in the understanding of Act on Public Offering by the relevant supervision authority, unless such information document is not required to be prepared, approved or certified to be equivalent;
- 2) their transferability is not restricted;
- 3) no bankruptcy or liquidation proceeding is pending with respect to their issuer.

Under § 3(2) of the Stock Exchange Rules, the shares or rights to shares for which admission application has been filed, should additionally meet the following requirements:

- 1) the product of all the issuer's shares and the forecast market price of such shares or rights to shares, and if determination of such price is not possible – the issuer's equity, is at least PLN 60,000,000 or the PLN equivalent of at least EUR 15,000,000,
- 2) shareholders, each of which may exercise less than 5% of votes at the issuer's general meeting, hold at least:
  - a) 15% of shares or rights to shares referred to in the application for admission to exchange trading, and
  - b) 100,000 shares or rights to shares referred to in the application for admission to exchange trading with a value equal to at least to PLN 4,000,000 or the PLN equivalent of at least EUR 1,000,000, calculated based on the last sale or issue price.

By § 10 of the Stock Exchange Rules, when considering the application for the admission of financial instruments to exchange trading, the Exchange Management Board shall take into consideration:

- 1) the issuer's current and projected financial condition, in particular the profitability, liquidity and creditworthiness, as well as other factors influencing the issuer's financial results,
- 2) the growth prospects of the issuer, in particular a feasibility study of its investment plans with an account of the sources of financing,
- 3) the experience and competence of members of the issuer's management and supervisory bodies,
- 4) the terms and conditions upon which the financial instruments have been issued and their compliance with the rules referred to in § 35 of the Stock Exchange Rules,
- 5) the security of exchange trading and interests of trading participants.

The Company may not rule out the risk that, after this Prospectus is approved, the criteria for being admitted to trading on a regulated market are not met, and, consequently, that Shares or Rights to Shares of the Company are not admitted and not introduced to trading on the WSE regulated market.

### **3.6. Risks related to failure to perform or inadequate performance of the duties of a public company or any statutory requirements related to the prospectus**

#### *Violation of the Act on Public Offering*

Article 96(1) of the Act on Public Offering provides a catalogue of violations which are sanctioned by the Authority with a decision to either exclude, for a definite or indefinite period, of securities from trading on a regulated market or to impose a fine of up to PLN 1,000,000 while taking into account the specific financial situation of the entity on which the penalty is imposed, or to apply both sanctions at the same time.

The above-mentioned sanction may be imposed where the issuer or the seller, or the entity applying for the admission of financial instruments other than securities to trading on a regulated market:

- 1) fails to perform or inadequately performs the duties mentioned in Article 20, the first sentence of Article 45(1) and in Article 45(2) and (3), Article 46, Article 47(1), (3) and (5), Article 48, Article 50, second sentence of Article 51a(3) and in Article 51a(4), Article 52, Article 54(2) and (3), Article 56, 56a, 56c, Article 57, Article 58(1), Article 62(2), Article 63(1), Article 66 and Article 70,
- 3) fails to perform or inadequately performs the duties mentioned in Article 22(4) and (7), Article 26(5) and (7), Article 27, Article 29–31 and Article 33 of the Prospectus Regulation,
- 4) makes the prospectus available in print in contravention of Article 47(2),
- 5) in defiance of the duty referred to in Article 51(1), fails to provide a supplement to the prospectus by the set time limit,
- 6) in defiance of the duty referred to in Article 51(5), fails to make available to the public a supplement to the prospectus by the set time limit.

Notwithstanding the above, as indicated in Article 96(3) of the Act on Public Offering, if decision is made stating that the duty mentioned in Article 96(1) of the Act on Public Offering has been breached, the Authority may additionally obligate the issuer to immediately publish the required information in two newspapers with Polish-wide circulation or provide it to the public in a different way, or change the information in the scope and time limit defined in the decision.

In addition, where the issuer, the seller, or the entity applying for the admission of financial instruments other than securities to trading on a regulated market fail to perform or inadequately perform the duties referred to in Article 10(5) of the Act on Public Offering, the Authority may impose a fine at up to PLN 100,000.

#### *Violation of the Act on Trading in Financial Instruments*

Also the Act on Trading in Financial Instruments imposes sanctions for a breach of duty required by statute, related to the issuance of securities.

Under Article 176 of the Act on Trading in Financial Instruments, where the issuer fails to perform or inadequately performs the duties referred to in Article 157, 158 or 160 thereof, including, in particular, the duties imposed by regulations issued pursuant to Article 160(5), the Authority may:

- 1) either issue a decision to exclude the securities from trading on a regulated market, or
- 2) impose a fine of up to PLN 1,000,000, or
- 3) issue a decision to exclude the securities from trading on a regulated market, for a definite or indefinite period, and at the same time impose the fine specified in point 2.

In addition, where the issuer or seller fail to perform or inadequately perform the duties under Article 5 of the Act on Trading in Financial Instruments, the Authority may impose a fine at up to PLN 1,000,000, which is provided under Article 176a of that Act.

### **3.7. Risks related to non-compliance with the legal provisions in connection with application for securities being admitted to trading on a regulated market, subscription or sale of securities**

Under Article 17(1) of the Act on Public Offering, if violation of law has occurred or is suspected to have occurred in connection with applying for the admission or introduction of securities to trading on a regulated market in the territory of

the Republic of Poland by the issuer or the entities acting on behalf or at assignment from the issuer, or if there is a probable cause for such violation, the Authority, subject to Article 19 of the Act on Public Offering, may:

- 1) order to withhold applying for the admission or introduction of securities to trading on a regulated market, for a period no longer than 10 business days;
- 2) prohibit applying for the admission or introduction of securities to trading on a regulated market;
- 3) publish, at the cost of the issuer, information about unlawful action related to the application for the admission or introduction of securities to trading on a regulated market.

In connection with such application for the admission or introduction of securities to trading on a regulated market, the Authority may apply the measure provided in Article 17(1)(2) and (3) of the Act on Public Offering on a multiple basis.

Under Article 18 of the Act on Public Offering, the Authority may apply the measures referred to in Article 16 or Article 17 of the Act on Public Offering, also where:

- 1) the public offer, subscription or sale of securities, performed based on such offer, or the admission or introduction thereof to trading on a regulated market would significantly prejudice the interest of investors;
- 2) there are legal reasons which may lead to the issuer ceasing to exist as a legal entity;
- 3) the issuer has conducted its activities with gross violation of law, such violation potentially having a significant effect on the assessment of the issuer's securities or leading to the issuer ceasing to exist as a legal entity or becoming bankrupt, or
- 4) the legal status of the securities is inconsistent with legal provisions, and, in the light of these provisions, there is a risk that these securities may be stated non-existent or having a legal fault with a significant effect on the assessment thereof.

The Company cannot rule out the risk related to potential non-compliance with legal provisions in connection with application for securities being admitted to trading on a regulated market.

### **3.8. Risk related to delay in the introduction of Sold Shares to trading on a regulated market**

The Management Board of the Company intends to apply for the introduction of Sold Shares to trading on a regulated market after the issue of F Series Shares is registered by the Registry Court. With regard to the above, the investors who are assigned Sold Shares must take into consideration the fact that the Sold Shares will not be quoted until the moment of introduction of Sold Shares to stock market trading (which shall occur on the day of introduction of F Series Shares to stock market trading ).

### **3.9. Risk of withholding the start of listing of the Shares and Rights to Shares on a regulated market**

Under Article 20(1) of the Act on Trading in Financial Instruments, if justified by the security of trading on a regulated market or a threat to investors' interests, the company operating the regulated market shall, at the request of the Authority, withhold the admission to trading on that market or delay the listing of the securities or other financial instruments indicated by the Authority for up to ten days.

The request referred to above shall be accompanied by detailed justification.

Under Article 20(5) of the Act on Trading in Financial Instruments, the company operating a regulated market shall immediately make available to the public, through the information agency referred to in Article 58(1) of the Act on Public Offering, information about withholding, suspending or excluding from trading specific securities or financial instruments other than securities. The provisions of Article 19 of the Act on Public Offering shall apply accordingly.

The Company may not rule out the risk of withholding the start of the listing of the Shares and Rights to Shares on a regulated market.

### **3.10. Risk of suspension of listing of the Shares and Rights to Shares on a regulated market**

Under § 30(1) of the Stock Exchange Rules, the Exchange Management Board may suspend trading in financial instruments for a period of up to three months:

- 1) if so requested by the issuer;
- 2) if it considers it necessary to protect the interests and safety of trading participants;
- 3) if the issuer is in breach of the regulations governing the Exchange.

Under Article 20(2) of the Trading in Financial Instruments Act, where the trading in specific securities or other financial instruments is carried out in circumstances indicative of a possible threat to the proper operation of a regulated market or to the security of trading on such a market, or a possible prejudice to investors' interests, the company operating the regulated market shall, at the request of the Commission, suspend trading in such securities or instruments for up to one month.

Under Article 20(4a) of the Act on Trading in Financial Instruments, the company operating a regulated market may, upon request of the issuer, suspend trading in specific securities or derivatives attached to such securities in order to provide investors with open and equal access to information.

The Company may not rule out a situation resulting in the suspension of the listing of the Shares and Rights to Shares on a regulated market.

### 3.11. Risk involved in the listing and acquisition of Rights to Shares

Applying for the admission to trading on a regulated market of rights to shares involves the risk of these rights being not admitted to trading by the Exchange Management Board. The admission of the rights to shares to exchange trading requires detailed arrangements between the Company, KDPW and WSE. If rights to shares are not admitted to exchange trading, the investors must be aware that the allotted rights to shares may not be disposed of prior to the first listing of Series F Shares on a regulated market.

Where the issuance of the Offer Shares is unsuccessful or where the decision of the Registration Court refusing to enter the increase in the Company's share capital to the Register of Entrepreneurs becomes final and binding, the investors holding the rights to shares may be eligible for being returned the money in the amount being the product of the number of the rights to shares recorded on his account and the Offer Shares issue price.

The investors purchasing rights to shares in the secondary market on the Stock Exchange should be aware that this may bring a loss to them where the price they pay in the secondary market for their rights exceeds the Offer Shares issue price.

### 3.12. Risk of the Company's shares being excluded from trading on a regulated market

By § 31(1) of the Stock Exchange Rules, the Exchange Management Board shall exclude a financial instrument from exchange trading:

- 1) if its transferability has become limited;
- 2) upon request of the Authority made in accordance with the Act on Trading in Financial Instruments,
- 3) if they are no longer dematerialised,
- 4) if they are excluded from trading in the regulated market by a relevant supervision authority.

Under Article 20(3) of the Act on Trading in Financial Instruments, the company operating a regulated market shall, at the request of the Authority, exclude from trading the securities or other financial instruments indicated by the Authority, if trading in such securities or other financial instruments may materially impair the proper operation of the regulated market or the security of trading on such a market, or prejudices investors' interests.

Under Article 20(4b) of the Act on Trading in Financial Instruments, the company operating a regulated market may decide to suspend or exclude securities or financial instruments other than securities from trading if such instruments no longer meet the requirements applicable on the market, provided that this does not materially prejudice investors' interest or threaten the proper operation of the market. The company operating the regulated market shall immediately inform the Commission of its decision to suspend or exclude financial instruments from trading.

Under § 31(2) of the Stock Exchange Rules, the Exchange Management Board may exclude financial instruments from exchange trading:

- 1) if they no longer meet the requirements for admission to exchange trading on a given market other than those specified in sub-paragraph 1(1) of the Stock Exchange Rules,
- 2) if the issuer is persistently in breach of the regulations governing the exchange,
- 3) if so requested by the issuer,
- 4) if the issuer's bankruptcy is declared or the petition in bankruptcy is dismissed by the court because the issuer's assets are insufficient to cover the costs of the proceedings,
- 5) if it considers it necessary to protect the interests and safety of trading participants,
- 6) following a decision on a merger, split or transformation of the issuer,
- 7) if within the last three months no exchange transactions have been effected with respect to the financial instrument,
- 8) if the issuer starts a business that is illegal under applicable laws,
- 9) if the issuer is placed in liquidation.

As at the Prospectus Approval Date, there are no reasons to suspect that the above-mentioned events will occur in relation to the Company. However, the Company may not rule out the risk related to a potential future situation resulting in the Company's shares being excluded from stock exchange trading.

### 3.13. Risk related to investments in the Shares

The investor purchasing the Company's Shares should be aware that the risk of direct investing in shares in the capital market is significantly greater than in the case of investing in Treasury bonds or units of investment funds, which is related to unpredictable nature of share price changes, both in the short and the long terms. In the Polish capital market, this risk



is relatively greater than in developed markets, which is due to its early phase of development and hence – price volatility and relatively low liquidity.

### **3.14. Risk related to the volatility of the market price**

Share prices and the liquidity of trading in shares listed on the WSE depend on buy and sell orders made by stock exchange investors, as well as expansion/contraction on the stock exchange. The market price of the Shares and the rights to shares may vary significantly due to many factors beyond the control of the Company. Such factors may include, among other things, estimates published by stock exchange analysts, changes in business cycle (including sector-specific situation), general situation in the securities market, legal provisions and governmental policies, as well as general economic and market trends. The market price of the Shares might also change as a result of the Company issuing new shares, sale of shares by major shareholders of the Company, trading liquidity changes, reduction of equity, buyback of treasury shares by the Company, and changes in the Company's image in the eyes of investors. In addition, due to the Company's shareholding structure, secondary trading in the Shares may be characterised by limited liquidity. Due to the possible occurrence of the above-mentioned or other factors, the price of the Shares in the regulated market may not be guaranteed not to fall below the issue price of Series F Shares, and that the investor purchasing the Shares will be able to sell them at any time and at a satisfactory price.

## III. REGISTRATION DOCUMENT

### 1. Persons Responsible

#### 1.1. Issuer

Legal name:	ALTUS Towarzystwo Funduszy Inwestycyjnych spółka akcyjna
Domicile:	Warszawa
Address:	ul. Pankiewicza 3, 00-696 Warszawa
Communications numbers:	Phone (+48 22) 380 32 85 Fax (+48 22) 380 32 86
E-mail address:	<a href="mailto:biuro@altustfi.pl">biuro@altustfi.pl</a>
Website address	<a href="http://www.altustfi.pl">www.altustfi.pl</a>

The following persons act on behalf of ALTUS TFI S.A.:

- **Piotr Osiecki** – President of the Management Board
- **Andrzej Zydorowicz** – Member of the Management Board
- **Jakub Ryba** – Member of the Management Board
- **Witold Chuś** – Member of the Management Board

ALTUS TFI S.A. is the entity responsible for all information contained in this Prospectus.

#### ***Declaration by the persons acting on behalf of ALTUS Towarzystwo Funduszy Inwestycyjnych S.A.***

On behalf of ALTUS Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna, we declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of our knowledge, true, reliable and in accordance with the facts and that this Prospectus contains no omission likely to affect its import.

.....  
**Piotr Osiecki**  
President of the Management Board

.....  
**Andrzej Zydorowicz**  
Member of the Management Board

.....  
**Jakub Ryba**  
Member of the Management Board

.....  
**Witold Chuś**  
Member of the Management Board



## **1.2. Seller**

### **1.2.1. OSIECKI Investments S.C.Sp.**

Legal name: OSIECKI Investments S.C.Sp  
Domicile: Luxembourg  
Address: 25A, Boulevard Royal, L-2449 Luxembourg, Luxembourg

OSIECKI Investments S.C.Sp. is represented by the General Partner ZORM Investments S.à.r.l. with its registered office at Luxembourg, with the following persons acting on its behalf:

– **Michał Kobus** – Director

### ***Declaration by the person acting on behalf of OSIECKI Investments S.C.Sp.***

On behalf of OSIECKI Investments S.C.Sp. I hereby declare that, being responsible for the information contained in the Prospectus, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of my knowledge, true, reliable and in accordance with the facts and contains no omission likely to affect its import.

.....  
**Michał Kobus**

Director

**1.2.2. ZYDOROWICZ Investments S.C.Sp.**

Legal name: ZYDOROWICZ Investments S.C.Sp.

Domicile: Luxembourg

Address: 25A, Boulevard Royal, L-2449 Luxembourg, Luxembourg

ZYDOROWICZ Investments S.C.Sp. is represented by the General Partner ZORM Investments S.à.r.l. with its registered office at Luxembourg, with the following persons acting on its behalf:

– **Michał Kobus** – Director

***Declaration by the person acting on behalf of ZYDOROWICZ Investments S.C.Sp.***

On behalf of ZYDOROWICZ Investments S.C.Sp. I hereby declare that, being responsible for the information contained in the Prospectus, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of my knowledge, true, reliable and in accordance with the facts and contains no omission likely to affect its import.

.....  
**Michał Kobus**

Director

**1.2.3. MANIA Investments S.C.Sp.**

Legal name: MANIA Investments S.C.Sp.  
Domicile: Luxembourg  
Address: 25A, Boulevard Royal, L-2449 Luxembourg, Luxembourg

MANIA Investments S.C.Sp. is represented by the General Partner ZORM Investments S.à.r.l. with its registered office at Luxembourg, with the following persons acting on its behalf:

– **Michał Kobus** – Director

***Declaration by the person acting on behalf of MANIA Investments S.C.Sp.***

On behalf of MANIA Investments S.C.Sp. I hereby declare that, being responsible for the information contained in the Prospectus, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of my knowledge, true, reliable and in accordance with the facts and contains no omission likely to affect its import.

.....  
**Michał Kobus**

Director

**1.2.4. RYBA Investments S.C.Sp.**

Legal name: RYBA Investments S.C.Sp.  
Domicile: Luxembourg  
Address: 25A, Boulevard Royal, L-2449 Luxembourg, Luxembourg

RYBA Investments S.C.Sp. is represented by the General Partner ZORM Investments S.à.r.l. with its registered office at Luxembourg, with the following persons acting on its behalf:

– **Michał Kobus** – Director

***Declaration by the person acting on behalf of RYBA Investments S.C.Sp.***

On behalf of RYBA Investments S.C.Sp. I hereby declare that, being responsible for the information contained in the Prospectus, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of my knowledge, true, reliable and in accordance with the facts and contains no omission likely to affect its import.

.....  
**Michał Kobus**

Director

**1.2.5. Tomasz Gaszyński**

Name: Tomasz Gaszyński

***Declaration by Mr Tomasz Gaszyński***

I hereby declare that, being responsible for the information contained in the Prospectus, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of my knowledge, true, reliable and in accordance with the facts and contains no omission likely to affect its import.

.....  
**Tomasz Gaszyński**



### 1.3. Legal Adviser – Wołoszański, Rożko i Partnerzy – Kancelaria Radców Prawnych

Legal name: Wołoszański, Rożko i Partnerzy – Kancelaria Radców Prawnych  
Domicile: Warszawa  
Address: ul. Kopernika 17, 00-359 Warszawa  
Communications numbers: Phone: +48 22 827 21 35  
Fax: +48 22 828 27 18  
E-mail address: [biuro@wrplegal.pl](mailto:biuro@wrplegal.pl)  
Website address: [www.wrplegal.pl](http://www.wrplegal.pl)

The following persons act on behalf of Wołoszański, Rożko i Partnerzy – Kancelaria Radców Prawnych:

- **Krzysztof Rożko** – Legal Counsel, Partner

Responsibility of Wołoszański, Rożko i Partnerzy – Kancelaria Radców Prawnych as the entity assuming responsibility for the drawing up or participation in the drawing up of this Prospectus is limited to the following parts of the Prospectus only:

- Chapter II: sections 1.3, 1.4, 2.7, 2.10, 2.11, 2.12, 2.13, 2.14, 2.15, 2.19, 3.3, 3.4, 3.6, 3.7, 3.8, 3.9, 3.10, 3.11, 3.12;
- Chapter III sections 1.3, 5.1, 6.4, 7, 8, 11, 14, 15, 16.1, 16.2, 17.2, 17.3, 20.8, 21.1, 25,
- Chapter IV sections 3.3, 4, 7.2, 10.1,
- Schedule 4.

#### ***Declaration by the person acting on behalf of Wołoszański, Rożko i Partnerzy – Kancelaria Radców Prawnych***

On behalf of Wołoszański, Rożko i Partnerzy – Kancelaria Radców Prawnych I hereby declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus in the parts for the drawing-up of which Wołoszański, Rożko i Partnerzy – Kancelaria Radców Prawnych is responsible is, to the best of my knowledge, true, reliable and in accordance with the facts and contains no omission likely to affect its import.

.....  
**Krzysztof Rożko**

Partner

#### **1.4. Legal Adviser – Domański Zakrzewski Palinka Spółka Komandytowa**

Legal name: Domański Zakrzewski Palinka Spółka Komandytowa  
Domicile: Warszawa  
Address: Rondo ONZ 1, 00-124 Warszawa  
Communications numbers: Phone: +48 22 557 76 00  
Fax: +48 22 557 76 01  
E-mail address: [dzp@dzp.pl](mailto:dzp@dzp.pl)  
Website address: [www.dzp.pl](http://www.dzp.pl)

The following person acts on behalf of Domański Zakrzewski Palinka Spółka Komandytowa:

- **Andrzej Foltyn** – General Partner

Responsibility of Domański Zakrzewski Palinka Spółka Komandytowa as the entity assuming responsibility for the drawing up or participation in the drawing up of this Prospectus is limited to the following parts of the Prospectus only:

- Chapter III sections 1.4, 14.2.1, 16.3, 16.4, 18, 19, 21.1, 21.2, 22,
- Chapter IV sections 3.3, 7.1, 10.1.

#### ***Declaration by the person acting on behalf of Domański Zakrzewski Palinka Spółka Komandytowa***

On behalf of Domański Zakrzewski Palinka Spółka Komandytowa, I hereby declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus in the parts for the drawing-up of which Domański Zakrzewski Palinka Spółka Komandytowa is responsible is, to the best of my knowledge, true, reliable and in accordance with the facts and contains no omission likely to affect its import.

.....  
**Andrzej Foltyn**

General Partner

## 1.5. Financial Adviser

Legal name: Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością spółka komandytowa

Domicile: Warszawa

Address: ul. Śmiała 26, 01-523 Warszawa

Communications numbers: Phone (+48 22) 327 16 70  
Fax (+48 22) 327 16 71

E-mail address: [mfa@mfa.pl](mailto:mfa@mfa.pl)

Website address: [www.mfa.pl](http://www.mfa.pl)

Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością spółka komandytowa is represented by the General Partner Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością with its registered office at Warsaw, with the following persons acting on its behalf:

- **Michał Kowalczewski** – President of the Management Board
- **Bogusław Galewski** – Vice-President of the Management Board

The Financial Adviser has taken part in drawing up the following parts of this Prospectus:

- Chapter I,
- Chapter II: sections 1.1, 1.2, 2.1, 2.2, 2.3, 2.4, 2.5, 2.6, 2.8, 2.9, 2.21, 3.1, 3.2, 3.5, 3.13, 3.14,
- Chapter III: sections 1.5, 2, 3, 4, 5.2, 6.1, 6.2, 6.3, 6.5, 9, 10, 12, 13, 17.1, 20.9, 23, 24,
- Chapter IV: sections 1, 2, 3, 8, 9, 10.1, 10.2, 10.3, 10.4,
- Schedules: 4.

### ***Declaration by the persons acting on behalf of Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością sp.k.***

On behalf of Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością sp.k., we hereby declare that, having taken all reasonable care to ensure that such is the case, the information contained in the parts of this Prospectus for which Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością sp.k. is responsible is, to the best of our knowledge, true, reliable and in accordance with the facts and contains no omission likely to affect its import.

.....  
**Michał Kowalczewski**

President of the Management Board

.....  
**Bogusław Galewski**

Vice-President of the Management Board

## 1.6. Offeror

Legal name: Mercurius Dom Maklerski Spółka z ograniczoną odpowiedzialnością  
Domicile: Warszawa  
Address: ul. Śmiała 26, 01-523 Warszawa  
Communications numbers: Phone (+48 22) 327 16 70  
Fax (+48 22) 327 16 71  
E-mail address: [mercuriusdm@mercuriusdm.pl](mailto:mercuriusdm@mercuriusdm.pl)  
Website address: [www.mercuriusdm.pl](http://www.mercuriusdm.pl)

The following persons act on behalf of the Offeror:

- **Michał Kowalczewski** – President of the Management Board
- **Bogusław Galewski** – Vice-President of the Management Board

Mercurius Dom Maklerski Sp. z o.o. has taken part in drawing up the following parts of this Prospectus:

- Chapter III section 1.6,
- Chapter IV sections 5, 6, 10.1.

### ***Declaration by the persons acting on behalf of Mercurius Dom Maklerski Sp. z o.o.***

On behalf of Mercurius Dom Maklerski Sp. z o.o. we hereby declare that, having taken all reasonable care to ensure that such is the case, the information contained in the parts of this Prospectus for which Mercurius Dom Maklerski Sp. z o.o. is responsible is, to the best of our knowledge, true, reliable and in accordance with the facts and contains no omission likely to affect its import.

.....  
**Michał Kowalczewski**  
President of the Management Board

.....  
**Bogusław Galewski**  
Vice-President of the Management Board

## 2. Statutory Auditors

### 2.1. Names, addresses, description of membership in a professional body

In the period covered by the historical financial statements, the Company's financial statements provided by the Statutes for the years 2011-2013 have been audited by:

- financial statements for the period between 1 January 2011 and 31 December 2011, prepared in accordance with the Polish Accounting Standards, have been audited by Jadwiga Kacperczyk – statutory auditor with licence no. 9920, representing WBS Rachunkowość Consulting Sp. z o.o. with its registered office at Warsaw – an entity entered to the list of entities authorised to audit financial statements under no. 2733;
- financial statements for the period between 1 January 2012 and 31 December 2012 and between 1 January 2013 and 31 December 2013, prepared in accordance with the Polish Accounting Standards, have been audited by Marcin Wasil – statutory auditor with licence no. 9846, representing WBS Rachunkowość Consulting Sp. z o.o. with its registered office at Warsaw – an entity entered to the list of entities authorised to audit financial statements under no. 2733.

Historical information of the Company for the years ended 31 December 2011, 31 December 2012 and 31 December 2013, prepared for the purpose of the Prospectus in accordance with the Polish Accounting Standards, has been audited by Marcin Wasil – statutory auditor with licence no. 9846, representing WBS Audyt Sp. z o.o. with its registered office at Warsaw – an entity entered to the list of entities authorised to audit financial statements under no. 3685.

### 2.2. Information about resignation, removal or re-appointment of statutory auditor

The Company's Statutory Auditor has not changed during the period covered by the historical financial information.

## 3. Selected financial information

The selected historical financial information regarding the Company as presented below has been prepared based on:

- historical financial information comprising financial statements for the financial year 2013, together with comparative information for the financial years 2012 and 2011, prepared in accordance with the Polish Accounting Standards; these statements have been audited by the Statutory Auditor.

**Table 1. Selected items of the profit and loss account of ALTUS TFI S.A. for 2011-2013 (PLN thou)**

	2013	2012	2011
Revenue	88,595	48,968	19,478
Cost of products	996	526	252
<b>Gross margin on sales</b>	<b>87,599</b>	<b>48,442</b>	<b>19,226</b>
Selling expenses	25,245	13,279	5,426
General and administrative expenses	6,580	3,529	3,877
<b>Profit(loss) on sales</b>	<b>55,774</b>	<b>31,634</b>	<b>9,923</b>
Other operating income	930	34	169
Other operating costs	11,652	6,559	
<b>Operating profit(loss)</b>	<b>45,052</b>	<b>25,109</b>	<b>10,092</b>
Financing income	1,286	734	202
Financing cost	44	7	6
<b>Profit(loss) on business activity</b>	<b>46,294</b>	<b>25,836</b>	<b>10,288</b>
Profit(loss) on extraordinary items			
<b>Profit before tax</b>	<b>46,294</b>	<b>25,836</b>	<b>10,288</b>
Income tax	8,730	4,863	1,905
<b>Profit after tax</b>	<b>37,564</b>	<b>20,973</b>	<b>8,383</b>

Source: ALTUS TFI



**Table 2. Selected items of the balance sheet of ALTUS TFI S.A. for 2011-2013 (PLN thou)**

	31 December 2013		31.12.2012		31.12.2011	
	PLN thou	structure	PLN thou	structure	PLN thou	structure
<b>ASSETS</b>						
<b>Non-current assets</b>	<b>6,559</b>	<b>8.3%</b>	<b>4,501</b>	<b>10.8%</b>	<b>2,965</b>	<b>15.2%</b>
Tangible fixed assets	139	0.2%	55	0.1%	26	0.1%
Long-term financial assets	3,416	4.3%	3,138	7.5%	2,719	13.9%
Long-term accruals and deferrals	3,004	3.8%	1,308	3.1%	220	1.1%
<b>Current assets</b>	<b>72,222</b>	<b>91.7%</b>	<b>37,120</b>	<b>89.2%</b>	<b>16,528</b>	<b>84.8%</b>
Inventory					10	0.1%
Accounts receivable	24,968	31.7%	14,005	33.6%	6,692	34.3%
Short-term investments	47,245	60.0%	23,111	55.5%	9,818	50.4%
Short-term accruals and deferrals	9	0.0%	4	0.0%	8	0.0%
<b>Total assets</b>	<b>78,781</b>	<b>100.0%</b>	<b>41,621</b>	<b>100.0%</b>	<b>19,493</b>	<b>100.0%</b>
<b>LIABILITIES &amp; SHAREHOLDER'S EQUITY</b>						
<b>Total shareholder's equity</b>	<b>51,872</b>	<b>65.8%</b>	<b>30,108</b>	<b>72.3%</b>	<b>15,975</b>	<b>82.0%</b>
Share capital	4,360	5.5%	4,320	10.4%	4,280	22.0%
Share capital registered after the balance sheet date	40	0.1%	40	0.1%	40	0.2%
Supplementary capital	5,297	6.7%	1,464	3.5%	917	4.7%
Revaluation reserve	742	0.9%	638	1.5%	219	1.1%
Other reserve capital	3,909	5.0%	2,673	6.4%	2,136	11.0%
Profit/Loss after tax	37,564	47.7%	20,973	50.4%	8,383	43.0%
<b>Liabilities and provisions for liabilities</b>	<b>26,869</b>	<b>34.1%</b>	<b>11,513</b>	<b>27.7%</b>	<b>3,518</b>	<b>18.0%</b>
Provisions for liabilities	16,026	20.4%	6,391	15.4%	1,157	5.9%
Current liabilities	10,843	13.7%	5,122	12.3%	2,361	12.1%
<b>Total liabilities &amp; shareholder's equity</b>	<b>78,781</b>	<b>100.0%</b>	<b>41,621</b>	<b>100.0%</b>	<b>19,493</b>	<b>100.0%</b>

Source: ALTUS TFI

**Table 3. Selected items of the cash-flow statement of ALTUS TFI S.A. for 2011-2013 (PLN thou)**

	2013	2012	2011
<b>Cash flows from operating activities</b>	<b>39,283</b>	<b>20,350</b>	<b>10,687</b>
I. Profit (loss) after tax	37,564	20,973	8,383
II. Total adjustments:	1,719	-623	2,304
Amortisation and depreciation	33	18	21
Profit/Loss on investing activities	-830		-5
Changes in working capital, including:	2,516	-391	2,288
- changes in provisions	9,460	5,235	397
- changes in inventories (+ decrease / - increase)		10	-10
- changes in accounts receivable (+ decrease / - increase)	-10,963	-7,313	332
- Changes in short-term liabilities	5,721	2,761	1,590
- changes in accruals and deferrals	-1,702	-1,084	-21
Other adjustments		-250	
<b>Cash flows from investing activities</b>	<b>-6,716</b>	<b>-4,047</b>	<b>-2,520</b>
Proceeds from investing activities	0	0	1,505
From financial assets			1,505

	2013	2012	2011
<i>Expenses from investing activities</i>	6,716	4,047	4,025
Acquisition of intangible assets and tangible fixed assets	116	47	25
Acquisition of financial assets	6,600	4,000	4,000
<b>Cash flows from financing activities</b>	<b>-15,863</b>	<b>-7,259</b>	<b>-728</b>
<i>Income from financing activities</i>	40	40	600
Income from share issue	40	40	600
<i>Expenses from financing activities</i>	15,903	7,299	1,328
Dividend paid	15,042	6,998	1,000
Other expenses (social purposes)	861	301	328
<b>Change in net cash flows</b>	<b>16,703</b>	<b>9,044</b>	<b>7,439</b>

Source: ALTUS TFI

## 4. Risk factors

Detailed description of all risk factors is provided in Chapter II – Risk factors.

## 5. Information about the issuer

### 5.1. History and development of the issuer

#### 5.1.1. The legal and commercial name of the issuer

The Company has operated under the legal name of ALTUS Towarzystwo Funduszy Inwestycyjnych spółka akcyjna. It is also admissible to use a short name: ALTUS TFI S.A.

#### 5.1.2. The place of registration of the issuer and its registration number

The Company has been entered to the Register of Entrepreneurs kept by the District Court for the capital city of Warsaw, 12th Commercial Department of the National Court Register under KRS no.: 0000290831.

#### 5.1.3. Date of incorporation and the length of life of the issuer

The Company has been established on 20 August 2007 for an indefinite period. On 18 October 2007, the Company has been entered to the Register of Entrepreneurs of the National Court Register kept by the District Court for the capital city of Warsaw, 12th Commercial Department.

#### 5.1.4. Domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, and the address and telephone number of its registered office

Domicile:	Warszawa
Legal form:	Polish joint-stock company [spółka akcyjna]
Address:	ul. Pankiewicza 3, 00-696 Warszawa
Country of incorporation:	Republic of Poland
Phone:	+48 22 380 32 85
Fax:	+48 22 380 32 86

The Company has operated pursuant to and in accordance with the provisions of the Polish Code of Commercial Companies and Partnerships and the Act on Investment Funds.

#### 5.1.5. Important events in the development of the issuer's business

The Company has been established on 20 August 2007 at Warsaw. On 18 October 2007 the Company has been entered to the Register of Entrepreneurs of the National Court Register kept by the District Court for the capital city of Warsaw, 12th Commercial Department, under KRS number: 0000290831.

Initially the value of the Company's shares taken up was PLN 750,000.00.

On 6 February 2008, the Extraordinary General Meeting adopted a resolution increasing the Company's share capital to

PLN 1,500,000.00. The increase in share capital was effected by issuance of 7,500 (seven thousand five hundred) registered shares of series B with a par value of PLN 100.00 each. On 16 April 2008, the Registration Court registered the increase of share capital to PLN 1,500,000.00.

On 2 December 2008, the Authority, based on decision no. DFL/4030/139/69/07/08/V/KNF/52-1-1/AG has granted to ALTUS Towarzystwo Funduszy Inwestycyjnych S.A. with its registered office at Warsaw a licence to conduct business consisting in the creation and management of investment funds.

On 7 July 2009, the first investment fund managed by the Company, ALTUS Alternative Investments Fundusz Inwestycyjny Zamknięty, was registered.

As at the end of 2009, the Company managed four investment funds and sub-funds with the value of assets under management at PLN 50,000,000.

On 12 January 2010, the Extraordinary General Meeting adopted a resolution increasing the Company's share capital by PLN 2,500,000.00. The increase in share capital was effected by issuance of 25,000 (twenty five thousand) registered shares of series C with a par value of PLN 100.00 each. On 3 February 2010, the Registration Court has registered an increase in share capital to the amount of PLN 4,000,000.00.

By decision of the Authority no. DFL/4030/11/15/10/I/52-1/KW of 16 June 2010, the Company has been allowed to extend its objects to include the management of portfolios comprising one or more financial instruments.

At the end of 2010, the number of investment funds and sub-funds managed by the Company was 11, and the value of assets under management was PLN 366,454,000.

On 15 April 2011, the Extraordinary General Meeting adopted a resolution increasing the Company's share capital by PLN 280,000.00. The increase in share capital was effected by issuance of 2,800 (two thousand eight hundred) registered shares of series D with a par value of PLN 100.00 each. On 17 October 2011, the Registration Court registered an increase in share capital to the amount of PLN 4,280,000.00. On 15 April 2011, the Extraordinary General Meeting adopted a resolution on the conditional increase of share capital by up to PLN 150,000.00 through the issuance of up to 1,500 (one thousand five hundred) new registered shares of series E with a par value of PLN 100.00 each. On 17 October 2011, in accordance with Article 452 § 1 of the Code of Commercial Companies and Partnerships (CCCP), share capital was increased to PLN 4,320,000.00 in connection with the taking up of 400 series E shares.

As at the end of 2011, the Company managed 22 investment funds and sub-funds with the value of assets under management at PLN 1,004,936,000.

On 17 February 2012, the Registration Court registered an increase in the Company's share capital to PLN 4,320,000.00.

On 30 May 2012, in accordance with Article 452 § 1 CCCP, share capital was increased to PLN 4,360,000.00 in connection with the taking-up of another batch of 400 series E shares. On 18 September 2012, the ALTUS Fundusz Inwestycyjny Otwarty Parasolowy umbrella fund was registered.

As at the end of 2012, the Company managed 31 investment funds and sub-funds (including as part of the service to manage portfolios comprising one or more financial instruments), with the value of assets under management at PLN 1,902,951,000.

On 21 January 2013, the Registration Court has effected changes in the item pertaining to the Company's share capital to PLN 4,360,000.00.

On 31 January 2013, the value of the assets managed by the Company exceeded PLN 2 billion.

On 5 June 2013, in accordance with Article 452 § 1 CCCP, share capital was increased to PLN 4,400,000.00 in connection with the taking-up of another batch of 400 series E shares.

On 13 December 2013, the Extraordinary General Meeting adopted a resolution amending resolutions of 15 April 2011 of the Ordinary General Meeting on the conditional increase of share capital by up to PLN 226,000.00 through the issuance of up to 2,260 (two thousand two hundred and sixty) new registered shares of series E with a par value of PLN 100.00 each.

As at the end of December 2013, the Company managed 30 investment funds and sub-funds (including as part of the service to manage portfolios comprising one or more financial instruments), with the value of assets under management at PLN 2,506,589,000.

On 29 January 2014, the Registration Court registered an increase in the Company's share capital to PLN 4,400,000.00.

On 29 January 2014, the Extraordinary General Meeting adopted resolution no. 1 concerning the vesting of preference status to 7,500 registered shares of series A to the effect that each share gives the right to two votes, as well as resolution no. 2 concerning the split of the Company's shares, according to which all shares were split by a ratio of 1:1000 (say: one to one-thousand) through the decrease of the par value of each share from 100 (say: one hundred) zloty to 10 (say: ten) grosz and increase in the number of shares comprising share capital from 4,400,000 (say: four million four hundred thousand) shares to 44,000,000 (say: forty four million) shares. On 14 February 2014, the Registration Court registered changes regarding the preferred status of Series A Shares and the split of shares.

At the same time, as a result of the split of shares, on 29 January 2014, the Extraordinary General Meeting adopted resolution no. 3 amending resolution no. 1 of 13 December 2013 of the Extraordinary General Meeting concerning conditional increase in share capital by up to PLN 226,000.00 through the issuance of up to 2,260,000 (two million two hundred and sixty thousand) new registered shares of series E with a par value of PLN 0.10 each.

On 14 February 2014, the Extraordinary General Meeting adopted resolution no. 1 concerning an increase in the Company's share capital to the amount of no less than PLN 4,400,000.10 and up to PLN 5,720,000.00, i.e. an amount no less than PLN 0.10 and no more than PLN 1,320,000.00 through the issuance of up to 13,200,000 (say: thirteen million two hundred thousand) series F shares with a par value of 0.10 (ten grosz) zloty each, subsequently amended by resolution no. 25 adopted on 24 April 2014 by the Ordinary General Meeting.

On 24 April 2014, the Ordinary General Meeting adopted resolution no. 25 amending resolution no. 1 adopted by the Extraordinary General Meeting on 14 February 2014, by which the Company's share capital is to be increased to an amount no less than PLN 4,400,000.10 and no more than PLN 6,038,000.00, i.e., an amount no less than PLN 0.10 and no more than PLN 1,638,000.00. The increase in share capital will be effected by the issuance of up to 16,380,000 (say: sixteen million three hundred and eight thousand) Series F Shares with a par value of 0.10 (ten grosz) zloty each. By the said resolution, the Ordinary General Meeting decided that the Company would apply for the admission and introduction to trading on a regulated market operated by the WSE of Series B Shares, Series C Shares, Series D Shares, Series E Shares, and Series F Shares, as well as Rights to Series F Shares. By the said resolution and in accordance with Article 432 § 4 CCCP, the Management Board has been authorised to specify the final amount by which capital is due to be increased, provided that the defined amount may not be less than 0.10 (ten grosz) zlotys and may not be more than 1,638,000.00 (say: one million six hundred and thirty-eight thousand) zloty.

On 24 April 2014, the Ordinary General Meeting also adopted, pursuant to Article 362 § 1(5) CCCP in conjunction with Article 12(5) of the Statutes, resolution no. 30 authorising the Management Board to finance the acquisition by the Company of its own shares for up to PLN 36,960,000 from – in accordance with resolution no. 29 of 24 April 2014 of the Ordinary General Meeting – supplementary capital and reserve capital of the Company, i.e. from the funds accumulated for that purpose, which, under Article 348 § 1 CCCP may be set aside for the payment of dividend.

By resolution no. 30 of 24 April 2014, the Ordinary General Meeting authorised the Management Board to buy up to 3,080,000 (say: three million eight hundred thousand) own (treasury) shares issued by the Company, to redeem the same. The re-purchase is to be effected by 30 May 2014 from the shareholders who have approached the Company with a offer to sell the Company's shares, and who hold the shares on the date of acquisition of treasury shares, for 12 zloty per share, i.e. for a total amount not exceeding PLN 36,960,000. The shares will be purchased for redemption effected pursuant to Article 6(4) of the Statutes and Article 359 § 1 and § 2 CCCP in conjunction with Article 360 § 2(2) CCCP and Article 348 § 1 CCCP, as voluntary redemption.

As of the Prospectus Date, the Company concluded agreements on the acquisition of shares for their redemption with the shareholders who provided the Company with offers to sell shares, on conditions specified in said agreements and in the resolution no. 30 of the Ordinary General Meeting of 24 April 2014. On the basis of said agreements, the Company acquired 2,996,000 C Series Shares and 84,000 E Series Shares, i.e. a total of 3,080,000 own shares for their redemption at a price of PLN 12 per share, i.e. for the total amount of PLN 36,960,000.

The General Meeting aimed at adopting a resolution to redeem Treasury shares and reduce share capital, will be called within one year from the lapse of the time limit for the buyback of treasury shares, i.e. from 30 May 2014.

## 5.2. Investments

### 5.2.1. A description of principal investments for each financial year for the period covered by the historical financial information

The value and structure of tangible investments implemented by the Company over the period 2011-2013 is presented in table below.

**Table 4. ALTUS TFI S.A.'s capital expenditures over 2011-2013 (PLN thou)**

	2013		2012		2011	
	PLN thou	structure	PLN thou	structure	PLN thou	structure
Intangible assets					2	8.0%
Tangible fixed assets, including:	116	100.0%	47	100.0%	23	92.0%
Buildings and structures	25	21.6%				
Computer equipment	26	22.4%	47	100.0%	13	52.0%%
Means of transport	65	56.0%				
Other property, plant and equipment					10	40.0%
<b>Total capital expenditures</b>	<b>116</b>	<b>100.0%</b>	<b>47</b>	<b>100.0%</b>	<b>25</b>	<b>100.0%</b>

Source: ALTUS TFI

Over the period covered by the historical financial information, the Company's capital expenditures for fixed assets and intangible assets were limited. Capital outlays have been made for the purpose of current operations, and related primarily to the computer and office equipment. In addition, in 2013, the Company purchased a car for PLN 65,000 and refurbished the leased office rooms for a total of PLN 25,000.

The Company deposited its free cash primarily on bank accounts. Moreover, in 2011, the Company made a long term investment in investment certificates of the ALTUS 9 FIZ fund at PLN 2,500,000. The Company also purchased investment certificates of the ALTUS 10 FIZ fund for PLN 500,000, of the ALTUS 12 FIZ fund for PLN 500,000, and ALTUS 16 FIZ fund for PLN 500,000. This was a short-term and investment – These financial assets were sold in the course of the financial year.

In 2012, the Company purchased units of sub-funds of the ALTUS FIO Parasolowy fund (as part of the process of formation of that fund) for a total of PLN 4,000,000, including units of the ALTUS Akcji sub-fund for PLN 500,000, ALTUS ASZ Rynku Polskiego sub-fund for PLN 500,000, ALTUS ASZ Dłużny sub-fund for PLN 2,950,000 and ALTUS Short sub-fund for PLN 50,000.

In 2013, the Company purchased units of sub-funds of the ALTUS FIO Parasolowy fund for a total of PLN 3,000,000, including of the ALTUS Stabilnego Wzrostu sub-fund for PLN 1,000,000, ALTUS Aktywnego Zarządzania sub-fund for PLN 1,000,000 and ALTUS Pieniężny sub-fund for PLN 1,000,000, as well as investment certificates of closed-end funds for a total of PLN 3,600,000, including of the ALTUS ASZ FIZ Nowa Europa+ fund for PLN 2,700,000 and the ALTUS FIZ Aktywnej Alokacji Spółek Dywidendowych fund for PLN 900,000).

As at 31 December 2013, the Company held:

- investment certificates of the ALTUS FIZ 9 fund with the value of approx. PLN 3,416,000,
- investment certificates of the ALTUS ASZ FIZ Nowa Europa+ fund with the value of approx. PLN 2,928,000,
- investment certificates of the ALTUS FIZ Aktywnej Alokacji Spółek Dywidendowych fund with the value of approx. PLN 986,000,
- units of the ALTUS Akcji sub-fund with the value of approx. PLN 745,000,
- units of the ALTUS ASZ Rynku Polskiego fund with the value of approx. PLN 651,000,
- units of the ALTUS ASZ Dłużny sub-fund with the value of approx. PLN 3,125,000,
- units of the ALTUS Short sub-fund with the value of approx. PLN 49,000,
- units of the ALTUS Aktywnego Zarządzania sub-fund with the value of approx. PLN 1,064,000,
- units of the ALTUS Stabilnego Wzrostu sub-fund with the value of approx. PLN 1,128,000,
- units of the ALTUS Pieniężny sub-fund with the value of approx. PLN 1,005,000,

All the investments made by the Company were financed from the Company's own resources.

During the period covered by the historical financial information and by the Prospectus Approval Date, the Company has made no investment in shares of other entities.

All investments have been made in the territory of Poland – the Company did not and does not run investments abroad.

### **5.2.2. Principal tangible investments that are in progress**

In the period since 1 January 2014, the Company has made no major investment. Free cash has been deposited on bank accounts. In addition, in January 2014, the Company purchased investment certificates of ALTUS ASZ FIZ GlobAI (in the process of establishing that fund) for PLN 1,000,000 and, in April 2014, subfund units of the fund ALTUS FIO Parasolowy for a total amount of PLN 2,000,000, including the subfund ALTUS Nowej Europy for the amount of PLN 1,000,000 and in the subfund of ALTUS Optymalnego Wzrostu for the amount of PLN 1,000,000. Furthermore, in May 2014, the Company made a subscription for investment certificates of the closed-end fund FWR Selektywny FIZ, created in cooperation with Raiffeisen Bank Polska S.A., for the amount of PLN 300,000. The fund was entered into KFI on 26 May 2014.

### **5.2.3. Information concerning our principal future investments on which we have already made firm commitments**

The Management Board has made no firm commitments concerning the implementation of future investments.

## **6. ALTUS TFI S.A. business overview**

### **6.1. Principal activities**

#### **6.1.1. Description and major factors informing the principal areas and type of activity**

ALTUS TFI S.A. is one of the largest independent (i.e., not directly affiliated to any other financial institution) fund management companies in Poland, operating under the Act on Investment Funds.



Under Article 5 of its Statutes, the Company's objects comprise:

- 1) creating and managing investment funds, including providing intermediary services in the sale and buy-back of units, representing the funds towards third parties, and managing the aggregate portfolio of securities,
- 2) managing portfolios which comprise one or more financial instruments,
- 3) investment advisory services, provided that the company has simultaneously applied for registration of the activities referred to in point 2), or conducts such activities,
- 4) providing intermediary services in the sale and buy-back of units of investment funds created by other fund management companies or titles of participation in foreign investment funds,
- 5) acting as representative of foreign funds.

On 2 December 2008, ALTUS TFI has been authorised by the Polish Financial Supervision Authority to conduct business activities consisting in the creation and management of investment funds, including the provision of intermediary services in the sale and buy-back of units, representing the funds towards third parties, and managing the aggregate portfolio of securities. The Company's first investment fund – ALTUS Alternative Investments Fundusz Inwestycyjny Zamknięty – was registered on 7 July 2009.

On 16 June 2010, the Company has been authorised to conduct business consisting in the management of portfolios which comprise one or more financial instruments.

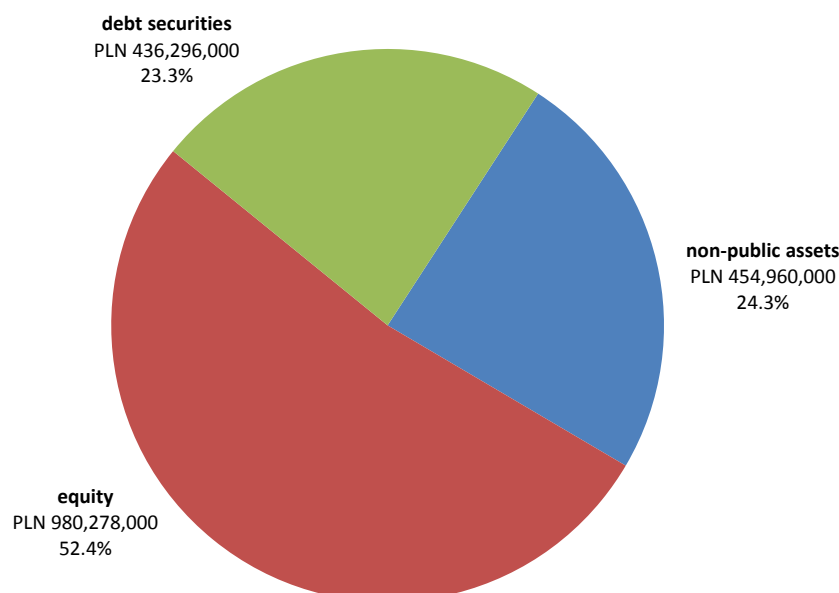
The Company has not applied for authorisation to conduct business consisting in investment advisory services.

ALTUS TFI creates and manages investment funds designed both for high-net-worth individuals and institutional clients, and for retail customers. As at 31 December 2013, the Company managed 22 closed-end investment funds/sub-funds, 7 sub-funds as part of an open-end fund, and the assets of 1 third-party open-end fund (under contract of fund investment portfolio management). The profiles of the funds managed by the Company cover a very broad investment spectrum, including funds investing in the domestic and foreign equity markets, and in the derivatives market, absolute return funds, funds investing in the debt security market, a fund of the property market and funds investing in securities on a non-public market.

#### 6.1.1.1. Closed-end investment funds

Since the beginning of its operations, the Company has been launching and managing investment funds addressed to and created for specific requirements of investors. As at 31 December 2013, the Company managed 15 closed-end investment funds for non-public assets, 6 closed-end investment funds for equities, and 1 closed-end investment fund for debt securities.

**The structure of assets of the closed-end investment funds managed by ALTUS TFI (as at end-December 2013)**



Source: ALTUS TFI

In addition, as at 31 December 2013, the Company has made contracts entrusting the management of investment portfolios of 4 closed-end investment funds to other entities (ALTUS TFI only administers these funds).

ALTUS investment funds may be divided into 2 primary categories:

- dedicated funds – funds, whose participants include one specific investor or a limited group of investors, characterised by customised investment policies and distribution terms and conditions, developed in consultation with the participants of these funds; these funds are being created pursuant to specific requirements and expectations of the clients.
- non-dedicated funds – funds which do not meet the criteria of a dedicated fund.

Main information about closed-end investment funds of ALTUS TFI as at 31 December 2013 are provided below.

**Table 5. Non-dedicated closed-end investment funds/sub-funds (as at end-December 2013)**

No	Name of fund/sub-fund	Date of registration at the Investment Fund Register (RFI)	Investment profile	Net asset value (PLN thou)
1.	ALTUS Subfundusz ASZ Rynków Zagranicznych (as part of ALTUS Absolutnej Stopy Zwrotu FIZ)	09 July 2009	equity	267,735
2.	ALTUS Subfundusz ASZ Rynku Polskiego (as part of ALTUS Absolutnej Stopy Zwrotu FIZ)	09 July 2009	equity	275,040
3.	ALTUS ASZ FIZ Obligacji 1	28 December 2010	debt securities	436,020
4.	ALTUS ASZ FIZ Rynku Polskiego 2	11 June 2012	equity	133,683
5.	ALTUS ASZ FIZ Nowa Europa+	12 February 2013	equity	222,556
6.	ALTUS FIZ Aktywnej Alokacji Spółek Dywidendowych	15 February 2013	equity	76,607
<b>Total net asset value of non-dedicated assets managed by ALTUS</b>				<b>1,411,640</b>

Source: ALTUS TFI

**Table 6. ALTUS dedicated closed-end investment funds (as at end-December 2013)\***

No	Name of fund/sub-fund	Date of registration at the RFI	Investment profile	Comments
<b>Dedicated funds managed by ALTUS</b>				
1.	ALTUS Subfundusz Private Equity (as part of ALTUS Alternative Investments FIZ)	07 July 2009	non-public assets	
2.	ALTUS Subfundusz Real Estate (as part of ALTUS Alternative Investments FIZ)**	07 July 2009	non-public assets	
3.	Progress FIZAN (initial name: Ipopema 22 FIZAN)	29 May 2008	non-public assets	09 Feb 2010 assumption of management from another entity
4.	Zachodni FIZAN**	26 June 2008	non-public assets	05 Jan 2010 assumption of management from another entity
6.	ALTUS 4 FIZ	08 September 2010	non-public assets	
7.	ALTUS 7 FIZ	10 September 2010	equity	
8.	ALTUS 13 FIZ	29 September 2010	non-public assets	
9.	ALTUS 9 FIZ	27 December 2010	non-public assets	
10.	ALTUS 15 FIZ	27 December 2010	non-public assets	
11.	APIS FIZ (initial name: ALTUS 14 FIZ)	28 December 2010	non-public assets	
12.	ALTUS 20 FIZ	05 October 2011	non-public assets	
13.	ALTUS 28 FIZ**	14 May 2012	non-public assets	
14.	ALTUS 29 FIZ (initial name Opoka VII FIZ)	27 July 2011	non-public assets	05 Nov 2012 assumption of management from another entity
15.	ALTUS 32 FIZ	19 December 2012	non-public assets	
16.	ALTUS 31 FIZ	28 December 2012	non-public assets	
17.	Reventon FIZ	25 October 2013	non-public assets	
<b>Total net asset value of dedicated funds managed by ALTUS (PLN thou)</b>				<b>459,895</b>

No	Name of fund/sub-fund	Date of registration at the RFI	Investment profile	Comments
<b>Dedicated funds administered by ALTUS TFI, managed by third parties</b>				
1.	SECUS FIZ InProperty (initial name ALTUS 3 FIZ)	06 September 2010	non-public assets	entrusting of management to another entity in October 2010
2.	SECUS FIZ InMedica (initial name ALTUS 5 FIZ)***	09 September 2010	non-public assets	entrusting of management of the portfolio to another entity in November 2010
3.	SECUS NS FIZ InSecura (initial name ALTUS 18 NS FIZ)	15 September 2011	securitisation	entrusting of management of the portfolio to another entity in September 2012
4.	DTP NS FIZ (initial name Ipopema 48 NS FIZ)	29 October 2009	securitisation	08 March 2012 assumption of management from another entity; entrusting of management to another entity in October 2013
<b>Total net asset value of dedicated funds managed by third parties (PLN thou)</b>				<b>115,517</b>

\* the table does not show funds which are in the process of liquidation as at 31 December 2013

\*\* liquidated as at the Prospectus Date

\*\*\* as from 1 May 2014, the management of funds is transferred to Saturn TFI S.A.

Source: ALTUS TFI

All the above-mentioned funds are characterised by high investment risk.

The flagship funds of the Company include:

#### *ALTUS Absolutnej Stopy Zwrotu FIZ Obligacji 1*

This fund belongs to the category of debt securities, has been entered to the RFI (Register of Investment Funds) on 28 December 2010, and the initial valuation of investment certificates took place on 7 January 2011. Since the inception until end-December 2013, the total value of proceeds from the issue of certificates of that fund has been PLN 619,089,000.

The primary criterion for the selection of assets to the fund's investment portfolio is the achievement of the highest rate of return with the minimisation of risk related to the issuer's insolvency, risk of interest rate volatility, and the risk of limited liquidity. For this purpose, the fund invests mainly in equity instruments, i.e. shares, bonds convertible to shares, and financial instruments with a similar level of risk.

The fund's assets are invested primarily in securities subject to public offering, securities admitted to trading on a regulated market, money market instruments issued by public companies and debt owed by public companies. The fund invests at least 70% of its assets in debt instruments (Treasury bonds and bills, commercial papers, mortgage bonds, certificates of deposit), money market instruments, and currencies, bank deposits and securities acquired by the fund with the attached repurchase commitment of the counterparty. The fund may invest its assets in debt instruments in emerging European markets and the markets of member states of the Commonwealth of Independent States (CIS).

#### *ALTUS Subfundusz ASZ Rynku Polskiego (as part of ALTUS Absolutnej Stopy Zwrotu FIZ)*

An equities instrument entered to the RFI on 9 July 2009; the initial valuation of investment certificates took place on 14 July 2009. Since the inception until end-December 2013, the total value of proceeds from the issue of certificates of that sub-fund has been PLN 220,416,000.

The selection of investments to the portfolio is based on the assumption of investing the assets in the Polish market. This sub-fund is characterised by the absence of any strict investment diversification categories and high volatility of the assets comprising the portfolio. The decisions on the selection of investments and the shares of individual investments in the sub-fund are taken primarily with the aim to achieving a positive rate of return both in circumstances of expansion and contraction in the Polish financial market, including, in particular, in the equity market.

The assets of the sub-fund may be invested in shares, rights to shares, subscription warrants and pre-emption rights of companies, whether or not subject to public offering, shares in limited liability companies, money market instruments, foreign currencies, derivatives, units of open-end investment funds and investment certificates of closed-end investment

funds, domiciled in the territory of the Republic of Poland, participation entitlements issued by foreign funds and by mutual investment institutions domiciled abroad, mortgage bonds, debt (except for debt owed by natural persons), as well as deposits at domestic and foreign banks or credit institutions. The sub-fund's assets are invested mainly in investments denominated in the Polish currency.

*ALTUS Subfundusz ASZ Rynków Zagranicznych (as part of ALTUS Absolutnej Stopy Zwrotu FIZ)*

An equities instrument entered to the RFI on 9 July 2009; the initial valuation of investment certificates took place on 14 July 2009. Since the inception until end-December 2013, the total value of proceeds from the issue of investment certificates of that sub-fund was PLN 253,106,000.

The selection of investments to the portfolio is based on the assumption of investing the assets in foreign markets. This sub-fund is characterised by the absence of any strict investment diversification categories and high volatility of the assets comprising the portfolio. The decisions on the selection of investments and the shares of individual investments in the sub-fund are taken primarily with the aim to achieving a positive rate of return both in circumstances of expansion and contraction in the Polish financial market, including, in particular, in the equity market.

The sub-fund's holdings may be invested in instruments similar to those of ALTUS Subfundusz ASZ Rynku Polskiego, but even up to 100% of the sub-fund's assets may be invested in instruments denominated in foreign currencies in foreign markets.

*ALTUS Absolutnej Stopy Zwrotu FIZ Nowa Europa+*

An equities instrument entered to the RFI on 12 February 2013, the initial valuation of investment certificates took place on 18 February 2013. Since the inception until end-December 2013 the total value of proceeds from the issue of certificates of that fund was PLN 217,170,000.

The selection of investments to the portfolio is based on the assumptions of investing the assets primarily in selected markets of Central and Eastern Europe (including in the Polish market), Turkey and the markets of member states of the Commonwealth of Independent States (CIS). This fund is characterised by the absence of any strict investment diversification categories and high volatility of the assets comprising the portfolio. The decisions on the selection of investments and the shares of individual investments in the fund are taken primarily with the aim to achieving a positive annual rate of return, regardless of the current situation in financial markets.

The sub-fund's holdings may be invested in instruments similar to those of the above-described sub-funds of the ALTUS Absolutnej Stopy Zwrotu FIZ fund

*ALTUS Absolutnej Stopy Zwrotu FIZ Rynku Polskiego 2*

An equities fund, entered to the RFI on 11 June 2012; the initial valuation of investment certificates took place on 20 June 2012. Since the inception until end-December 2013, the total value of proceeds from the issue of certificates of that fund has been PLN 139,980,000.

At least 60% of the fund's assets are invested in instruments denominated in the Polish currency in the Polish market. The selection of investments to the portfolio is based on the assumption of investing the assets in the Polish market. This fund is characterised by the absence of any strict investment diversification categories and high volatility of the assets comprising the portfolio. The decisions on the selection of investments and the shares of individual investments in the fund are taken primarily with the aim to achieving a positive annual rate of return regardless of the situation in the Polish financial market, including, in particular, in the equity market.

The fund's holdings may be invested in instruments similar to those of the above-described sub-fund ALTUS Subfundusz ASZ Rynku Polskiego.

*ALTUS FIZ Aktywnej Alokacji Spółek Dywidendowych*

An equities instrument entered to the RFI on 15 February 2013; the initial valuation of investment certificates took place on 21 February 2013. Since the inception until end-December 2013 the total value of proceeds from the issue of certificates of that fund was PLN 72,552,000.

Even up to 100% of the fund assets may be invested in the shares of dividend-paying companies, as well as in depositary receipts representing the shares of such companies and the rights to shares of such companies. The fund invests its assets mainly in investments denominated in the Polish currency in the Polish market.

The selection of investments to the fund is based on the assumption of investing the assets in the Polish market, as well as selected foreign markets. This fund is characterised by the absence of any strict investment diversification categories and high volatility of the assets comprising the portfolio. The decisions on the selection of investments and the shares of individual investments in the fund are taken primarily in accordance with the principles of minimisation of risk, and taking into account the achievement of a positive annual rate of return regardless of the situation in the financial market, including, in particular, in the equity market.

The fund's holdings may be invested in instruments similar to those of the above-described sub-fund ALTUS Subfundusz ASZ Rynku Polskiego.

The table below presents investment results of the principal closed-end investment funds.

**Table 7. Rates of return\* of the main ALTUS closed-end investment funds at the end of December 2013**

	3 months	6 months	12 months	24 months	36 months	since launch
ALTUS Subfundusz ASZ Rynku Polskiego	6.57%	8.83%	15.43%	30.04%	47.76%	98.59%
ALTUS Subfundusz ASZ Rynków Zagranicznych	6.54%	9.23%	15.45%	30.12%	51.49%	101.98%
ALTUS ASZ FIZ Obligacji 1	2.98%	4.27%	1.25%	14.14%	-	22.14%
ALTUS ASZ FIZ Rynku Polskiego 2	6.26%	8.82%	15.49%	-	-	25.32%
ALTUS ASZ FIZ Nowa Europa+	1.34%	4.28%	-	-	-	8.44%
ALTUS FIZ Aktywnej Alokacji Spółek Dywidendowych	4.40%	5.26%	-	-	-	9.51%

\* rate of return – percentage change of net asset value per 1 investment certificate

Source: ALTUS TFI

The analysis of rates of return of the principal ALTUS closed-end investment funds suggests that the strategies adopted by the ALTUS fund managers, including, first and foremost, the absolute return strategy, are effective both in the short and in the long term. This applies in particular to ALTUS Subfundusz ASZ Rynku Polskiego and ALTUS Subfundusz ASZ Rynków Zagranicznych – these sub-funds have reported excellent results (since they have been launched, net asset value per one investment certificate has virtually doubled), and the achieved rates of return place them among the leaders of all funds operating in the Polish market, monitored by an independent research firm Analizy Online (the comparison of the results of the above-mentioned funds to the results of the funds managed by other fund management companies is presented in section 6.2.2 of this chapter of the Prospectus). Over the last year, the group of the best managed closed-end investment funds has also included ALTUS ASZ FIZ Rynku Polskiego 2, which achieved annual rate of return at 15.49%.

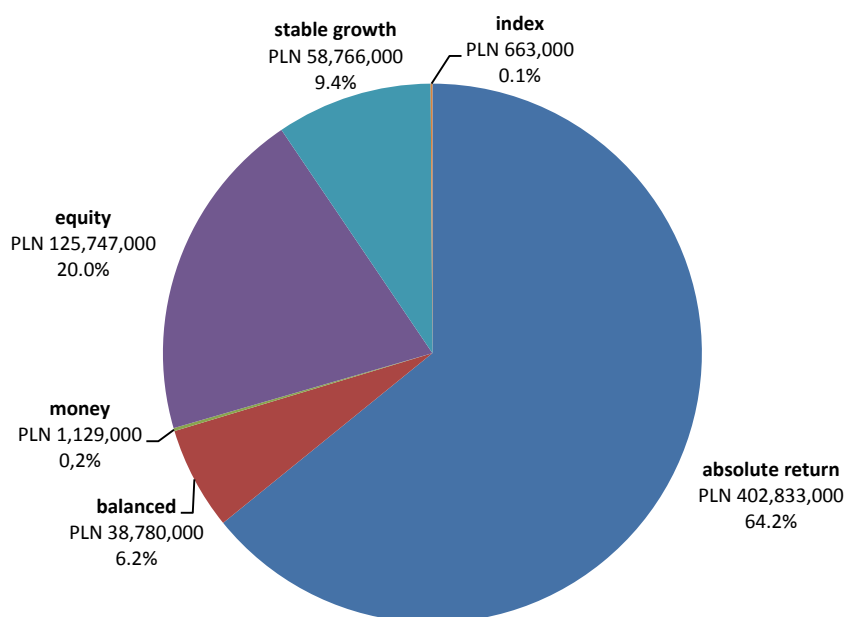
#### 6.1.1.2. Open-end investment fund

On 30 July 2012, the Company has been authorised by the Polish Financial Supervision Authority to create the **ALTUS Fundusz Inwestycyjny Otwarty Parasolowy** with dedicated sub-funds. ALTUS FIO Parasolowy was entered to the RFI on 18 September 2012, and the initial 4 sub-funds (ALTUS ASZ Rynku Polskiego, ALTUS ASZ Dłużny, ALTUS Akcji and ALTUS Short) started operating on 28 September 2012. In 2013, the Company's range of products has been broadened to include another 3 sub-funds: in May – ALTUS Stabilnego Wzrostu, in August – ALTUS Aktywnego Zarządzania, and in November – ALTUS Pieniężny.

The umbrella formula of this fund allows customers to switch investment strategies by moving their assets to another sub-fund without the need to deduct the accrued capital gain tax.

The sub-funds of the ALTUS FIO Parasolowy fund differ by, among other things, investment strategy, risk level, and the expected rate of return. Currently, the Company's umbrella fund comprises an absolute return, stable growth, balanced, equity, index and money sub-funds.

**The structure of sub-funds as part of the ALTUS FIO Parasolowy fund (as at end-December 2013)**



Source: ALTUS TFI



The characteristics of individual sub-funds offered to customers as part of the ALTUS FIO Parasolowy fund are presented below.

#### *ALTUS Subfundusz Absolutnej Stopy Zwrotu Rynku Polskiego*

Investment policy	This sub-fund has pursued the investment goal of absolute return through investing its assets depending on the outcome of the assessment of prospects of companies and industries in the Polish market. This sub-fund is characterised by the absence of any strict investment diversification categories and high volatility of the assets comprising the portfolio. The intention of this fund is to maintain high involvement in equity instruments and, where possible, avoid using the limit on debt instruments. The decisions on the selection of investments and the shares of individual investments in the sub-fund's holdings are taken primarily with the aim to achieving a positive rate of return both in circumstances of expansion and contraction in the Polish financial market, including, in particular, in the equity market.
Limits of the sub-fund	This sub-fund invests at least 66% of its holdings in Polish assets. Equity instruments (shares and financial instrument of a similar nature, such as pre-emption rights, rights to shares, subscription warrants, depositary receipts based on shares, bonds convertible to shares, etc.) may constitute up to 100% of the asset value. Up to 80% of the sub-fund's assets may be debt instruments (Treasury bonds and bills, mortgage bonds, certificates of deposit, etc.), as well as corporate debt securities and money market instruments.
Investor profile	This sub-fund is addressed to the investors expecting above-average return on their investment, who are willing to accept even considerable, periodic variations of the value of the capital invested.
Investment horizon	At least 5 years.
Benchmark	Twice the WIBID12M reference rate.
Risk level	Increased.

#### *ALTUS Subfundusz Absolutnej Stopy Zwrotu Dłużny*

Investment policy	This sub-fund has pursued the investment goal of absolute return through flexible investing in the debt security market. The decisions on the selection of investments and the shares of individual investments in the fund's assets are taken primarily with the aim to achieving a positive rate of return, regardless of the current situation in the Polish bond market.
Limits of the sub-fund	At least 70% of the sub-fund's assets are debt instruments with rating at least that of the Republic of Poland and bank deposits at the depositary bank (the bank which runs the register of the fund's assets). Up to 30% of the sub-fund's assets may be Treasury bonds of the states with a rating at least the investment grade awarded by one or more reputed rating agencies, corporate debt securities and money market instruments, as well as shares and bonds convertible to shares.
Investor profile	This sub-fund is addressed to investors opting for stability and planning long-term saving, who accept the risk level resulting from investing in debt instruments.
Investment horizon	At least 3 years.
Benchmark	Reference rate WIBID12M x 1.5.
Risk level	Medium.

#### *ALTUS Subfundusz Stabilnego Wzrostu*

Investment policy	The primary criterion for the selection of instruments is the achievement of the highest rate of return with the minimisation of risk related to the issuer's insolvency, risk of interest rate volatility, and the risk of limited liquidity.
Limits of the sub-fund	The main category of assets (at least 60% of the sub-fund's assets) are debt instruments, as well as corporate debt securities and money market instruments, bank deposits, and securities with the attached repurchase commitment of the counterparty, whereas at least 40% of the sub-fund's assets are bonds and bank deposits at the depositary bank (the bank which runs the register of the fund's assets). This sub-fund may invest up to 40% of its assets in equity instruments, i.e. shares and similar financial instruments. The sub-fund may also invest up to 30% of its assets in debt instruments in emerging European markets and the markets of the member states of the Commonwealth of Independent States.
Investor profile	This sub-fund is addressed to investors opting for stability and planning long-term saving.

Investment horizon	At least 3 years.
Benchmark	Weighted average of the percentage change of the Merrill Lynch Polish Governments 1-4 Yrs index at the weight of 70% and the WIG index at the weight of 30%.
Risk level	Increased.

#### *ALTUS Subfundusz Aktywnego Zarządzania*

Investment policy	The primary criterion for the selection of instruments is the achievement of the highest rate of return with the minimisation of risk related to the issuer's insolvency, risk of interest rate volatility, and the risk of limited liquidity. The primary factors taken into account when assessing the profitability and selecting equity or debt instruments are, among others: the current and forecast levels of market interest rates, monetary policy, actual and forecast economic growth rate, as well as the dynamics of increase of profits of listed companies and company market price indices.
Limits of the fund	The primary asset category (up to 70% of total assets) are equity instruments (shares and similar financial instruments). At least 30% of the sub-fund's assets are debt instruments (including corporate ones), as well as money market instruments (including corporate ones), bank deposits and securities with the attached repurchase commitment of the counterparty.
Investor profile	This sub-fund is addressed to the investors accepting an increased investment risk, but at the same time expecting returns resulting from share price rises.
Investment horizon	At least 4 years.
Benchmark	Weighted average of the percentage change of the Merrill Lynch Polish Governments 1-4 Yrs index at the weight of 50% and the WIG index at the weight of 50%.
Risk level	Increased.

#### *ALTUS Subfundusz Akcji*

Investment policy	The primary criterion for the selection of instruments is the achievement of the highest rate of return with the minimisation of risk related to the issuer's insolvency, risk of interest rate volatility, and the risk of limited liquidity. Shares may constitute up to 100% of the sub-fund's asset value.
Limits of the sub-fund	This sub-fund invests at least 70% of its assets in equity instruments, i.e. shares and similar financial instruments. Up to 30% of the sub-fund's assets may be invested in debt instruments, as well as corporate debt securities and money market instruments.
Investor profile	This sub-fund is addressed to the investors expecting above-average return, who are willing to accept even considerable, periodic variations of the value of the capital invested.
Investment horizon	At least 5 years.
Benchmark	100% WIG index.
Risk level	Very high.

#### *ALTUS Subfundusz Short*

Investment policy –	The sub-fund belongs to the category of index funds. To pursue the investment goal, the sub-fund's managers aim at achieving a change of the sub-fund's unit value comparable to that of the change of the benchmark, which is the WIG20short index. The principal criterion for the selection of instrument is to maintain liquidity and safety of investment.
Limits of the sub-fund	The sub-fund implements its investment policy by investing from 50 to 100% of its assets in derivatives, including primarily in futures contracts on the WIG20 index. Some assets which are not invested in futures contracts are invested in debt instruments, as well as (corporate) debt securities and money market instruments and bank deposits. To achieve extra income, the sub-fund's assets may be also, to a limited extent (up to 20% of the asset value) invested in equity instruments, i.e. shares and similar financial instruments.
Investor profile	This sub-fund is designed for investors planning long-term investment (for at least 5 years), expecting high returns and accepting a very high risk related to investment in derivatives, that is, being aware of potential strong volatility of the value of their investment, especially in the short term, including the possibility of loss of a significant proportion of the invested holdings. This sub-fund is also designed for investors planning to hedge their positions in other financial products, or carrying out short- or medium-term speculative investments.
Investment horizon	At least 5 years.

Benchmark WIG20short index.

Risk level Very high.

#### ALTUS Subfundusz Pieniężny

Investment policy The primary criterion for the selection of instruments is the achievement of the highest rate of return with the minimisation of risk related to the issuer's insolvency, risk of interest rate volatility, and the risk of limited liquidity.

Limits of the sub-fund The primary investment category (at least 50% of the sub-fund's assets) are debt instruments (Treasury bonds, bills, mortgage bonds), as well as money market instruments. Up to 30% of the sub-fund's assets are bonds of the states with a rating at least the investment grade, whereas bonds issued by a single state may not constitute more than 10% of the sub-fund's assets. Corporate debt securities and money market instruments, certificates of deposit and bonds convertible to shares constitute up to 50% of the sub-fund's assets. This sub-fund is not oriented on specific industrial, geographical or other market sectors.

Investor profile This sub-fund is designed for investors opting for systematic growth of the invested capital, and expecting systematic growth of the invested capital accompanied by high liquidity of investments.

Investment horizon At least one month.

Benchmark WIBID 3M.

Risk level Low.

Since January 2011, the Company has managed (under contract of fund investment portfolio management entered into with TFI SKOK S.A.) the **SKOK Etyczny 1** sub-fund (separated under the SKOK Parasol Fundusz Inwestycyjny Otwarty), classified as an equity fund. SKOK Etyczny 1 is designed to invest up to 100% of its assets in debt securities and money market instruments, whereas the share of these categories of investment should be at least 60% of the sub-fund's asset value. This sub-fund may also invest its assets in participation titles issued by foreign funds, and in deposits at domestic banks or credit institutions.

This sub-fund is classified as "ethical" one, and hence its assets are not invested in securities issued by entities which conduct activity inconsistent with the laws of the country of domicile, including activities inconsistent with international conventions and international treaties valid in the territory of that country.

This sub-fund is designed for investors planning to save for at least 2-3 years, expect returns higher than those for bank deposits, and accept a relatively low risk related to investing the sub-fund's assets in debt securities.

In keeping with the fund's charter, the sub-fund does not have any specific benchmark.

A summary of open-end investment funds managed by ALTUS TFI is presented in table below.

**Table 8. Open-end investment funds managed by ALTUS (as at the end of December 2013)**

Name of fund/sub-fund	Date of formation	Category	Composition of a model portfolio	Risk level	Net asset value per 1 unit (PLN)	Net asset value (PLN thou)
<b>ALTUS FIO Parasolowy, including:</b>						<b>625,856</b>
ALTUS Subfundusz ASZ Rynku Polskiego	18 Sept 2012	absolute return equity	absence of any strict investment diversification rules; at least 66% are Polish instruments	medium	cat. A – 130.12 cat. C – 129.49	cat. A – 318,561 cat. C – 11,574
ALTUS Subfundusz Akcji	18 Sept 2012	equity	at least 70% equity instruments max. 30% debt instruments	high	cat. A – 149.08 cat. C – 147.20	cat. A – 120,539 cat. C – 5,595
ALTUS Subfundusz Short	18 Sept 2012	index	50-100% derivatives max. 20% equity instruments max. 90% debt instruments	very high	cat. A – 97.38 cat. C – 96.58	cat. A – 114 cat. C – 74
ALTUS Subfundusz ASZ Dłużny	18 Sept 2013	absolute return debt	absence of any strict investment diversification rules; at least 70% are debt instruments	low	cat. A – 105.93 cat. C – 105.46	cat. A – 69,023 cat. C – 1,767

Name of fund/sub-fund	Date of formation	Category	Composition of a model portfolio	Risk level	Net asset value per 1 unit (PLN)	Net asset value (PLN thou)
ALTUS Subfundusz Stabilnego Wzrostu	29 May 2013	stable growth	max. 40% equity instruments min. 60% debt instruments	medium	cat. A – 112.76	cat. A – 58,961
ALTUS Subfundusz Aktywnego Zarządzania	29 August 2013	balanced	max. 70% equity instruments min. 30% debt instruments	medium	cat. A – 106.41	cat. A – 38,519
ALTUS Subfundusz Pieniężny	22 November 2013	money	from 50% to 100% debt instruments	low	100.49	cat. A – 1,129
SKOK Etyczny 1*	assets under management since 1 January 2011	debt	min. 60% debt instruments	low	117.98	9,197
<b>Total open-end funds</b>						<b>635,053</b>

\* assets of the fund managed based on contract entered into with TFI SKOK S.A.

\*\* category A units – designed for public distribution

\*\*\* category C units – designed for distribution exclusively through insurance companies

Source: ALTUS TFI

The table below presents investment results of ALTUS FIO Parasolowy sub-funds.

**Table 9. Rates of return on the sub-funds of ALTUS FIO Parasolowy as at end-December 2013**

Type of sub-fund	3 months	6 months	12 months	since launch
ALTUS Akcji	4.16%	16.91%	24.46%	49.07%
ALTUS ASZ Rynku Polskiego	3.14%	4.41%	12.92%	30.11%
ALTUS ASZ Dłużny	1.74%	2.89%	3.10%	5.94%
ALTUS Short	2.60%	1.79%	11.51%	-2.62%
ALTUS Stabilnego Wzrostu	4.21%	11.66%	-	12.75%
ALTUS Aktywnego Zarządzania	3.79%	-	-	6.40%
ALTUS Pieniężny	-	-	-	0.48%

\* rate of return – percentage change of net asset value per unit

Source: ALTUS TFI

Among the sub-funds created in September 2012, the best results have been achieved by ALTUS Subfundusz Akcji (with annual rate of return at 24.5%), and then ALTUS Subfundusz ASZ Rynku Polskiego (with annual rate of return at 12.9%). In the 6-month perspective, the group of funds achieving the best results has expanded to include the ALTUS Subfundusz Stabilnego Wzrostu fund, established in May 2013 (with 6-month rate of return at 11.7%).

#### 6.1.1.3. Management of portfolios of financial instruments

In addition to its investment fund products, ALTUS TFI also offers the service of management of portfolios of financial instruments (*Asset Management*), both as part of standard investment strategies and as part of customised strategies agreed with the client following detailed study of the investor's profile and expectations.

This service is addressed to high-net-worth individuals and institutional clients.

As at end-December 2013, the value of assets managed under the *Asset Management* service was PLN 1,840,735,000.

#### 6.1.1.4. Distribution

The distribution of investment certificates of the funds managed by ALTUS TFI was conducted both directly and through the agency of external distributors.

Direct sales consists in offering investment certificates to selected investors directly by the Company.

Indirect sale is conducted through the agency of licensed entities with which the Company has entered into relevant contracts for offering investment certificates ("IC Distributors"). IC Distributors commit themselves to providing services necessary for conducting an offer of investment certificates through intermediation in subscriptions for these certificates

in accordance with legislation, as part of the offering of investment certificates, on terms and conditions defined in the fund's charter, the rules of the issue, and the contract for the offering of investment certificates.

Intermediation in subscriptions for investment certificates, subject to the non-public nature, consists, in particular, in:

- submitting, on behalf of the Company, of proposals to buy investment certificates (subject to the quantitative limits of the purchase proposal as part of the given issue assigned to the IC Distributor) and informing customers about the rules for accepting subscriptions for an investment certificate,
- accepting from customers, on behalf of the funds, subscriptions for investment certificates, whereas only those persons are eligible for subscribing for investment certificates to whom the IC Distributor, acting pursuant to the contract, has addressed, on behalf of the Company, a targeted proposal to buy investment certificates,
- accepting from customers, on behalf of the fund, and checking and validating the necessary documents related to subscriptions for investment certificates,
- making available to customers the Charter and the terms and conditions of the issue, as well as other materials concerning the fund and the Company.

So far, such institutions as BRE Wealth Management S.A., Raiffeisen Bank Polska S.A. or ING Bank Śląski S.A. have taken part in the distribution process of the investment certificates issued.

Due to the statutory minimum value limit per subscription for an investment certificate, in subsequent issues of certificates, the Company intends to enter into distribution contracts with partners with access to customers from the *private banking* segment.

The primary distribution channel for units of sub-funds of the ALTUS FIO Parasolowy fund are external distributors with which the Company has entered into relevant collaboration contracts. Through their agency, the Company has acquired most of the assets, the remaining part being acquired directly by the Company. Since the inception of that fund, there is a possibility to open a register and buy the units through the website [www.altustfi.pl](http://www.altustfi.pl).

The sub-funds of the ALTUS FIO Parasolowy fund are distributed primarily through four channels:

- banks (*private banking*),
- brokerage houses,
- financial intermediaries,
- insurance companies.

**Table 10. Entities collaborating with ALTUS TFI during the distribution of sub-funds of the ALTUS FIO Parasolowy fund**

Distributor name	Starting date of collaboration
1. ProService Agent Transferowy Sp. z o.o.	April 2012
2. KWLM Finanse Sp. z o.o.	September 2012
3. Partnerzy Inwestycyjny Sp. z o.o.	October 2012
4. Quantum Sp. z o.o. SK	October 2012
5. RDM Wealth Management S.A.	October 2012
6. Private Wealth Consulting Sp. z o.o.	November 2012
7. W Investments Financial Sp. z o.o.	November 2012
8. Dom Maklerski Banku Ochrony Środowiska S.A.	January 2013
9. Secus Asset Management S.A.	February 2013
10. ING Bank Śląski S.A.	February 2013
11. Biuro Maklerskie ING Banku Śląskiego S.A.	March 2013
12. Dom Maklerski Banku BPS S.A.	May 2013
13. Dom Kredytowy Notus S.A.	August 2013
14. BRE Wealth Management S.A.	September 2013
15. Raiffeisen Bank Polska S.A.	November 2013
16. BRE Bank S.A. (mBank/MultiBank )	November 2013
17. Dom Maklerski mBanku S.A.	February 2014

Source: ALTUS TFI

Units of sub-funds of the ALTUS FIO Parasolowy fund are also available through insurance companies, such as Uniqa TU na Życie S.A. and TU na Życie Europa S.A., which offer insurance capital funds. Insurance companies buy units of sub-funds, and then offer them to their customers in the form of insurance capital funds attached to life insurance policies. The collaboration contracts with insurance companies were entered into in 2013.

The largest number of units are distributed with the involvement of external distributors who have their own network of outlets. One priority of the Company is to expand the existing distribution network for the ALTUS FIO Parasolowy fund.

The Company intends to establish collaboration with all distributors with a significant sales potential, operating in the domestic financial market. At the same time, the Company will take measures to optimise the existing distribution network by terminating contracts which fail to bring to the Company the expected results in terms of the acquired assets and income.

#### 6.1.1.5. Assets under management

Net value of the assets accumulated under particular ALTUS funds (closed-end and open-end ones), of the net assets of third-party funds managed by the Company under contracts, and assets managed under the *Asset Management* service) are presented in table below.

**Table 11. ALTUS TFI assets under management over 2010–2013 (PLN thou)\***

	31 December 2010	31 December 2011	31 December 2012	30 June 2013	31 December 2013
<b>ALTUS closed-end funds</b>	<b>366,454</b>	<b>811,151</b>	<b>1,685,548</b>	<b>2,062,550</b>	<b>1,871,535</b>
<b>Non-dedicated funds, including:</b>	<b>136,410</b>	<b>427,530</b>	<b>1,020,128</b>	<b>1,396,379</b>	<b>1,411,640</b>
ALTUS Subfundusz ASZ Rynków Zagranicznych	5,828	100,789	256,565	259,385	267,735
ALTUS Subfundusz ASZ Rynku Polskiego	94,575	149,668	240,610	254,822	275,040
FIZ Polskiego Sektora Energetycznego**	36,007	39,792	35,136	35,435	0
ALTUS ASZ FIZ Obligacji 1		137,281	382,630	571,006	436,020
ALTUS ASZ FIZ Rynku Polskiego 2			105,187	128,754	133,683
ALTUS ASZ FIZ Nowa Europa+				86,467	222,556
ALTUS FIZ Aktywnej Alokacji Spółek Dywidendowych				60,510	76,607
<b>Dedicated funds</b>	<b>230,044</b>	<b>383,621</b>	<b>665,420</b>	<b>666,171</b>	<b>459,895</b>
<b>ALTUS open-end funds</b>			<b>37,871</b>	<b>306,408</b>	<b>625,857</b>
ALTUS Subfundusz Akcji			9,923	55,378	126,133
ALTUS Subfundusz ASZ Rynku Polskiego			7,491	192,798	330,136
ALTUS Subfundusz ASZ Dłużny			20,413	53,048	70,791
ALTUS Subfundusz Short			44	1,528	188
ALTUS Subfundusz Stabilnego Wzrostu				3,656	58,961
ALTUS Subfundusz Aktywnego Zarządzania					38,519
ALTUS Subfundusz Pieniężny					1,129
<b>Total ALTUS funds</b>	<b>366,454</b>	<b>811,151</b>	<b>1,723,419</b>	<b>2,368,958</b>	<b>2,497,392</b>
<b>Third-party funds managed by ALTUS</b>		<b>193,785</b>	<b>179,532</b>	<b>213,854</b>	<b>9,197</b>
assets of the non-public, dedicated closed-end investment fund***		141,000	156,608	184,591	
assets of the SKOK Etyczny 1 fund		52,785	22,924	29,263	9,197
<b>Total funds</b>	<b>366,454</b>	<b>1,004,936</b>	<b>1,902,951</b>	<b>2,582,812</b>	<b>2,506,589</b>
<b>Assets under the <i>Asset Management</i> service</b>		<b>12,526</b>		<b>761,146</b>	<b>1,840,735</b>
<b>Total assets under management</b>	<b>366,454</b>	<b>1,017,462</b>	<b>1,902,951</b>	<b>3,343,958</b>	<b>4,347,324</b>

\* this table does not cover ALTUS funds managed by third parties and assets of the funds being in liquidation as at the given date

\*\* in liquidation, as at the Prospectus Date

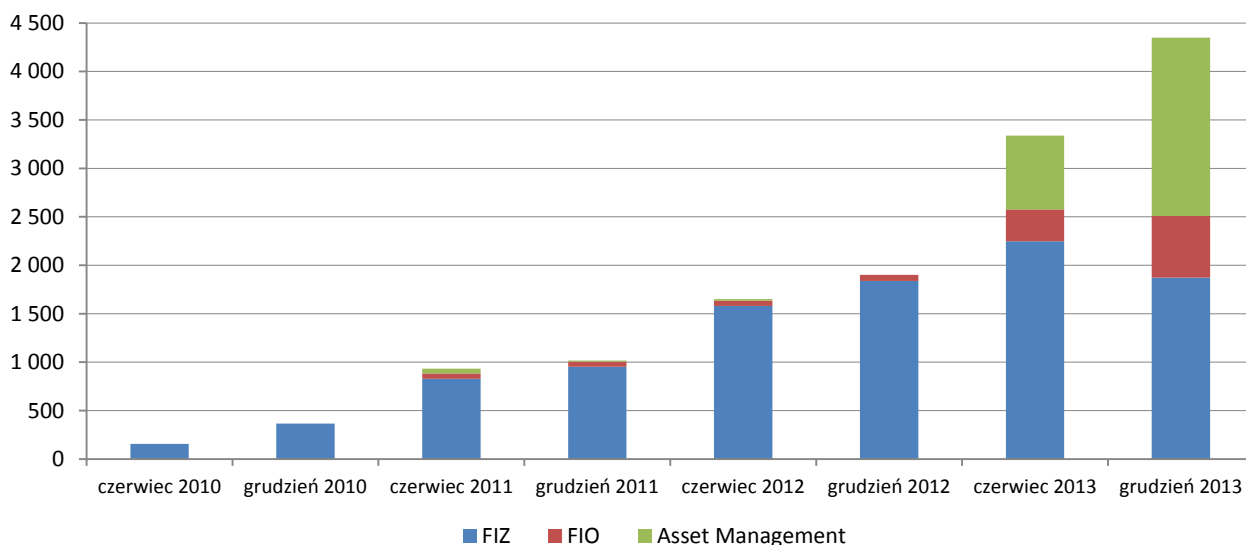
\*\*\* As at the Prospectus Date, ALTUS TFI no longer manages that fund

Source: ALTUS TFI

The volume of assets under ALTUS TFI's management has grown dynamically over the analysed period. The growth of asset value resulted primarily from successful issues of investment certificates by the closed-end funds managed by the Company, especially in 2012 and 2013, good investment results achieved by the team of funds' managers, and significant assets accepted for management in 2013 by open-end funds and as part of the *Asset Management* service.



**ALTUS TFI's assets under management in 2010-2013 (PLN million)**



Source: ALTUS TFI

ALTUS TFI team is composed of experienced experts, some of them being active in the capital market since its inception in Poland. They have gained experience working as managers and directors of the largest fund management companies in Poland and internationally. This is one of the Company's distinguishing features which makes clients eager to use ALTUS TFI's services.

#### 6.1.1.6. ALTUS TFI development strategy

ALTUS TFI S.A. is one of the few independent (i.e., not directly affiliated to any other financial institution) fund management companies in the Polish market. The Company is focused on tailoring unique products addressed to affluent and very affluent individual and institutional investors, but is also available (with regard to open-ended funds) to retail customers.

The mission of the Company is to pursue the investment goals of their clients by:

- providing best -class asset management services,
- high ethical standards and professionalism,
- maintaining stable and positive management results over a long period,
- constant broadening of the product range and diversification of the investment products on offer,
- low cost of management and operation of the managed funds,
- making some proportion of the Company's compensation contingent on the investment result achieved,
- tapping the extensive experience of the Company's employees who have been involved in the capital market for many years, holding positions of management at the largest managing companies in Poland,
- stability of the management officers.

The Company's strategic goal is to increase the value of the assets managed. Achievement of this goal translates directly into increased revenues, and thus the Company's financial results.

ALTUS TFI has pursued its adopted strategy through:

- Offering a broad range of funds employing customised investment strategies adapted to the investor's risk profile, allowing to increase the value of the customers' portfolios through investing both in companies and non-public assets with a large potential of increase in value and in real property, as well as through investments in regulated stock-exchange and OTC markets, both in Poland and abroad. The Company has offered tried and tested solutions in the form of mutually complementary funds adapted to investors' expectations in terms of results and security of investments. The Company intends to establish new funds/sub-funds based on the existing potential of the team of managers, if new and sustainable opportunities to attract extra assets arise.

Just in August 2013, an application has been filed with the KNF to allow for amendments to the ALTUS FIO Parasolowy charter regarding the establishment of new sub-funds: ALTUS Subfundusz Optymalnego Wzrostu and ALTUS Subfundusz Absolutnej Stopy Zwrotu Nowej Europy. The above-mentioned sub-funds were launched in April 2014.

In January 2014, three new Closed-end investment funds were entered to the RFI – dedicated fund of non-public assets FRAM FIZ, equities fund ALTUS FIZ Akcji+ (the initial valuation of these funds took place in January 2014) and the ALTUS Absolutnej Stopy Zwrotu FIZ GlobAl fund (the initial valuation of that fund took place in February 2014). In addition, in March 2014, another closed-end investment fund has been entered to the RFI – ALTUS ASZ FIZ Rynków Zagranicznych 2 (the initial valuation took place in April 2014) and in May 2014 three new dedicated non-public assets funds were launched: ALTUS 33 FIZ, ALTUS 34 FIZ i ALTUS 35 FIZ and the open-end fund FWR Selektowny FIZ, created in cooperation with Raiffeisen Bank Polska S.A., was entered into RFI.

Moreover, in June 2014, the Company obtained the consent of KNF to the establishment, in cooperation with Raiffeisen Bank Polska S.A., of RAIFFEISEN Specjalistyczny Fundusz Inwestycyjny Otwarty Parasolowy. of a specialised open-end umbrella investment fund.

- Achieving very good investment results of the managed funds regardless of the current market situation.
- Developing the third-party sales network through attracting new business partners.
- Plans to take consolidation measures in the Polish investment fund market which, through acquisitions of other entities, will enable a jump expansion of the Company's scale of operations.

#### **6.1.2. An indication of any significant new products and/or services that have been introduced during the period covered by the historical financial information**

In July 2009, the Company started its principal operations by launching the first closed-end investment fund – ALTUS Alternative Investments FIZ with two separate sub-funds – ALTUS Subfundusz Private Equity and ALTUS Subfundusz Real Estate. Also in July 2009, another product was launched – ALTUS Absolutnej Stopy Zwrotu FIZ fund with two distinct sub-funds – ALTUS Subfundusz ASZ Rynku Polskiego and ALTUS Subfundusz ASZ Rynków Zagranicznych. As a result, at the end of 2009, the Company managed 4 closed-end investment funds/sub-funds with a combined net asset value of about PLN 50 million.

In 2010 and in the period covered by the historical financial information, the Company was developing dynamically, by launching new closed-end investment funds:

- in 2010, the Company's range of products was expanded to include seven closed-end funds (ALTUS 1 FIZ, FIZ Polskiego Sektora Energetycznego, SECUS FIZ InProperty, ALTUS 4 FIZ, SECUS FIZ InMedica, ALTUS 7 FIZ, ALTUS 13 FIZ). In addition, the Company assumed management of two funds: Zachodni FIZAN and Progress FIZAN. At the same time, in 2010 the Company contracted out the management of investment portfolios of two funds (SECUS FIZ InProperty and SECUS FIZ InMedica) to external parties. As a result, at the end of 2010, the Company managed 11 closed-end ALTUS funds/sub-funds with a combined net asset value of more than PLN 366 million.
- in 2011, the Company added to its products 10 closed-end investment funds (ALTUS 9 FIZ, ALTUS 15 FIZ, ALTUS 16 FIZ, SECUS FIZ InReturn, ALTUS 12 FIZ, ALTUS ASZ FIZ Obligacji 1, APIS FIZ, SECUS NS FIZ InSecura, ALTUS 20 FIZ, ALTUS 22 FIZ). In addition, in 2011 the Company contracted out the management of the investment portfolio of the fund SECUS FIZ InReturn to external parties. As at the end of 2011, the Company managed 20 closed-end ALTUS investment funds/sub-funds with a combined net asset value of approx. PLN 811.1 million
- in 2012 the Company's offer has been expanded to include three closed-end investment funds (ALTUS 23 FIZ, ALTUS 28 FIZ and ALTUS ASZ FIZ Rynku Polskiego 2). In addition, the Company assumed management of the funds DTP NS FIZ and Opoka VII FIZ (currently ALTUS 29 FIZ) and contracted out the management of the investment portfolio of the SECUS NS FIZ InSecura fund to an external party. At the end of 2012, the Company managed 25 closed-end ALTUS investment funds/sub-funds with a combined net asset value of about PLN 1,685.5 million.
- in 2013, the Company added to its product range five new closed-end investment funds (ALTUS 31 FIZ, ALTUS 32 FIZ, ALTUS ASZ FIZ Nowa Europa+, ALTUS FIZ Aktywnej Alokacji Spółek Dywidendowych, and Reventon FIZ). At the end of 2013, the Company managed 22 closed-end ALTUS investment funds/sub-funds with a combined net asset value of approx. PLN 1,871.5 million.

In 2012, the Company added to its range of products the first open-ended fund. In September 2012, the Company launched four sub-funds comprising ALTUS FIO Parasolowy, i.e. ALTUS Subfundusz ASZ Rynku Polskiego, ALTUS Subfundusz ASZ Dłużny, ALTUS Subfundusz Akcji, and ALTUS Subfundusz Short. At the end of 2012, total net asset value of the managed open-end funds was approx. PLN 37.9 million.

In 2013, the Company launched new sub-funds as part of ALTUS FIO Parasolowy – ALTUS Subfundusz Stabilnego Wzrostu, ALTUS Subfundusz Aktywnego Zarządzania, and ALTUS Subfundusz Pieniężny. As a result, at the end of 2013 the Company managed 7 sub-funds as part of ALTUS FIO Parasolowy with a combined net asset value of approx. PLN 625.9 million.

In the period between 31 December 2013 and the Prospectus Approval Date, the Company has expanded its product range to include more closed-end investment funds: in January 2014, the funds: FRAM FIZ and ALTUS FIZ Akcji+, in February 2014, the fund: ALTUS Absolutnej Stopy Zwrotu FIZ GlobAl, in March 2014, the fund ALTUS Absolutnej Stopy Zwrotu FIZ Rynków Zagranicznych 2 and, in May 2014, ALTUS 33 FIZ, ALTUS 34 FIZ and ALTUS 35 FIZ. In addition, in

April 2014, two more sub-funds, ALTUS Nowej Europy and ALTUS Optymalnego Wzrostu, of the ALTUS FIO Parasolowy were launched.

Since June 2010, the Company expanded the range of its activity to include the service of financial instrument portfolio management.

## 6.2. Principal markets in which the issuer competes, including a breakdown of total revenues by category of activity and geographic market

### 6.2.1. Revenue structure

The Company's revenues comprise proceeds from the following fees:

- Fixed management fee – a compensation charged by the Company depending on the volume of the assets under management in investment funds, accrued for each day of participation in the fund. This fee is charged as a fixed percentage of the assets of the fund, and its value depends on the type of fund. For open-end investment funds, the maximum rate of the fixed fee was stipulated in the fund statutes at 4% annually; for closed-end funds, this fee is varied.
- Variable management fee – a compensation for the Company which is contingent on the results worked out by individual funds. The variable fee is charged if a rate of return is achieved exceeding, in the given settlement period, the percentage change in value of the unit/investment certificate of the benchmark portfolio defined individually for each fund. For open-end investment funds, the maximum rate of the variable management fee is 20%; for closed-end funds, this fee is varied.
- Certificate issue fee – a fee charged on joining a closed-end investment fund due to the issue of the investment certificate. Its amount varies by the value of the payments made to the fund and the type of fund. The amount of this fee is defined each time in the terms and conditions of issue of each series of investment certificates.
- Certificate buy-back fee – a fee which may be charged by the Company at the buy-back of investment certificates.
- Processing (distribution) fee – a fee charged for the disposal of and conversion/exchange of units. The fee for disposal is charged at the time of joining the fund; its amount depends on the type of fund and the amount of payment to the fund. The maximum rate of the fee for disposal of units, charged by the Company, is 4% of the combined value of payments to the ALTUS funds. The unit conversion/exchange fee was not charged during the period covered by the historical financial information. Currently, the unit conversion/exchange fee is up to 4% of the amount being the product of the number of converted/exchanged units and the net asset value per unit.

The detailed structure of the Company's revenues is presented in the table below.

**Table 12. Structure of revenue in 2011-2013 (PLN thou)**

	2013		2012		2011	
	PLN thou	structure	PLN thou	structure	PLN thou	structure
Fixed management fee	39,965	45.1%	21,322	43.6%	10,559	54.2%
Variable management fee	43,148	48.7%	23,738	48.5%	6,107	31.3%
Certificate issue fee	5,080	5.7%	3,742	7.6%	2,587	13.3%
Certificate buy-back fee			112	0.2%		
Distribution charge	402	0.5%	54	0.1%		
Other					225	1.2%
<b>Total revenue</b>	<b>88,595</b>	<b>100.0%</b>	<b>48,968</b>	<b>100.0%</b>	<b>19,478</b>	<b>100.0%</b>

Source: ALTUS TFI

Throughout the period covered by the historical financial information, ALTUS TFI's revenue grew very dynamically, due to a significant increase in the value of the assets under management. This growth has resulted from the acceptance for management of new capital attracted to the existing and newly launched investment funds, and the growing value of the financial instruments comprising the funds' assets.

In the analysed period, dominant in the revenue structure were fixed and variable fees charged by the Company for the management of the fund assets, as well as the certificate issue fees. Over 2011-2013, together with increase in funds' asset value, the amount of fixed management fees was increasing about two-fold every year (from PLN 10,559,000 in 2011 to PLN 39,965,000 in 2013).

In addition, proceeds from variable fee, which is contingent on investment results worked out by the managed funds, increased over 2011-2013 more than seven-fold (from PLN 6,107,000 in 2011 to PLN 43,148,000 in 2013).

In the period under review, the principal factors shaping the amount of the Company's proceeds from variable management fee were: situation in financial markets and the Company's effectiveness in carrying out the adopted investment strategy.

The year 2011 was exceptionally difficult for investors: crisis in financial markets and drops in stock market indices adversely affected the value of the financial instruments held in the funds' investment portfolios, and thus the return worked out by the Company's fund managers. Despite unfavourable situation, the ALTUS fund investment results were positive, and the Company achieved the highest proceeds from variable fee for the management of closed-end funds from the absolute return category: ALTUS Subfundusz ASZ Rynku Polskiego, ALTUS Subfundusz ASZ Rynków Zagranicznych, as well as the ALTUS ASZ FIZ Obligacji 1 fund launched in 2011.

The next year, 2012, was one of the best periods for the investment fund industry in Poland throughout its history. The increase in value of financial instruments (including, primarily, equities) comprising investment portfolios and the high effectiveness of management manifesting itself through high rates of return on the managed assets allowed the Company to achieve proceeds from variable fees at PLN 23,738,000, which is almost four times more than over the previous year. The Company achieved the highest proceeds from variable fees for the management of closed-end funds ALTUS ASZ Obligacji 1, ALTUS Subfundusz ASZ Rynków Zagranicznych, ALTUS Subfundusz ASZ Rynku Polskiego, and the ALTUS ASZ Rynku Polskiego 2 fund launched in June 2012.

Very good 2013 results of the managed funds allowed the Company to achieve proceeds from variable fees at PLN 37,443,000, an increase on the previous year by almost 60%. Like in 2012, the Company achieved the highest proceeds from variable fees on closed-end funds from the absolute-return category, as well as from ALTUS Subfundusz ASZ Rynku Polskiego, a sub-fund established under the ALTUS FIO Parasolowy umbrella fund launched in September 2012, and from other closed-end investment funds: ALTUS ASZ FIZ Nowa Europa+ i ALTUS FIZ Aktywnej Alokacji Spółek Dywidendowych (both funds were launched in February 2013).

The structure of revenues in the period 2011-2013, by particular funds managed by ALTUS TFI (including the assets of third-party investment funds managed by the Company based on contracts), is presented in table below.

**Table 13. Structure of revenues of ALTUS TFI, by source of origin, over 2011-2013 (PLN thou)**

	2013		2012		2011	
	PLN thou	structure	PLN thou	structure	PLN thou	structure
Open-end investment funds	21,365	24.1%	782	1.6%	187	1.0%
Closed-end investment funds/sub-funds, including:	67,230	75.9%	48,186	98.4%	19,291	99.0%
- dedicated	15,654	17.7%	7,985	16.3%	5,776	29.6%
-non-dedicated	51,576	58.2%	40,201	82.1%	13,515	69.4%
<b>Total revenues</b>	<b>88,595</b>	<b>100.0%</b>	<b>48,969</b>	<b>100.0%</b>	<b>19,478</b>	<b>100.0%</b>

Source: ALTUS TFI

During the period covered by the historical financial information, the Company conducted no sales of goods and materials. Revenues from sale of products and services in 2011-2012 were achieved in whole in the territory of Poland. In 2013, the Company's revenues from exports were PLN 6,108,000, which is about 7% of total sale of products and services.

**Table 14. Geographical structure of revenue of ALTUS TFI in 2011-2013 (PLN thou)**

	2013		2012		2011	
	PLN thou	structure	PLN thou	structure	PLN thou	structure
Domestic sale of services	82,487	93.1%	48,969	100.0%	19,478	100.0%
Sale for export	6,108	6.9%				
<b>Total revenue</b>	<b>88,595</b>	<b>100.0%</b>	<b>48,969</b>	<b>100.0%</b>	<b>19,478</b>	<b>100.0%</b>

Source: ALTUS TFI

Revenues from export in 2013 related to the sale by the Company of management services provided to an international client.

### 6.2.2. The Company's business environment

#### Macroeconomic environment

Macroeconomic situation is the principal determinant of the development of Polish financial institutions, including fund management companies (TFIs). Favourable business conditions, characterised by, among other things, high growth of Gross Domestic Product (GDP), low inflation, unemployment rate and market interest rates, or expectations of improvement are conducive to the development of fund management companies. Outflows of holdings from funds

usually occur in periods of concerns about the condition of the economy, and where the interest rates on bank deposits are growing.

High GDP dynamics usually reflects an improving condition of enterprises, which report good results. This boosts their share prices, which during economic recovery may constitute a good investment. Low unemployment rate accompanying economic growth acts on the increase of salaries and wages, and thus the level of savings, and low interest rates on deposits makes the capital market more attractive relative to the money market.

**Table 15. Principal macroeconomic figures for Poland in 2009-2013**

	2009	2010	2011	2012	2013	2014P
GDP	1.6%	3.9%	4.5%	1.9%	1.6%	2.9%
Inflation	3.5%	2.6%	4.3%	3.7%	0.9%	1.7%
Reference rate	3.50%	3.50%	4.50%	4.25%	2.5%	2.50%
BAEL unemployment rate*	8.2%	9.6%	9.7%	10.1%	9.8%	9.8%

\* Survey of Economic Activity of Population, each quarter of the year, on a rotational sample of 20,000 households

Source: Central Statistical Office, [www.stat.gov.pl/gus/](http://www.stat.gov.pl/gus/), National Bank of Poland. Inflation report – November 2013, [www.nbp.pl/home.aspx?f=/polityka\\_pieniezna/dokumenty/raport\\_o\\_inflacji.html](http://www.nbp.pl/home.aspx?f=/polityka_pieniezna/dokumenty/raport_o_inflacji.html)

According to the Economic Institute of the National Bank of Poland (IE NBP), GDP will grow by 1.3% in 2013 and by 2.9% in 2014. At the same time, inflation recorded so far in 2013 was very low. As a result, the Monetary Policy Council cut interest rates with the aim to maintaining their record-low level until at least mid-2014, which is conducive to investing on the capital market both directly and through specialised funds.

According to the Chamber of Fund and Asset Management, the most popular form of saving/investing in Poland were deposits denominated in the Polish currency and foreign currencies. Low interest rates make the interest on bank accounts less attractive, which induces investors to look for alternative ways of growing their assets. In Poland, the market for savings/investment products offers the following options, among others:

- shares of public companies,
- insurance capital funds,
- foreign funds,
- bonds and bills,
- domestic investment funds.

Despite significantly broadened range of investment and insurance products by Polish and foreign financial institutions, deposits denominated in the zloty and in foreign currencies are still the dominant form of saving. Their value in 2012 was PLN 519.5 billion (48.9% share in the market) compared to PLN 482.1 billion in 2011 (50.2% share). The second form of investing savings, by asset value, are open pension funds (OFEs) which in 2012 accumulated PLN 272.30 billion. Their market share in 2012 was 25.6% – compared to 23.4% in the previous year, but, in the context of government reform of the pension system, this share may significantly decrease in the future.

Net value of the assets accumulated in 2012 in retail investment funds by households (after the deduction of the value of insurers' investments) increased by PLN 8.1 billion on 2011. Also the value of the assets accumulated in foreign funds and insurance capital funds increased by 16% and 20.5%, respectively.

**Table 16. Value and structure of household savings (PLN billion)**

Type of investment	2009	2010	2011	2012	Share in 2012	Dynamics*
Deposits in the zloty and in foreign currencies	387.6	426.0	482.1	519.5	48.9%	7.6%
Open pension funds	178.6	221.3	224.7	272.3	25.6%	11.1%
Cash in circulation outside of banks	89.8	92.7	101.8	102.5	9.7%	3.4%
Domestic investment funds**	62.5	75.5	62.3	70.5	6.6%	3.1%
Insurance capital funds	31.0	36.4	37.5	45.2	4.3%	9.9%
Shares of public companies***	37.7	44.4	39.5	39.1	3.7%	0.9%
Bonds and bills	12.7	10.3	8.9	8.7	0.8%	-9.0%
Foreign funds	2.7	3.9	3.6	4.2	0.4%	11.7%
<b>Total</b>	<b>802.6</b>	<b>910.5</b>	<b>960.4</b>	<b>1.062.0</b>	<b>100.0%</b>	<b>38.6%</b>

\* Average annual dynamics, as geometrical mean

\*\* Available to private individuals, adjusted by the value of insurers' investment

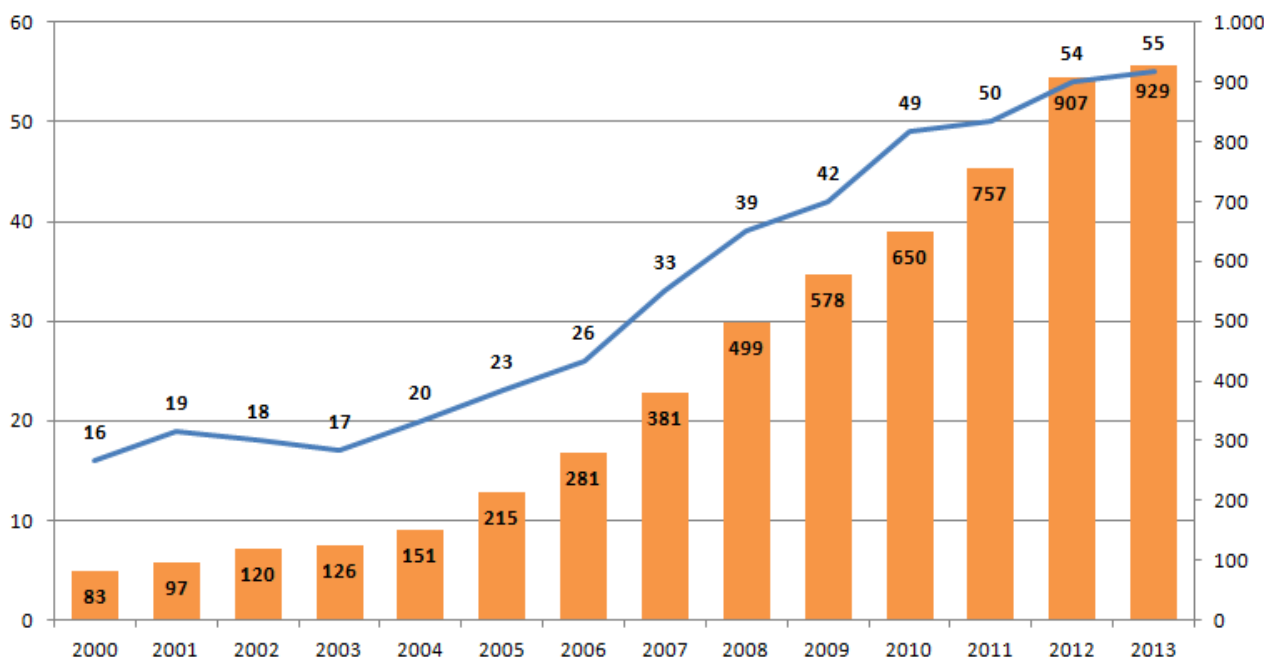
\*\*\* The figures apply to dematerialised shares deposited on accounts of brokerage houses

Source: [www.analizy.pl/fundusze/wiadomosci/13975/struktura-oszczednosci-gospodarstw-domowych-\(grudzien-2012\).html](http://www.analizy.pl/fundusze/wiadomosci/13975/struktura-oszczednosci-gospodarstw-domowych-(grudzien-2012).html),

### Investment fund market

Due to regular increase in investors' interest in the products of investment funds, both the number of fund management companies, and the number of funds, have been constantly growing. Fifty-five TFIs have been registered as at end-December 2013.

**The number of TFIs (line chart, left axis) and the number of fund management companies (column chart, right axis) over 2000-2012**



Source: Figures from the Chamber of Fund and Asset Management, [www.izfa.pl](http://www.izfa.pl)

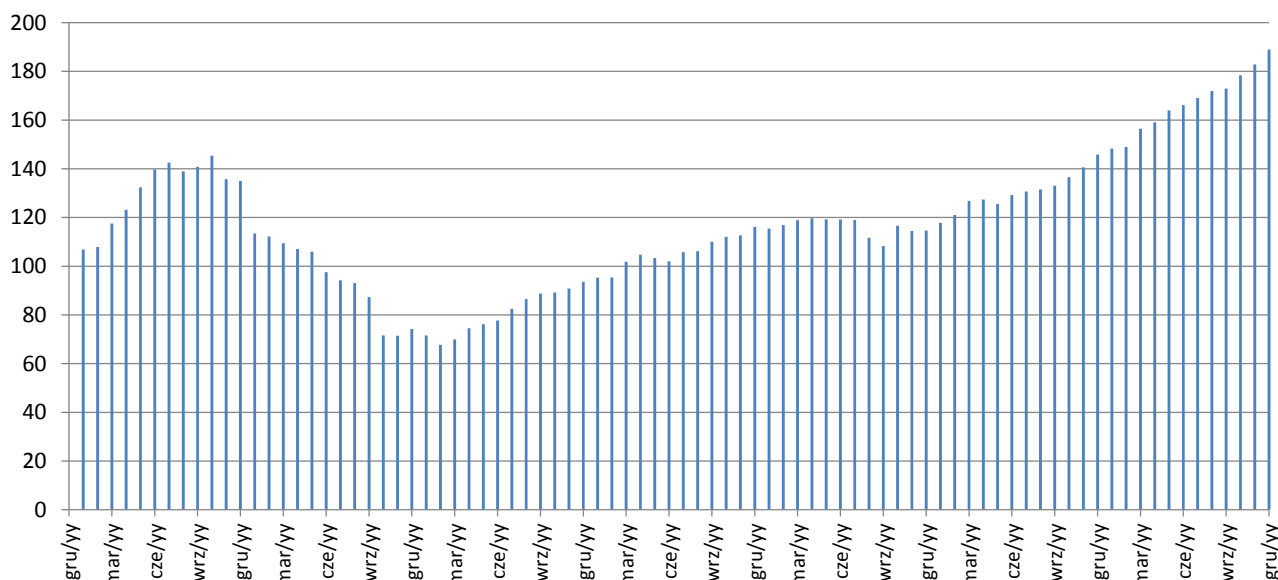
Operations of mutual investment institutions were enabled with the entry into force on 22 March 1991 of the act "Public Trading in Securities and Unit Trusts Law", but they started to develop more dynamically after the introduction of capital gain tax and the Act on Investment Funds which transformed unit trusts into investment funds, giving them legal personality.

The period 2002-2007 witnessed dynamic development of mutual investment products, due to (i) bull market on the Warsaw stock exchange (the WIG index increased from January 2002 to July 2007 by almost 390%), (ii) drop in interest rates (the level of the reference rate decreased from 11.5% in January 2002 to 4.0% in March 2006), which drove down interest rates of bank deposits, (iii) changing attitudes of the Poles towards saving and investing. Over that period, net value of the assets under the TFIs' management increased from almost PLN 12 billion to about PLN 135 billion. At the same time, the number of TFIs increased from 18 to 33, and the number of investment funds managed by them increased from 120 to 381.

A result of global financial crisis and gigantic losses on global stock markets in 2008, net asset value of investment funds slumped from more than PLN 145 billion at the end of October 2007 to less than PLN 68 billion at the end of February 2009.



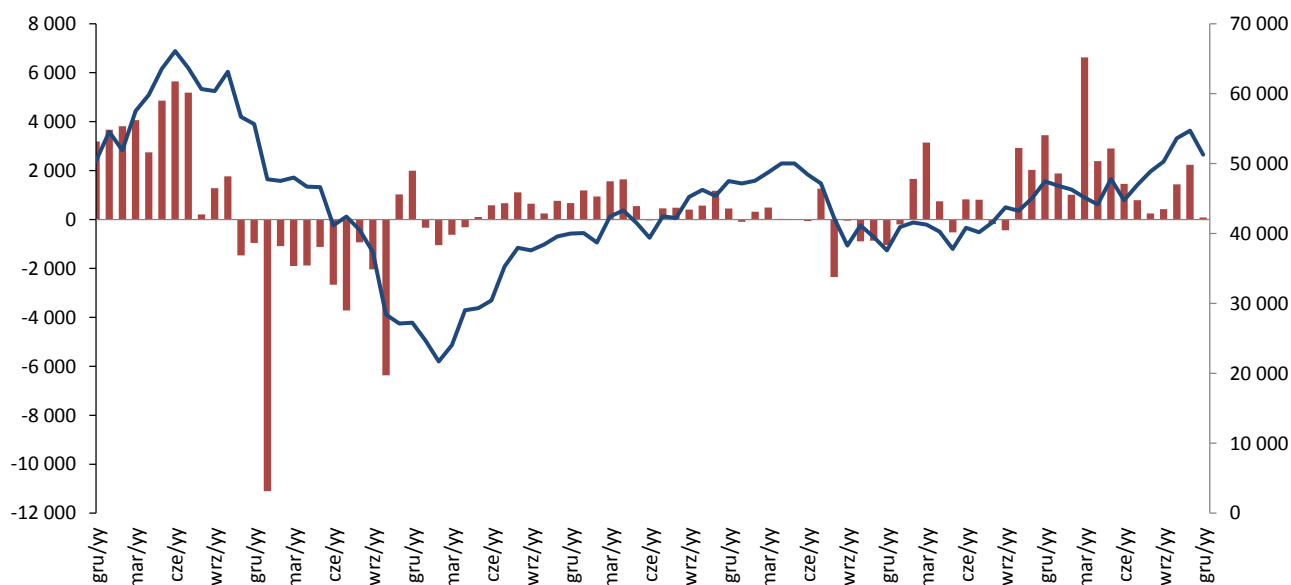
**Net assets of investment funds in Poland over 2007-2013 (PLN billion)**



Source: Figures from the Chamber of Fund and Asset Management, [www.izfa.pl](http://www.izfa.pl)

During 2009, this trend reversed and net assets of investment funds started to grow again. This was due to both positive flows to investment funds and the improving situation in stock markets.

**Balance of redemptions and inflows (PLN million) to Polish investment funds over 2006-2013 (left axis, bar chart) and WIG index over the same period (right axis, line chart)**



Source: Figures from the Chamber of Fund and Asset Management, [www.izfa.pl](http://www.izfa.pl) and figures from [www.stooq.pl](http://www.stooq.pl)

The period 2009-2013 can be considered as successful for investment funds. For most of that period, except for 2011, net assets were growing, with positive purchase/redemption balance, and there was a bull market on the Warsaw Stock Exchange. In 2012, the investors' confidence in equity and mixed funds, undermined by the financial crisis and the associated low rates of return, started to recover. By mid-2013, the same applied to debt funds, in connection with a round of interest rate cuts which boosted bond prices. Closed-end investment funds of non-public assets and absolute return closed-end investment funds started to gain prominence. The former due to possibility to invest in limited joint-stock partnerships [spółka komandytowo-akcyjna] and favourable taxation regulations, and the latter as a new product aimed at bringing positive returns in any macroeconomic conditions.

From the point of view of the fees charged by TFIs, which determine their financial results, important is both the value of assets under management and the positive balance on management (being the difference between the change in net asset value and the purchase/redemption balance). Over 2010-2013, TFIs generated a positive result on management, which means that they created value to the funds' members.

**Table 17. Net asset value, purchase/redemption balance, and the TFIs' results on management over 2010-2013 (PLN million)**

Market	31 December 2010	31 December 2011	31 December 2012	30 June 2013	31 December 2013
Net asset value	116,139	114,650	145,830	166,189	188,990
Purchase/redemption balance	9,385	-3,266	14,218	6,743	3,754
Change in net asset value	25,308	-1,489	31,180	9,770	16,039
Result on management	15,923	1,777	16,961	3,027	12,285
Result on management [%]	17.53%	1.53%	14.79%	1.94%	7.10%

Source: Figures from the Chamber of Fund and Asset Management, [www.izfa.pl](http://www.izfa.pl)

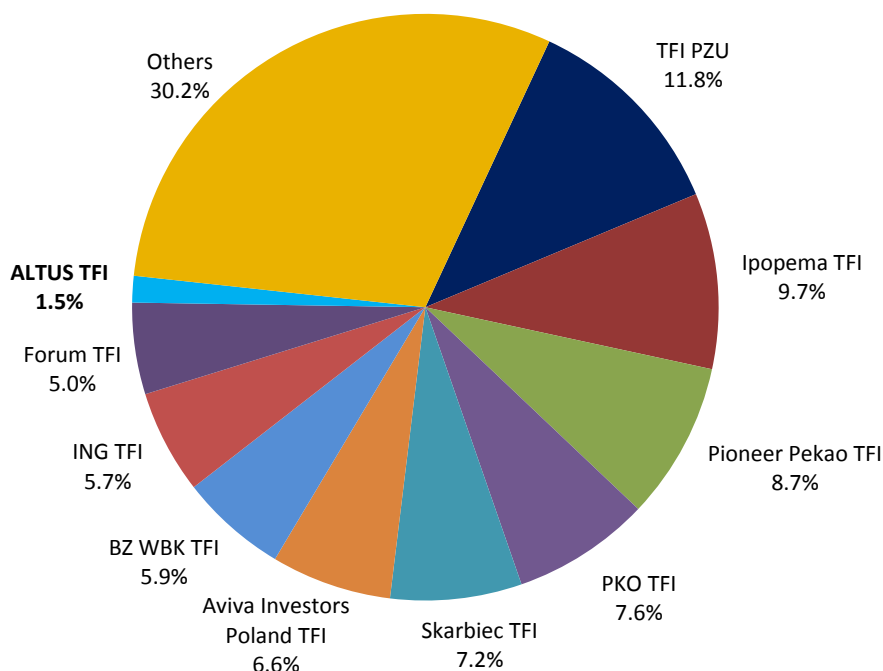
### Market structure, by type of fund management company

Polish fund management companies can be divided into three categories:

- related to banking institutions (PKO TFI, BZWBK TFI, ING TFI, Pioneer Pekao TFI, etc.)
- related to insurance institutions (TFI PZU, Aviva Investors Poland TFI, etc.)
- independent (ALTUS TFI, Quercus TFI, Ipopema TFI, etc.)

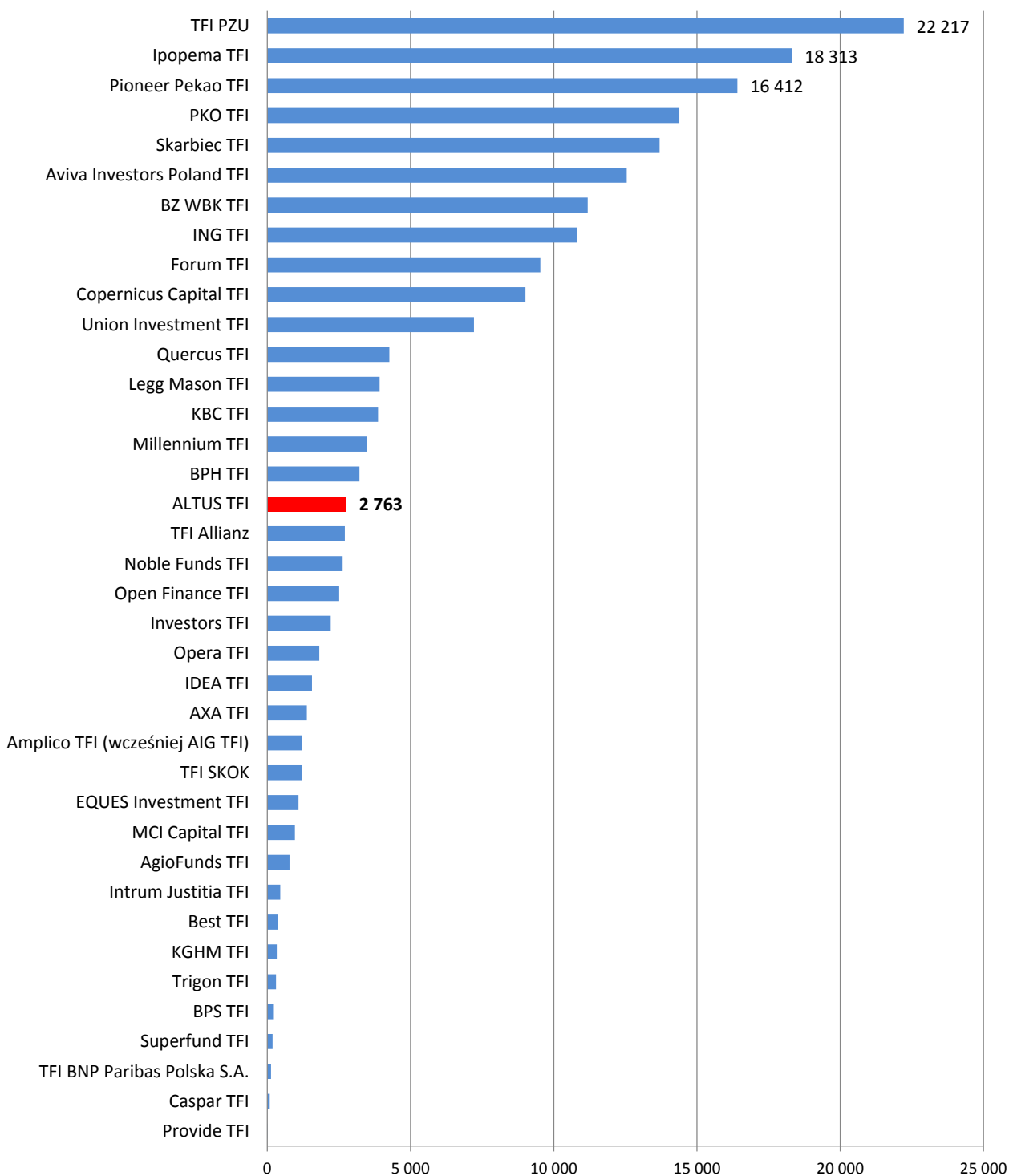
Due to their extensive customer base and a longer presence in the market, TFIs affiliated to banking or insurance institutions have had the largest share of the market. However, small and medium-sized entities, of which there more than 20 in Poland, have attracted increasing numbers of clients, thus expanding their net assets. At the end of December 2013, investment funds held net assets at PLN 189 billion, which is PLN 43 billion (25.4%) more than at the end of 2012. The largest assets were held under management by TFI PZU – PLN 22.2 billion, followed by Ipopema TFI – PLN 18.3 billion, and Pioneer Pekao TFI – PLN 16.4 billion.

**Structure of the investment fund market, by share of net assets, at the end of December 2013**



Source: Figures from the Chamber of Fund and Asset Management, [www.izfa.pl](http://www.izfa.pl)

**Net asset value, by investment fund, at end-December 2013 (PLN million)**



Source: Figures from the Chamber of Fund and Asset Management, [www.izfa.pl](http://www.izfa.pl)

The above list covers the whole investment fund market The Chamber of Fund and Asset Management distinguishes the following investment funds:

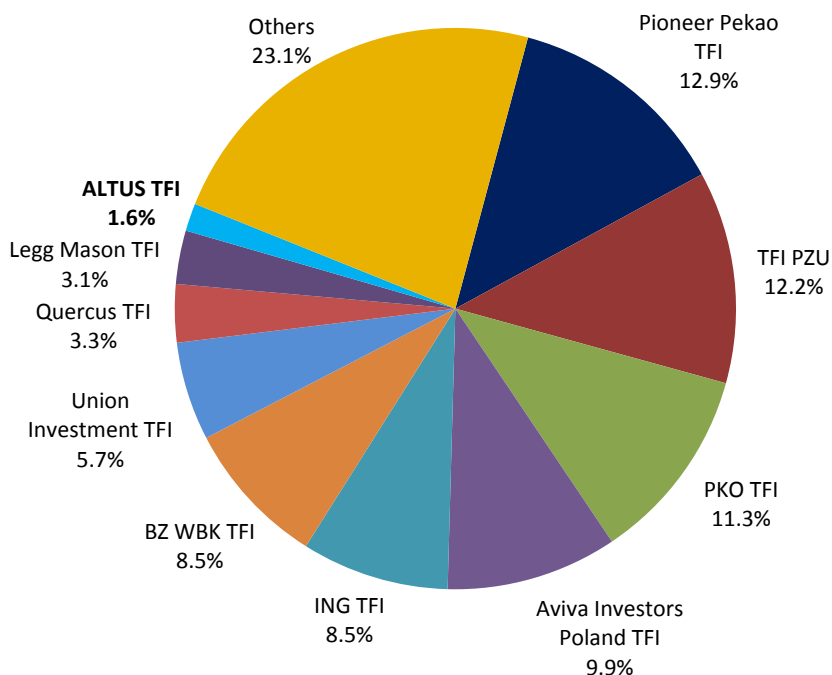
- capital market funds,
- non-public market funds,

and:

- dedicated funds (funds adapted to specific requirements of investors),
- non-dedicated funds.

At the end of 2013, net assets accumulated in capital market funds was PLN 127.3 billion, and the largest share in that segment was held by Pioneer Pekao TFI (PLN 16.4 billion worth of assets, 12.9% market share), followed by TFI PZU (PLN 15.5 billion worth of assets and 12.2% market share), and PKO TFI (PLN 14.4 billion worth of assets and 11.3% market share).

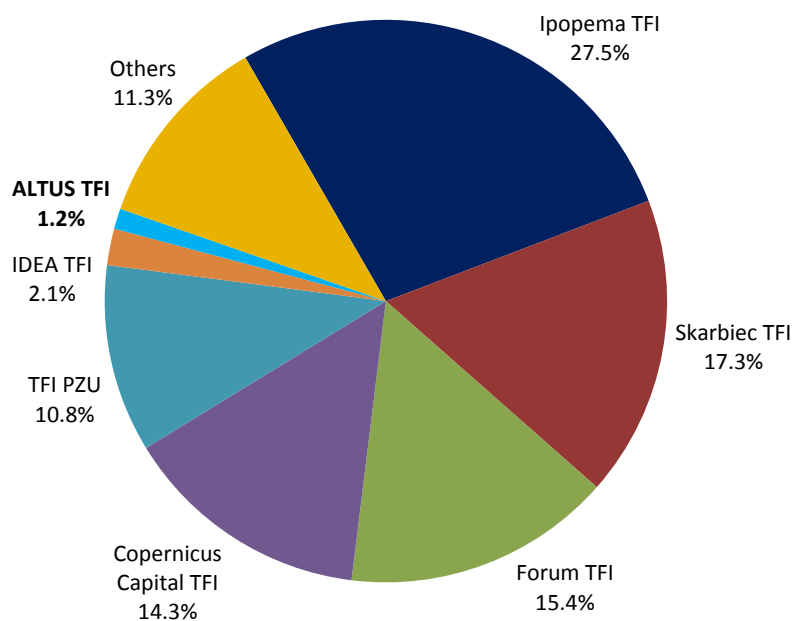
**ALTUS TFI compared to capital market funds, by net assets as at end-December 2013**



Source: Figures from the Chamber of Fund and Asset Management, [www.izfa.pl](http://www.izfa.pl)

At the end of December 2013, the non-public market funds held PLN 61.7 billion worth of assets, of which PLN 17 billion (27.5%) were managed by Ipopema TFI, PLN 10.7 billion (17.3%) by Skarbiec TFI, and PLN 9.5 billion (15.4%) by Forum TFI.

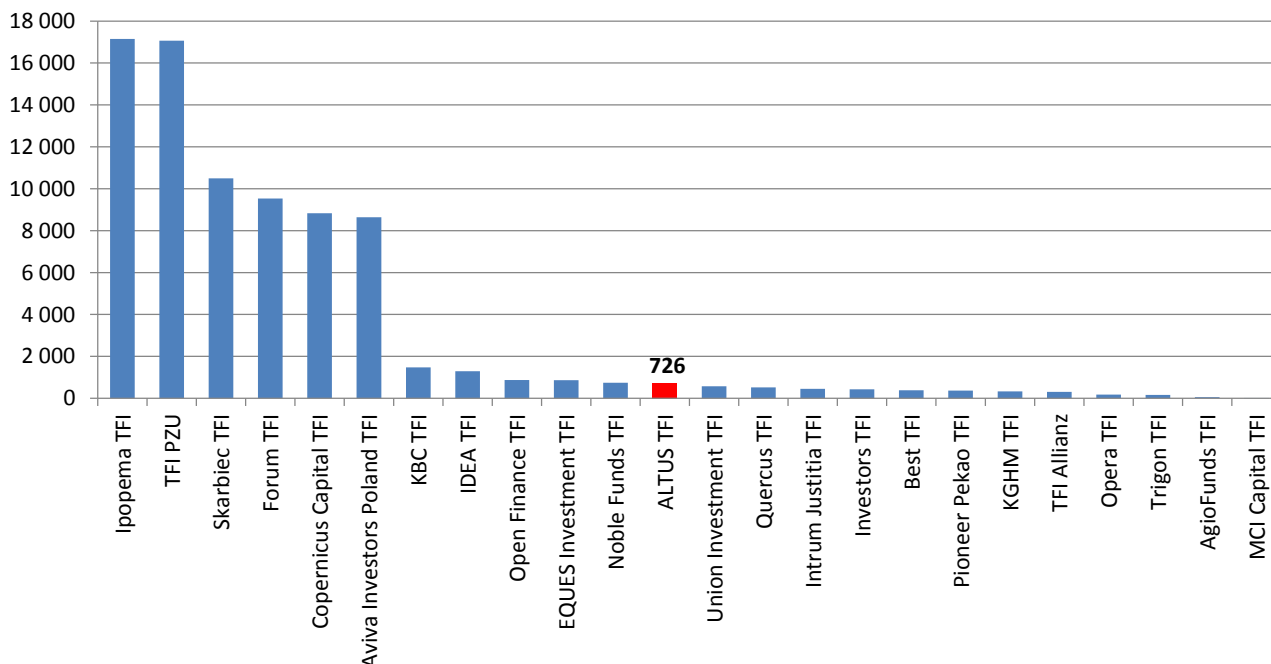
**ALTUS TFI compared to non-public market funds, by net assets as at end-December 2013**



Source: Figures from the Chamber of Fund and Asset Management, [www.izfa.pl](http://www.izfa.pl)

Net assets held at the end of December 2013 by dedicated funds amounted to PLN 81.7 billion. The largest share, 21.1%, was held by Ipopema TFI, with PLN 17.2 billion worth of assets, followed by TFI PZU with PLN 17.1 billion (21% of the market), and Skarbiec TFI, with PLN 10.5 billion (12.9% of the market).

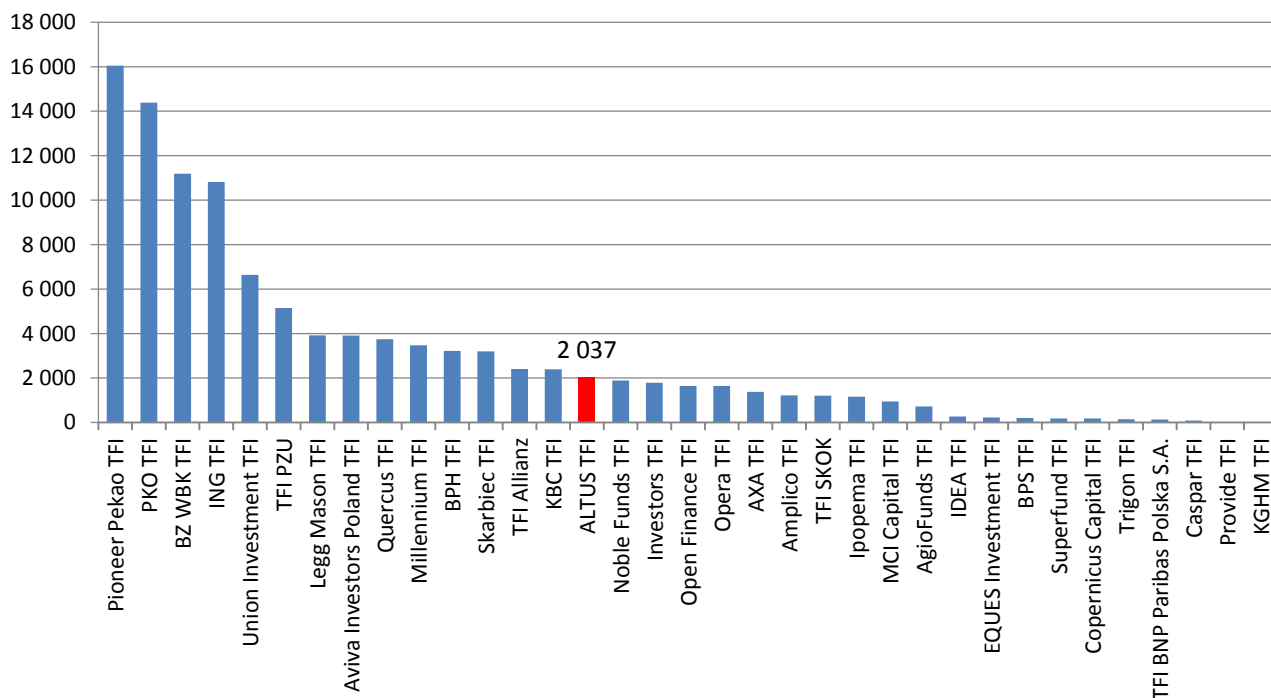
**Net assets of dedicated funds, by TFI, at end-December 2013 (PLN million)**



Source: Assets of investment funds 31 December 2013; Chamber of Fund and Asset Management, [www.izfa.pl](http://www.izfa.pl)

The largest non-dedicated funds, which at the end of December 2013 held PLN 107.5 billion, was Pioneer Pekao TFI (PLN 16 billion worth of assets and 14.9% share of the market), PKO TFI (PLN 14.4 billion worth of assets and 13.4% share of the market), and BZ WBK TFI (PLN 11.2 billion worth of assets and 10.4% share of the market).

**Net assets of non-dedicated funds, by TFI, at end-December 2013 (PLN million)**



Source: Assets of investment funds 31 December 2013; Chamber of Fund and Asset Management, [www.izfa.pl](http://www.izfa.pl)

### Market structure, by product

Under the Act on Investment Funds, TFIs may set up the following types of investment funds:

- open-end investment funds (FIOs) – available to a broad range of customers, their investment options are governed by statute,
- specialised open-end investment funds (SFIOs) – they resemble FIOs by construction, but are addressed to a narrower group of customers,
- closed-end investment funds (FIZs) – addressed to a narrow range of investors, they have less legal restrictions imposed on their investment policies.

At the end of December 2013, the most popular funds in Poland, from the point of view of investment policy – the type of assets invested in – were:

- debt funds – 23.1% of the market, by net asset value, but their share has been shrinking since June 2013,
- equities – 16% of the market,
- non-public assets – 19.7% of the market; the share and value of this type of funds have been systematically growing.

Investors often choose also mixed funds (about 11.3% of the market), money funds and cash funds (11.1% of the market) and absolute return funds (4.5% of net assets of the whole market). Customers more and more often opt for products adapted to their specific requirements and with a longer time horizon (closed-end investment funds and closed-end investment funds of non-public assets – FIZAN) at the expense of products available to the broad customer base (open-end investment funds, FIOs).

**Table 18. Net assets of investment funds, by segment, and their market shares (PLN million)**

Type of fund	31 December 2009	31 December 2010	31 December 2011	31 December 2012	31 December 2013
Equity	27,170	32,581	21,337	24,613	30,218
Mixed	28,405	30,537	21,286	20,213	21,360
Debt	12,670	16,715	24,710	41,314	43,656
Money and cash	8,731	15,366	13,595	13,789	20,971
Protection of capital	3,248	3,225	2,886	2,310	1,552
Commodities	138	403	697	519	249
Securitisation	924	805	1,760	2,071	1,655
Property	2,594	2,664	3,307	3,504	2,478
Non-public assets	7,478	11,352	14,261	23,379	37,176
Absolute return	2,051	2,878	2,956	4,516	8,579
Non-specific*		3,551	8,135	9,898	21,037
<b>Total</b>	<b>93,409</b>	<b>120,077</b>	<b>114,930</b>	<b>146,126</b>	<b>188,940</b>

\* aggregate assets of funds, mainly funds of non-public assets, but also from other groups (including: mixed, property, securitisation, equities)

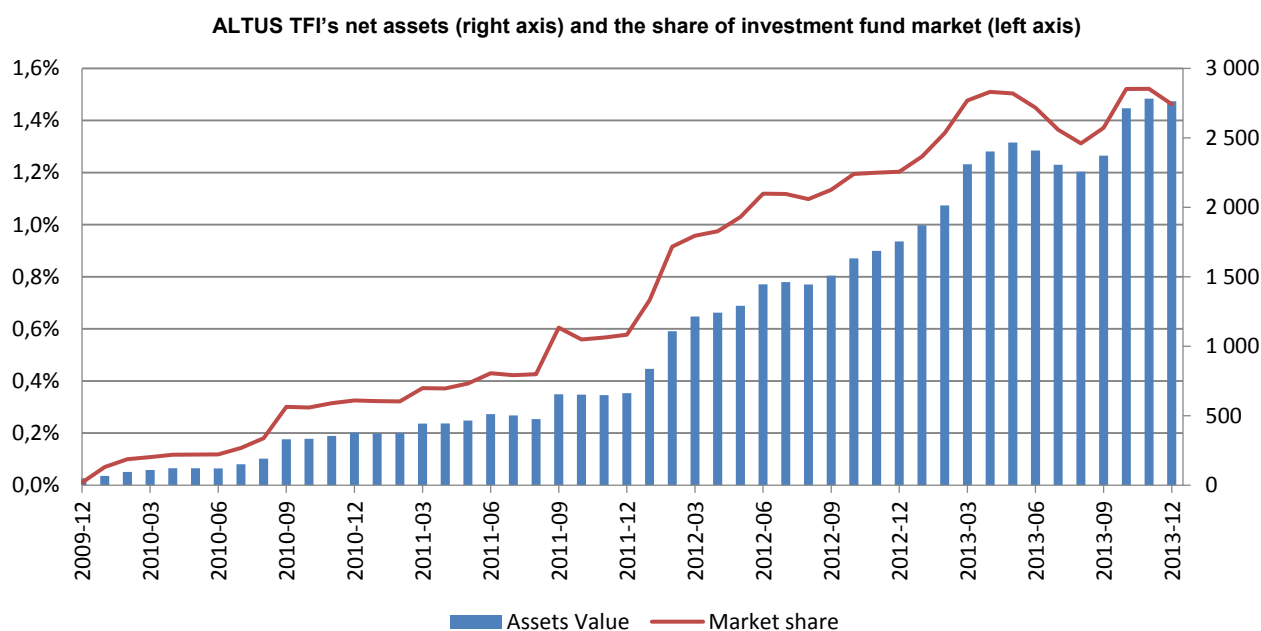
Source: Monthly reports developed by Analizy Online, [www.izfa.pl](http://www.izfa.pl)

### Position of the Company on the investment fund market in Poland

Although ALTUS TFI is a relatively recent player on the investment fund market in Poland (has been granted operation permission in December 2008), it has systematically expanded its net assets and market share. It belongs to a group of independent TFIs, has been established and is run by people experienced in managing the biggest funds in Poland.

The Company has very dynamically grown its market share. According to the Chamber of Fund and Asset Management, at the end of December 2013, ALTUS TFI funds held PLN 2.8 billion worth of assets (1.5% of the investment fund market in Poland), whereas in early 2010, the Company managed just PLN 66.3 million worth of assets) which was then 0.1% of the market.





Source: Figures from the Chamber of Fund and Asset Management, [www.izfa.pl](http://www.izfa.pl)

The flagship investment funds/sub-funds offered by ALTUS TFI are the following:

- ALTUS Subfundusz Absolutnej Stopy Zwrotu Rynków Zagranicznych (as part of ALTUS Absolutnej Stopy Zwrotu FIZ),
- ALTUS Subfundusz Absolutnej Stopy Zwrotu Rynku Polskiego (as part of ALTUS Absolutnej Stopy Zwrotu FIZ),
- ALTUS Absolutnej Stopy Zwrotu FIZ Obligacji 1.

These are absolute return closed-end investment funds which aim at working out a profit regardless of the current market situation. For this purpose, the managers have been using, among other things, derivatives on a variety of base instruments (shares, bonds, commodities, currencies, etc.). The recommended investment period is usually 3 years. The results of particular absolute-return investment funds (closed-end or specialised closed-end investment funds), which have been available in the market for three years, are provided in the table below (by rate of return after three years).

**Table 19. Results of closed-end investment funds (as at end-December 2013)**

Type of fund	1 month	2 months	3 months	6 months	12 months	18 months	24 months	36 months
<b>ALTUS Subfundusz ASZ Rynków Zagranicznych</b>	<b>0.59%</b>	<b>1.62%</b>	<b>6.54%</b>	<b>9.23%</b>	<b>15.45%</b>	<b>21.59%</b>	<b>30.12%</b>	<b>51.49%</b>
<b>ALTUS Subfundusz ASZ Rynku Polskiego</b>	<b>0.39%</b>	<b>0.92%</b>	<b>6.57%</b>	<b>8.83%</b>	<b>15.43%</b>	<b>21.50%</b>	<b>30.04%</b>	<b>47.76%</b>
Total FIZ	n.a.	n.a.	-6.59%	1.65%	-15.20%	2.57%	-6.95%	28.57%
Opera SFIO, Opera Alfa-plus.pl sub-fund	-0.95%	-1.43%	0.14%	3.50%	6.30%	12.67%	20.13%	27.87%
QUERCUS Absolute Return FIZ	n.a.	n.a.	5.24%	15.98%	30.21%	33.01%	41.34%	24.70%
ALTUS ASZ FIZ Obligacji 1	1.17%	1.29%	2.98%	4.27%	1.25%	8.76%	14.14%	22.14%
QUERCUS Parasolowy SFIO - QUERCUS Selektywny sub-fund	-0.75%	-0.65%	0.95%	6.51%	15.63%	20.65%	29.56%	20.76%
Opoka One FIZ	n.a.	n.a.	0.09%	4.88%	1.57%	3.41%	8.41%	20.22%
Agio SFIO, Agio-Aktywnej Alokacji sub-fund	-1.76%	-3.36%	3.47%	9.26%	5.78%	5.45%	4.79%	8.04%
Agio SFIO, Agio-Multistrategia sub-fund	-1.89%	-3.53%	2.83%	16.23%	20.57%	30.98%	18.99%	2.74%
Allianz Platynium FIZ	-1.02%	-1.09%	-0.57%	0.54%	-7.69%	-9.71%	-9.49%	-11.40%
Provide Able 2 Trend FIZ	-0.69%	-6.53%	-3.69%	-2.36%	-10.71%	-2.77%	-1.25%	-12.47%
BPH SFIO Total Profit	0.66%	1.77%	4.27%	4.86%	-2.23%	-3.18%	-3.40%	-13.39%
Opera Za 3 Grosze FIZ	-7.96%	-4.63%	0.77%	4.97%	-1.91%	2.67%	8.63%	-14.61%
Ipopema Opportunity FIZ	-4.66%	-4.67%	-3.84%	-2.82%	-2.10%	13.44%	13.38%	-20.63%

Type of fund	1 month	2 months	3 months	6 months	12 months	18 months	24 months	36 months
Opera FIZ	n.a.	n.a.	-5.66%	-1.89%	-22.31%	-25.40%	-27.36%	-40.65%
Investor FIZ	0.38%	4.37%	7.20%	15.67%	3.53%	-2.76%	-39.00%	-56.21%

Source: [www.analizyonline.pl](http://www.analizyonline.pl), [www.money.pl](http://www.money.pl), Chamber of Fund and Asset Management, [www.izfa.pl](http://www.izfa.pl)

A comparison of flagship ALTUS TFI funds with competitor funds shows that the Company's products have managed best within the last 3 years, generating rates of return between 20% and 50%, depending on the adopted investment policy.

The other ALTUS TFI funds have not been compared to their competitors due to their short period of operation in the market, or a small number of comparable competitors. Investment results of the remaining ALTUS TFI funds are presented in section 6.1.1 of this chapter of this Prospectus.

### 6.3. Exceptional factors having an influence on the issuer's activity during the period covered by the historical financial information

During the period covered by the historical financial information, there have been no exceptional factors with an influence on the primary operations and the main markets on which the Company has operated.

### 6.4. Summary information regarding the extent to which the issuer is dependent on patents or licences, industrial, commercial or financial contracts or new manufacturing processes

#### 6.4.1. Patents and licences

The Company is not dependent on any patents.

The Company's business is dependent on the licences issued by the Polish Financial Supervision Authority.

Under Article 38(1) of the Act on Investment Funds, only a Polish joint-stock company [spółka akcyjna] with its registered office in the territory of Republic of Poland which has been granted the Authority's licence for conducting the business defined in Article 45(1) of the Act on Investment Funds may be the fund management company.

Under Article 45(1) of the Act on Investment Funds, the company's sole objects are the creation and management of investment funds or foreign funds, including intermediary services in the sale and buy-back of units, representing the funds towards third parties, and managing the collective portfolio of securities.

On 2 December 2008, the Authority, under decision no. DFL/4030/139/69/07/08/V/KNF/52-1-1/AG granted to ALTUS Towarzystwo Funduszy Inwestycyjnych S.A. with its registered office at Warsaw, a licence to conduct business consisting in the creation and management of investment funds, including intermediary services in the sale and buy-back of units, representing the funds towards third parties, and managing the collective portfolio of securities.

Under Article 45(2) of the Act on Investment Funds, the company may, with the Authority's licence, expand its objects by the following:

- 1) managing portfolios which comprise one or more financial instruments;
- 2) investment advisory services, provided that the company has simultaneously applied for registration of the activities referred to in point 1, or conducts such activities.

In response to the application filed by the Company, the Authority has granted to the Company, on 16 June 2010, based on decision no. DFL/4030/11/15/10/I/52-1/KW, a licence to conduct business consisting in the management of portfolios comprising one or more financial instruments.

Under Article 15(1) of the Act on Investment Funds, to establish an investment fund, the Authority has to issue a relevant licence.

Under Article 15(1a) of the Act on Investment Funds, which has become effective on 4 December 2011, the Authority's licence is no longer required for the establishment of a closed-end investment fund issuing exclusively investment certificates which, under the fund's charter, will not be offered by way of public offer or admitted to trading on a regulated market, or introduced to an alternative trading system.

**Table 20. Licences obtained by the Company during the course of its business, concerning the scope of TFIs licensed activity and the establishment of investment funds**

Date of issue of licence	Ref. no.	Object of licence
2 December 2008	DFL/4030/139/69/07/08/V/KNF/52-1-1/AG	conduct business activities consisting in the creation and management of investment funds, including the provision of intermediary services in the sale and buy-back of units, representing the funds towards third parties, and managing the aggregate portfolio of securities

Date of issue of licence	Ref. no.	Object of licence
2 December 2008	DFL/4030/139/67/07/08/V/KNF/52-2-1/AG	establishing ALTUS Alternative Investments Fundusz Inwestycyjny Zamknięty
2 December 2008	DFL/4030/139/68/08/V/KNF/52-3-1/AG	establishing ALTUS Absolutnej Stopy Zwrotu Fundusz Inwestycyjny Zamknięty
26 February 2010	DFL/4034/236/17/09/10/V/U/52-3/EW	establishing ALTUS 1 Fundusz Inwestycyjny Zamknięty (currently: ALTUS 1 Fundusz Inwestycyjny Zamknięty in liquidation)
26 February 2010	DFL/4034/230/10/09/10/V/U/52-4/EW	establishing ALTUS 2 Fundusz Inwestycyjny Zamknięty
26 February 2010	DFL/4034/234/10/09/10/V/U/52-5/EW	establishing ALTUS 3 Fundusz Inwestycyjny Zamknięty
26 February 2010	DFL/4034/233/10/09/10/V/U/52-6/EW	establishing ALTUS 4 Fundusz Inwestycyjny Zamknięty
26 February 2010	DFL/4034/232/10/09/10/V/U/52-7/EW	establishing ALTUS 5 Fundusz Inwestycyjny Zamknięty
26 February 2010	DFL/4034/235/10/09/10/V/U/52-8/EW	establishing ALTUS 6 Fundusz Inwestycyjny Zamknięty
26 February 2010	DFL/4034/231/10/09/10/V/U/52-9/EW	establishing ALTUS 7 Fundusz Inwestycyjny Zamknięty
16 June 2010	DFL/4030/11/15/10/I/52-1/KW	conducting business consisting in the management of portfolios which comprise one or more financial instruments
17 June 2010	DFL/4034/136/12/10/U/V/52/12-1/PA	establishing ALTUS 8 Fundusz Inwestycyjny Zamknięty (currently: ALTUS Absolutnej Stopy Zwrotu Fundusz Inwestycyjny Zamknięty Obligacji 1)
17 June 2010	DFL/4034/144/3/10/U/V/52/13-1/PA	establishing ALTUS 9 Fundusz Inwestycyjny Zamknięty
17 June 2010	DFL/4034/137/6/10/U/V/52/14-1/PA	establishing ALTUS 10 Fundusz Inwestycyjny Zamknięty
17 June 2010	DFL/4034/145/3/10/V/U/52/15-1/JG	establishing ALTUS 11 Funduszy Inwestycyjny Zamknięty
17 June 2010	DFL/4034/140/2/10/V/U/52/16-1/JG	establishing ALTUS 12 Fundusz Inwestycyjny Zamknięty
17 June 2010	DFL/4034/143/2/10/V/U/52/17-1/JG	establishing ALTUS 13 Fundusz Inwestycyjny Zamknięty
17 June 2010	DFL/4034/142/2/10/V/U/52/18-1/JG	establishing ALTUS 14 Fundusz Inwestycyjny Zamknięty (currently: APIS Fundusz Inwestycyjny Zamknięty)
17 June 2010	DFL/4034/141/4/10/V/U/52/19-1/JG	establishing ALTUS 15 Fundusz Inwestycyjny Zamknięty
17 June 2010	DFL/4034/138/2/10/V/U/52/20-1/JG	establishing ALTUS 16 Fundusz Inwestycyjny Zamknięty
17 June 2010	DFL/4034/139/2/10/V/U/52/21-1/JG	establishing ALTUS 17 Fundusz Inwestycyjny Zamknięty
3 March 2011	DFL/4034/213/26/10/11/U/V/52/22-1/KP	establishing ALTUS 18 Niestandaryzowany Sekurytyzacyjny Fundusz Inwestycyjny Zamknięty (currently: SECUS Niestandaryzowany Sekurytyzacyjny Fundusz Inwestycyjny Zamknięty InSecura)
29 July 2011	DFL/V/4034/117/11/11/U/52/23-1/JG	establishing ALTUS 19 Fundusz Inwestycyjny Zamknięty
29 July 2011	DFL/V/4034/118/7/11/U/52/24-1/JG	establishing ALTUS 20 Fundusz Inwestycyjny Zamknięty
29 July 2011	DFL/V/4034/119/7/11/U/52/25-1/JG	establishing ALTUS 21 Fundusz Inwestycyjny Zamknięty
29 July 2011	DFL/V/4034/120/7/11/U/52/26-1/JG	establishing ALTUS 22 Fundusz Inwestycyjny Zamknięty
18 November 2011	DFL/V/4034/216/8/11/U/52/27-1/PA	establishing ALTUS 23 Fundusz Inwestycyjny Zamknięty
18 November 2011	DFL/V/4034/217/8/11/U/52/28-1/PA	establishing ALTUS 24 Fundusz Inwestycyjny Zamknięty
18 November 2011	DFL/V/4034/215/8/11/U/52/29-1/PA	establishing ALTUS 25 Fundusz Inwestycyjny Zamknięty
30 July 2012	DFI/I/4032/24/20/11/12/U/52/1/AP	establishing ALTUS Fundusz Inwestycyjny Otwarty Parasolowy

#### 6.4.2. Industrial, commercial or financial contracts

The Company is dependent on no industrial, commercial or financial contracts.

#### 6.4.3. Dependence on new manufacturing processes

The Company is not dependent on any new manufacturing processes.

## 6.5. The basis for any statements made by the issuer regarding its competitive position

All statements concerning the Company's competitive position contained in the Prospectus are based on the expertise of the Management Board and on the information concerning the market of fund management companies from generally available press publications, materials developed by the entities processing statistical data, and other generally available information allowing to make market comparisons, and may be encumbered with error. The list of information sources concerning the Company's market environment and its market position is presented in section 23.2 of this chapter of the Prospectus.

## 7. Organisation structure

### 7.1. Description of the group and the issuer's position within the group

The Company has no subsidiaries. The Company's shareholding structure is presented in section 18.1 of this chapter of the Prospectus.

### 7.2. The issuer's significant subsidiaries

The Company has no subsidiaries.

## 8. Property, plant and equipment

### 8.1. Information regarding any existing material tangible fixed assets

As at the Prospectus Approval Date, the Company has held no non-current assets with material book value in relation to the Company's balance-sheet total. No encumbrances have been established on the tangible fixed assets held by the Company.

#### 8.1.1. Property

As at the Prospectus Approval Date, the Company has not owned any properties.

The premises where the Company conducts its business activity are used by the Company based on a lease contract.

#### 8.1.2. Movable fixed assets

As at 31 December 2013, the Company held the following categories of movable fixed assets:

**Table 21. Property, plant and equipment as at 31 December 2013 (PLN thou)**

Category of property, plant and equipment	Book value of property, plant and equipment
IT infrastructure	53
Other property, plant and equipment	3
Modernisation of office rooms	24
Means of transport	59
<b>Total</b>	<b>139</b>

Source: ALTUS TFI

The category comprising IT infrastructure includes servers and personal computers, including computers with software.

The category of fixed assets related to the modernisation of office rooms includes outlays made in 2013 for the refurbishment of the premises rented by the Company. The means of transport held by the Company include one car purchased in 2013, made available for the use of the sales support department.

### 8.2. Planned acquisition of significant issuer's tangible fixed assets

As at the Prospectus Approval Date, the Company has planned no purchase of significant tangible fixed assets.

### 8.3. Environmental issues

The Company's business does not significantly impact on the environment.

## 9. Operating and financial review

This operating and financial overview of the Company is based on financial data from the financial statements for the financial year 2013, audited by the Statutory Auditor, together with comparative data for the years 2012 and 2011, prepared in accordance with the Polish Accounting Standards. Full content of the above-mentioned 2013 financial statements of the Company, accompanied by comparative data for 2012 and 2011 and detailed notes is presented in section 20.3 of this chapter of this Prospectus, and the Statutory Auditor's opinion on the auditing of these statements is presented in section 20.4.1 of the chapter of this Prospectus.

### 9.1. Financial condition

#### Financial results

The financial results achieved by the Company for 2011-2013 are presented in the tables below:

**Table 22. Profit and loss account of ALTUS TFI S.A. in 2011-2013 (PLN thou)**

	2013	2012	2011
Revenue	88,595	48,968	19,478
Cost of products	996	526	252
<b>Gross margin on sales</b>	<b>87,599</b>	<b>48,442</b>	<b>19,226</b>
Selling expenses	25,245	13,279	5,426
General and administrative expenses	6,580	3,529	3,877
<b>Profit(loss) on sales</b>	<b>55,774</b>	<b>31,634</b>	<b>9,923</b>
Other operating income	930	34	169
Other operating costs	11,652	6,559	
<b>Operating profit(loss)</b>	<b>45,052</b>	<b>25,109</b>	<b>10,092</b>
Financing income	1,286	734	202
Financing cost	44	7	6
<b>Profit(loss) on business activity</b>	<b>46,294</b>	<b>25,836</b>	<b>10,288</b>
Profit(loss) on extraordinary items			
<b>Profit before tax</b>	<b>46,294</b>	<b>25,836</b>	<b>10,288</b>
Income tax	8,730	4,863	1,905
<b>Profit after tax</b>	<b>37,564</b>	<b>20,973</b>	<b>8,383</b>

Source: ALTUS TFI

Throughout the period covered by the historical financial information, ALTUS TFI's revenues have been growing very dynamically, and the principal source of income have been (fixed and variable) fees charged by the Company for the management of investment funds, and, to a significantly smaller extent, the investment certificate issue fee (detailed structure of the Company's revenues is presented in section 6.2.1 of this chapter of this Prospectus).

The fixed management fee accrues, as a rule, for every day of membership of sub-funds/funds, in the form of a fixed percentage of the fund's assets. The rates of fixed fees depend both on the amount of assets managed under a particular fund and the type of the fund. For the sub-funds comprising the ALTUS FIO Parasolowy umbrella fund, the compensation does not exceed 4% annually on the average annual net value of the assets held by the sub-funds in the respective year, and accrues on a monthly basis. For the closed-end investment funds, the amount of the fixed fee charged by the Company varies by fund, and accrues per each day of valuation and per each day of the calendar year on the net asset value of the respective fund. This compensation is charged up to the seventh day of the month following the month in which the fund assets have been appraised.

The variable management fee depends on the results worked out by particular investment funds/sub-funds and is charged if a rate of return is achieved exceeding, in the given settlement period, the percentage change in value of the unit/investment certificate of the benchmark portfolio, defined individually for each fund. For the sub-funds comprising the ALTUS FIO Parasolowy umbrella fund, the variable fee accrues on the last day of valuation of the assets of the respective sub-fund in a calendar year, and well as on the valuation date on which the sub-funds units are bought back, and, in the event of the sub-fund's liquidation, on the valuation date directly preceding the date of commencement of liquidation of that sub-fund. The maximum rate of variable fee for the management of the sub-funds of the ALTUS FIO Parasolowy open-ended fund is 20%. For closed-end investment funds, the variable fee accrues on the last day of valuation of the assets of the respective fund in a calendar year, as well as on the valuation date on which investment certificates are redeemed, and on the valuation date seven days prior to the new issue of the fund's investment certificates. This compensation is charged by the Company seven days after the date of accrual.

The dynamic growth of ALTUS TFI's revenues during the period covered by the historical financial information was due primarily to a significant increase in net assets under the Company's management (from about PLN 366.5 million at the end of 2010 to PLN 4,347.3 million at the end of 2013; detailed analysis of net asset value of particular funds/sub-funds and the value of the assets managed under the *Asset Management* service is presented in section 6.1.1 of this chapter of this Prospectus). The assets under management grew in value both due to new capital attracted to the existing and newly launched investment funds, and the growing value (especially in the years 2012-2013) of the financial instruments comprising the funds' holdings. Significant for the Company's revenues during the analysed period were also investment results achieved by the managed funds, translating into the amount of variable fee charged. High rates of return achieved by ALTUS funds (detailed information about the rates of return achieved by selected ALTUS funds is presented in section 6.1.1 of this chapter of the Prospectus), even in the period of unfavourable situation in the financial markets over 2011, contributed to the Company's increased revenues throughout the whole period considered. During the period covered by the historical financial information, revenues increased from PLN 19,478,000 in 2011 to PLN 88,595,000 in 2013.

The cost of operating activities of the Company have comprised primarily selling expenses, mainly including the cost of compensation for the institutions collaborating in the process of distribution of investment certificates issued by closed-end funds and the sale of units of the open-end fund. This compensation, being a certain percentage share of the Distribution and Insurers in the fund management fees and the distribution fee, depends on the value of the managed fund assets and the number of units sold. During the period covered by the historical financial information, with the expanded scale of the Company's business, its operating costs increased from PLN 9,555,000 in 2011 to PLN 32,821,000 in 2013 (more than threefold growth).

The high growth rate of revenues, much higher than the growth rate of costs (especially over 2012), resulted in the profit on sales achieved by the Company during the period covered by the historical financial information increasing more than 5.5 times, from PLN 9,923,000 in 2011 to PLN 55,774,000 in 2013.

In 2011, the balance of other operating income and costs was low and had a small effect on the operating result achieved by the Company. However, in 2012 and in 2013, this balance became highly negative primarily due to the establishment of provisions for the costs related to the implementation of an "incentive plan" at the Company (disclosed in other operating costs in the amount of, respectively, PLN 6,000,000 in 2012 and PLN 11,500,000 in 2013; detailed information about the "incentive plan" is presented in section 15.1 of this chapter of this Prospectus).

Throughout the analysed period, the balance of financing income and costs was positive and the primary item affecting its amount was interest accrued on the Company's bank accounts and deposits.

Profit after tax achieved by the Company increased during the period covered by the historical financial information from PLN 8,383,000 in 2011 to PLN 37,564,000 in 2013.

The profitability indicators for the Company over 2011-2013 are represented in the table below.

**Table 23. Profitability indicators achieved by ALTUS TFI S.A. over 2011-2013**

	2013	2012	2011
Return on sales	63.0%	64.6%	50.9%
Operating margin	50.9%	51.3%	51.8%
Gross profit margin	52.3%	52.8%	52.8%
Net profit margin	42.4%	42.8%	43.0%
Return on assets (ROA)	47.7%	50.4%	43.0%
Return on equity (ROE)	72.4%	69.7%	52.5%

*Calculation of indicators:*

- *profitability ratios – respectively, gross profit, operating profit, profit before tax and net profit over the period / revenue over the period;*
- *return – net profit for 12 months / amount of, respectively, total assets or equity as at the end of period.*

Source: ALTUS TFI

Over the analysed period, all profitability indicators achieved by the Company were positive, although some of them were subject to some fluctuations, especially in 2012 and 2013.

During this period, found the one hand, favourable situation in financial markets translated into increased Companies revenue and increased return on sales, and, on the other hand, significant increase in operating costs due to the launch of the ALTUS FIO Parasolowy fund, and the establishment of the above-mentioned provisions, have worsened profitability indicators on other levels of the financial result in comparison with the previous comparable period.

### Assets

The value of ALTUS TFI's assets during the period covered by the historical financial information was systematically increasing together with the expanding scale of the Company's business. Changes in the value and structure of the Company's assets over the period 2011-2013 are presented in the tables below.



**Table 24. Assets of ALTUS TFI S.A. over 2011-2013 (PLN thou)**

	31 December 2013		31 December 2012		31 December 2011	
	PLN thou	structure	PLN thou	structure	PLN thou	structure
<b>Non-current assets</b>	<b>6,559</b>	<b>8.3%</b>	<b>4,501</b>	<b>10.8%</b>	<b>2,965</b>	<b>15.2%</b>
Tangible fixed assets	139	0.2%	55	0.1%	26	0.1%
Long-term financial assets	3,416	4.3%	3,138	7.5%	2,719	13.9%
Long-term accruals and deferrals	3,004	3.8%	1,308	3.1%	220	1.1%
<b>Current assets</b>	<b>72,222</b>	<b>91.7%</b>	<b>37,120</b>	<b>89.2%</b>	<b>16,528</b>	<b>84.8%</b>
Inventory					10	0.1%
Accounts receivable	24,968	31.7%	14,005	33.6%	6,692	34.3%
Short-term investments	47,245	60.0%	23,111	55.5%	9,818	50.4%
Short-term accruals and deferrals	9	0.0%	4	0.0%	8	0.0%
<b>Total assets</b>	<b>78,781</b>	<b>100.0%</b>	<b>41,621</b>	<b>100.0%</b>	<b>19,493</b>	<b>100.0%</b>

Source: ALTUS TFI

The structure of the Company's assets is typical of an entity active in the investment business. Throughout the presented period, tangible fixed assets constituted a small proportion of total assets, not exceeding 0.5% of the balance sheet total.

The Company's assets actually do not contain inventory, and the highest proportion of total assets are primarily short-term investments and, to a significantly smaller extent, accounts receivable and long-term financial assets.

The value of short-term investments significantly increased over the presented period, from PLN 9,818,000 at the end of 2011 to PLN 47,245,000 at the end of 2013. The principal items of short-term investments were free cash of the Company deposited on bank current and saving accounts, and since 2012 – also in units of the sub-funds of the ALTUS FIO Parasolowy umbrella fund launched in September 2012. The carrying value of the units held at 31 December 2012 was PLN 4,250,000, and at 31 December 2013 – PLN 7,766,000. At the end of December 2013, the "Short-term investments" item of the Company's balance sheet also included the investment certificates of the funds: ALTUS ASZ FIZ Nowa Europa+ and ALTUS FIZ Aktywnej Alokacji Spółek Dywidendowych, acquired by the Company in 2013, with a combined carrying value of PLN 3,913,000.

With the expansion of the Company's business, the value of accounts receivable had systematically grown over the analysed period, and their share of the asset structure was at about 30%.

The Company's long-term assets include investment certificates of the ALTUS FIZ 9 fund, which the Company acquired in the process of launching that fund in January 2011. The value of the long-term financial assets held by the Company, as disclosed in the balance sheet, increased from PLN 2,719,000 at 31 December 2011 to PLN 3,416,000 at 31 December 2013. At the same time, the share of this item in the Company's total assets decreased, respectively, from about 14% at the end of 2011 to about 4% at the end of 2013.

## 9.2. Operating profit(loss)

### 9.2.1. Causes for significant changes in net sales

During the period covered by the historical financial information, ALTUS TFI's net sales grew very dynamically. Over 2011-2013, the Company's revenue more than quadrupled from PLN 19,478,000 in 2011 to PLN 88,595,000 in 2013. The principal source of income of the Company were proceeds from the fixed and variable fees for the management of ALTUS funds. The proceeds from the above-mentioned fees are closely correlated with the value of assets under management. As assets under management grew (from PLN 1,017.5 million at the end of 2011 to PLN 4,347.3 million at the end of 2013), the compensation charged by the Company had been increasing very dynamically (from PLN 16.6 million in 2011 to PLN 83.1 million in 2013).

The principal factors which influenced the growth of asset value under the Company's management during the period covered by the historical and interim financial information are described in section 9.2.2 below.

### 9.2.2. Factors with material effect on the operating result

The primary factors with material effect on the Company's operations in the period covered by the historical financial information include both external and internal factors.

Since ALTUS TFI's main object is to manage investments funds, the result of its operations is directly affected by the situation in financial markets (including the domestic economic situation) and investments sentiments in this market.

Following a significant slowdown in economic growth and the contraction in financial markets in 2009, 2010 was a period successful for the investment fund market in Poland. Throughout 2010, interest rates were stable, which made safe fixed-income savings products (bank deposits and Treasury bonds) less attractive than the more risky, but potentially

more profitable forms of investing. This attracted clients to investing their holdings in investment funds, especially those with a relatively low risk level.

In 2010, favourable situation also prevailed in stock markets, both in Poland and abroad, which translated into increased value of financial instruments (primarily equity instruments) comprising the portfolios of the funds managed by TFIs.

The opposite situation was prevalent in Poland in 2011. After the central bank had increased its interest rates, the attractiveness of bank deposits and Treasury bonds increased, and stock exchanges reported largest drops in their index values in three years. Despite lower demand for the products offered by fund management companies, the number of closed-end investment funds offered by the Company increased over 2011 from 11 to 21, and the combined proceeds from the issue of investment certificates were PLN 437 million. The crisis in financial markets, which, in general, adversely affected net asset value of the investment funds registered in Poland, has not been reflected in decreased assets under the Company's management – over 2011 the value of assets under management increased from PLN 366.5 million to PLN 1.017.5 million.

One internal factor with an equal significance to the result of the Company's operations were the investment results achieved by individual funds, which depend on the decisions made by the fund managers, boosting the variable management fee charged by the Company. Over 2011, the main funds of the Company achieved above-average results. This applied in particular to ALTUS Subfundusz ASZ Rynków Zagranicznych, which achieved annual rate of return at 16.4%, ALTUS Subfundusz ASZ Rynku Polskiego (with annual rate of return at 13.7%), and ALTUS ASZ Obligacji 1 fund (annual rate of return at 7.1%).

Despite the unfavourable impact of external factors, the Company achieved revenue at PLN 19.5 million in 2011. Profit on sales and operating profit were PLN 9.9 million and 10.1 million, respectively.

2012 was one of the best periods for the investment fund market in Poland throughout the industry's history. A relatively high demand for the products offered by fund management companies, resulting from lower attractiveness of fixed-income savings instruments (bank deposits, Treasury bonds) and favourable conditions in stock markets translated into dynamic growth in the value of the assets under the Company's management over 2012. The value of the assets received from the issue of investment certificates reached PLN 763.7 million. In addition, in September 2012, the Company launched the initial four sub-funds of the ALTUS FIO Parasolowy open-end fund. As a result, the value of assets under the Company's management increased over 2012 by about PLN 900 million, reaching PLN 1,903 million at the end of the year. The above-mentioned factors coupled with high management effectiveness, as demonstrated by the achievement of above-average rates of return on the assets of most of the funds managed by the Company, allowed the Company to reach more than two-and-a-half higher revenue as compared to 2011 (revenue increased from PLN 19.5 million in 2011 to about PLN 49 million in 2012).

Operating costs growing slower than sales contributed to a major increase in the sales result achieved by the Company (profit on sales increased from PLN 9.9 million in 2011 to PLN 31.6 million in 2012).

A major factor which affected the operating profit of the Company over 2012 were relatively high other operating costs, resulting primarily from establishing a PLN 6 million provision for the costs related to the performance of the "incentive plan" (the "incentive plan" is described in section 15.1 of this chapter of the Prospectus). The deeply negative balance of other operating income and costs decreased operating profit to PLN 25.1 million. Nevertheless, the Company's operating profit for 2012 was almost two-and-a-half times higher than in 2011.

Growing trend in financial markets in 2013 combined with a significant demand for the products offered by fund management companies contributed to continued growth of the value of the assets under the Company's management. Proceeds from the issue of investment certificates reached PLN 620.7 million in 2013, including the proceeds from newly launched closed-end funds (ALTUS ASZ FIZ Nowa Europa+ and ALTUS FIZ Aktywnej Alokacji Spółek Dywidendowych) reached the level of PLN 289.7 million. In 2013, more sub-funds of the ALTUS FIO Parasolowy fund were created – ALTUS Stabilnego Wzrostu, ALTUS Aktywnego Zarządzania and ALTUS Pieniężny. Significant assets were attracted by the Company under the *Asset Management* service (at the end of December 2014 the value of assets managed under this service reached PLN 1840.7 million). As a result, combined value of assets under the Company's management increased over 2013 from PLN 1903 million to PLN 4,347.3 million (including of the open-end fund from PLN 37.9 million to PLN 625.9 million, and of the ALTUS closed-end funds from PLN 1.685.5 million to PLN 1.871.5 million). The favourable business situation combined with good investment results achieved by the managed funds allowed the Company to achieve revenue at PLN 88.6 million in 2013, an increase by over 80% on 2012.

The ALTUS FIO Parasolowy fund (which attracted a growing interest among customers in 2013), recently added to the range of products offered by the Company, contributed to a relatively steep increase in the Company's operating costs, primarily due to a significant increase in selling costs, related to the distribution of the new product. The increased cost, including primarily the selling cost, resulted in a slight decrease in the Company's return on sales from 64.6% in 2012 to 63% in 2013. The Company's profit on sales reached PLN 55.8 million, a more than 24 million increase on the previous year.

In 2013, the highly negative balance of other operating income and costs, resulting from the Company-established provisions for the costs related to the performance of the "incentive plan" in the amount of PLN 11,500,000 (as described in section 15.1 of this chapter of the Prospectus), reduced operating profit to PLN 45.1 million. The Company's return on operations decreased slightly from 51.3% in 2012 to 50.9% in 2013.

### 9.2.3. Governmental, economic, fiscal, monetary or political policies or factors that have materially affected, or could materially affect, directly or indirectly, the issuer's operations

The factors with material effect on the Company's operating activities during the period covered by the historical financial information are listed in section 9.2.2. above.

The following major factors may have material effect on the Company's operating activity and future results:

- economic situation – favourable economic situation, manifesting itself through, among other things, improved financial results of market operators and increased affluence of the population, improve investment sentiments and increase the propensity to invest;
- inflation level and central bank policy regarding interest rates, influencing the propensity to invest in safe fixed-income savings products (bank deposits, Treasury bonds) – the lower interest on bank deposits, the greater attractiveness of investment funds;
- governmental fiscal policy regarding the taxation of different forms of capital investments – potential preference given to other capital investment forms (e.g. bank deposits) may decrease demand for the products offered by the Company;
- situation in the capital market, influencing the value of the financial instruments comprising the funds' investment portfolios, and thus the value of managed assets and the amount of management fees charged by the Company;
- maintenance of qualified and experienced managers of fund assets – adequately selected investment strategies as part of portfolio management translates into the funds' investment results;
- investment results of the managed funds – achievement of a high rate of return exceeding the benchmark adopted for the particular fund increases the Company's revenue, because it allows to charge variable management fees; in addition, the achievement of above-average returns strengthens the Company's market position, increasing demand from investors for the products offered by the Company;
- development of the distribution network – the development of the network of outlets offering units of sub-funds of the ALTUS FIO Parasolowy umbrella fund will enable the Company to reach out to potential customers with its products.

## 10. Capital resources

The analysis of the Company's capital resources is based on financial data from the financial statements for the financial year 2013 audited by the Statutory Auditor, together with comparative data for the years 2012 and 2011, prepared in accordance with the Polish Accounting Standards. Full content of the above-mentioned 2013 financial statements of the Company, accompanied by comparative data for 2012 and 2011 and detailed notes is presented in section 20.3 of this chapter of this Prospectus, and the Statutory Auditor's opinion on the auditing of these statements is presented in section 20.4.1 of this chapter of this Prospectus.

### 10.1. Information concerning the sources and amounts of capital

The structure of the sources of funding of the Company's assets over 2011-2013 is presented in the table below.

**Table 25. Sources of funding of ALTUS TFI S.A. over 2011-2013 (PLN thou)**

	31 December 2013		31.12.2012		31.12.2011	
	PLN thou	structure	PLN thou	structure	PLN thou	structure
<b>Total shareholder's equity</b>	<b>51,872</b>	<b>65.9%</b>	<b>30,108</b>	<b>72.3%</b>	<b>15,975</b>	<b>82.0%</b>
Share capital	4,360	5.5%	4,320	10.4%	4,280	22.0%
Share capital registered after the balance sheet date	40	0.1%	40	0.1%	40	0.2%
Supplementary capital	5,297	6.7%	1,464	3.5%	917	4.7%
Revaluation reserve	742	0.9%	638	1.5%	219	1.1%
Other reserve capital	3,909	5.0%	2,673	6.4%	2,136	11.0%
Profit/Loss after tax	37,564	47.7%	20,973	50.4%	8,383	43.0%
<b>Liabilities and provisions for liabilities</b>	<b>26,869</b>	<b>34.1%</b>	<b>11,513</b>	<b>27.7%</b>	<b>3,518</b>	<b>18.0%</b>
Provisions for liabilities	16,026	20.4%	6,391	15.4%	1,157	5.9%
Current liabilities	10,843	13.7%	5,122	12.3%	2,361	12.1%
<b>Total liabilities &amp; shareholder's equity</b>	<b>78,781</b>	<b>100.0%</b>	<b>41,621</b>	<b>100.0%</b>	<b>19,493</b>	<b>100.0%</b>

Source: ALTUS TFI

Equity has been the dominant source of funding of ALTUS TFI throughout the period covered by the historical financial information. Over the period under review, the share of shareholders' equity in the Company's balance sheet total decreased from more than 80% at the end of 2011 to less than 66% at the end of 2013. This decrease resulted from the

increased provisions, established primarily for the liabilities related to the “incentive plan” pursued by the Company (described in detail in section 15.1 of this chapter of this Prospectus). The principal item which affected the amount of equity over the review period was net profit worked out by the Company.

As a result of subsequent issues of shares over the discussed period, ALTUS TFI’s share capital rose from PLN 4,000,000 at the end of 2010 to PLN 4,360,000 at the end of December 2013.

In 2011, the Company’s share capital was increased by PLN 280,000 as a result of issuing 2,800 registered shares of series D with a par value of PLN 100 each. These shares were issued with the waiver of the pre-emption rights for the existing shareholders and were offered to investors through private subscription. The issue price of series D shares was set at PLN 200, and the total value of the offering was PLN 560,000. The premium of the issue price over the share par value increased the Company’s supplementary capital.

In addition, in April 2011, the General Meeting resolved to conditionally increase the Company’s share capital by up to PLN 150,000 through the issue of up to 1,500 registered shares of series E with a par value of PLN 100 each, in order to grant rights to shares of series E to holders of subscription warrants (incentive programme for the Company’s management officers carried out in the years 2011-2014; this resolution was amended by resolution of the Extraordinary General Meeting of 13 December 2013 – the details on the above-mentioned programme are presented in section 17.3 of this chapter of this Prospectus). The issue price of the series E shares was equal to the par value. As a result of the above-mentioned incentive programme, in 2011, in exchange for subscription warrants, 400 shares of series E with a par value PLN 100 each were taken up, whereas, in accordance with the CCCP, the increase in share capital (by PLN 40,000) was registered in February 2012. In the Company’s balance sheet prepared at 31 December 2011, the unregistered share capital was disclosed under “Share capital registered after the balance sheet date”.

Likewise, in 2012, as a result of another incentive programme, in exchange for subscription warrants, 400 shares of series E with a par value PLN 100 each were taken up, and the increase in the Company’s share capital (by PLN 40,000) was registered in January 2013. In the balance sheet prepared at 31 December 2012, the unregistered share capital was disclosed under “Share capital registered after the balance sheet date”.

Also in 2013, in exchange for subscription warrants, 400 shares of series E with a par value PLN 100 each were taken up, however, due to the lack of registration in the National Court Register (KRS), the increase of share capital by PLN 400,000 was disclosed in the balance sheet at 31 December 2013 under the item “Share capital registered after the balance sheet date”. The registration of the increase in share capital was effected in January 2014, and, as at the Prospectus Date, the Company’s share capital has been PLN 4,400,000.

The Company’s supplementary capital was set up in 2011 from the distribution of profit for 2010 and from the premium from the issue of series D shares in 2010. Over the subsequent years, the growth in the Company’s supplementary capital resulted from the transfer of some part of the profit worked out by the Company in 2011 and 2012 to the supplementary capital. As a result, this capital rose from PLN 917,000 at the end of December 2011 to PLN 5,297,000 at the end of December 2013.

A significant part of the Company’s share capital has been “Other reserve capital”, first established in 2011 from the distribution of profit for the preceding year. The value of other reserve capital rose over the reviewed period from PLN 2,136,000 at 31 December 2011 to PLN 3,909,000 at 31 December 2013.

Reserve capital is established by the Company to cover special losses and expenditures. The Company’s Statutes provide that at least 10% of profit for the particular year is earmarked by the General Meeting to social purposes. The funds from the distribution of profit for social purposes increase the Company’s reserve capital. Reserve capital growth due to some part of the profit being earmarked for social purposes is as follows:

- in 2011 (from the distribution of profit for 2010) – PLN 464,000.
- in 2012 (from the distribution of profit for 2011) – PLN 838,000
- in 2013 (from the distribution of profit for 2012) – PLN 2,097,000
- in 2014 (from the distribution of profit for 2013) – PLN 3,757,000.

The following amounts from the Company’s reserve capital were earmarked for social purposes during the period covered by analysis:

- in 2011 – PLN 328,000
- in 2012 – PLN 301,000
- in 2013 – PLN 861,000.

Over the entire analysed period, net profit, worked out by the Company in increasing amounts starting from 2011, was an important source of financing of ALTUS TFI. The distribution of profit over the presented period is described in the table below:

**Table 26. Distribution of profit of ALTUS TFI for 2010-2013 (PLN thou)**

	for 2013	for 2012	for 2011	for 2010
coverage of loss for 2008 and 2009				537
supplementary capital		3,834	546	637
dividend for shareholders		15,042	6,999	1,000

	for 2013	for 2012	for 2011	for 2010
reserve capital	33,807*			2,000
other reserve capital – for social purposes	3,757	2,097	838	464
<b>Total</b>	<b>37,564</b>	<b>20,973</b>	<b>8,383</b>	<b>4,638</b>

\* funds from the distribution of profits for the year 2013 in the amount of PLN 33,807,000, increased by the funds from the supplementary capital (funded from the profit for the previous years) in the amount of PLN 1,153,000 and from the reserve capital (funded from the profit for the previous years) in the amount of PLN 2,000,000 were allocated for the acquisition from the Company's shareholders of 3,080,000 shares held by them for their redemption under Article 360 § 2 pt. 2) of the Polish Commercial Companies Code and Article 348 § 1 of the Polish Commercial Companies Code

Source: ALTUS TFI

On 24 April 2014, Ordinary General Meeting adopted resolution no. 30, authorizing the Management Board to acquire, until 30 May 2014, no more than 3,080,000 own shares issued by the Company for their redemption under Article 360 § 2 pt. 2) of the Polish Commercial Companies Code and Article 348 § 1 of the Polish Commercial Companies Code. On 15 May 2014, the Company concluded agreements on the acquisition of shares for their redemption with the shareholders who provided the Company with offers to sell shares. On the basis of said agreements, the Company acquired a total of 3,080,000 own shares for the total amount of PLN 36,960,000 (detailed information regarding share buy-back and planned redemption has been presented in pt. 21.1.7 of this chapter of the Prospectus). Own share acquisition was funded from the Company's own means, allocated for that purpose in accordance with the resolution no. 29 of the Ordinary General Meeting of 24 April 2014, obtained from:

- reserve capital funded from the profit for the previous years in the amount of PLN 35,807,000
- supplementary capital funded from the profit for the previous years in the amount of PLN 1,153,000.

After the redemption of all own shares owned by the Company, i.e. of 3,080,000 shares, the Company's share capital shall be reduced to the amount of PLN 4,092,000.

Debt financing constituted at the end of 2011 about 18% of the Company's balance sheet total. The largest item were current liabilities which at the end of December 2011 amounted to PLN 2,361,000. As at 31 December 2012 and 31 December 2013, the share of debt in the funding of the Company's business increased to about 28% and 34%, respectively. This resulted from a significant increase in the level of short-term provisions (the major provisions established in 2012-2013 are presented in section 9.1 above).

The primary debt indicators for the Company in 2011-2013 are presented in the table below.

**Table 27. ALTUS TFI debt indicators in 2011-2013**

	31.12.2013	31.12.2012	31.12.2011
Debt ratio	34.2%	27.7%	18.0%
Debt to equity ratio	51.9%	38.2%	22.0%

Calculation of indicators:

- debt ratio – total liabilities and provisions for liabilities adjusted by accruals and deferrals at the end of period / total assets at the end of period;
- debt to equity ratio – total liabilities at the end of period / shareholders' equity at the end of period;

Source: ALTUS TFI

Over the entire analysed period, the Company had used no long-term debt financing sources.

## 10.2. Explanation of the sources and amounts of and description of cash flows

The Company's cash flows over 2011-2013 are presented in the table below.

**Table 28. Selected items of the cash-flow statement of ALTUS TFI S.A. for 2011-2013 (PLN thou)**

	2013	2012	2011
<b>Cash flows from operating activities</b>	<b>39,283</b>	<b>20,350</b>	<b>10,687</b>
I. Profit (loss) after tax	37,564	20,973	8,383
II. Total adjustments:	1,719	-623	2,304
Amortisation and depreciation	33	18	21
Profit/Loss on investing activities	-830		-5
Changes in working capital, including:		-391	2,288
- changes in provisions	9,460	5,235	397
- changes in inventories (+ decrease / - increase)		10	-10
- changes in accounts receivable (+ decrease / - increase)	-10,963	-7,313	332



	2013	2012	2011
- Changes in short-term liabilities	5,721	2,761	1,590
- changes in accruals and deferrals	-1,702	-1,084	-21
Other adjustments		-250	
<b>Cash flows from investing activities</b>	<b>-6,716</b>	<b>-4,047</b>	<b>-2,520</b>
<i>Proceeds from investing activities</i>	0	0	1,505
From financial assets			1,505
<i>Expenses from investing activities</i>	6,716	4,047	4,025
Acquisition of intangible assets and tangible fixed assets	116	47	25
Acquisition of financial assets	6,600	4,000	4,000
<b>Cash flows from financing activities</b>	<b>-15,863</b>	<b>-7,259</b>	<b>-728</b>
<i>Income from financing activities</i>	40	40	600
Income from share issue	40	40	600
<i>Expenses from financing activities</i>	15,903	7,299	1,328
Dividend paid	15,042	6,998	1,000
Other expenses (social purposes)	861	301	328
<b>Change in net cash flows</b>	<b>16,073</b>	<b>9,044</b>	<b>7,439</b>

Source: ALTUS TFI

ALTUS TFI's operating activity throughout the period covered by the historical financial information, generated highly positive cash flows, and the primary source of funding of current operations was net profit worked out by the Company.

In 2010, in addition to net profit at PLN 8,383,000, an important source of funding for the Company were proceeds from the issue of Series C Shares at PLN 2,500,000. Over this period, the Company conducted almost no investing activities – investing outlays for the purchase of tangible fixed assets and intangible assets amounted to about PLN 19,000.

In 2011, the Company's activity was funded mainly from net profit, with additional sources of funding comprising proceeds from the issue of Series D shares (at PLN 560,000) and payments for Series E Shares, made by holders of subscription warrants (at PLN 40,000).

In 2011, negative net cash flows from investing activities were relatively high, at PLN 2,520,000. Over that period, the Company made a long-term investment in investment certificates of the ALTUS 9 FIZ fund for PLN 2,500,000, as well as a short-term investment in investment certificates of the ALTUS 12 FIZ, ALTUS 16 FIZ and SECUS FIZ InReturn funds for a total of PLN 1,500,000 (these certificates were subsequently sold by the Company for a total of PLN 1,505,000).

Net cash flows from financing activities were slightly negative, resulting primarily from the distribution of dividend, at PLN 1,000,000, to shareholders of the Company from the 2010 profit. In 2011, the Company also incurred expenses for social-purpose activity at PLN 328,000.

In 2012, the Company generated highly positive cash flows from operating activities. Also in this period, net profit at PLN 20,973,000 constituted the primary source of funding. Changes in the Company's working capital had a small effect on reduced cash flows (a significant growth in accounts receivable was compensated by increased provisions and short-term liabilities).

Total investment expenditures made by the Company over that period were PLN 4,047,000, and related primarily to the purchase (for a total of PLN 4,000,000) of units of the sub-funds of the ALTUS FIO Parasolowy fund established in September 2012.

Net cash flows from the Company's financing activities were highly negative, which resulted primarily from the distribution of dividend from profit for the previous year and the expenditures for social purposes. Over 2012, another batch of Series E Shares were taken up as part of the conditional increase in share capital. The holders of subscription warrants made payments for Series E Shares for a total of PLN 40,000.

In 2013, the high positive net cash flows from operating activities resulted primarily from the net profit at PLN 37,564,000, a decrease in accounts receivable (mainly from products and services) by PLN 10,963,000, and an increase in provisions by PLN 9,460,000. Net cash flows from investing activities were negative, and the Company's expenditures related primarily to the purchase of investment certificates of ALTUS ASZ FIZ Nowa Europa+ and ALTUS FIZ Aktywnej Alokacji Spółek Dywidendowych for a total of PLN 3,600,000 and units of sub-funds of the ALTUS FIO Parasolowy umbrella fund for a total of PLN 3,000,000.

In 2013, distribution of dividend for shareholders for 2012 at PLN 15,042,000 and the expenditure for social purposes at PLN 861,000 resulted in highly negative net financial flows.



### 10.3. Information on the borrowing requirements and funding structure

Throughout the period covered by the historical financial information, the Company had used its own capital to finance its operations, and used no external funding in the form of long- and short-term bank loans.

As at 31 December 2013, shareholders' equity constituted almost 66% of the Company's balance sheet total. Detailed information about the Company's funding structure is presented in section 10.1 above.

In January 2014, an increase in the Company's share capital by PLN 40,000 was registered at the KRS, due to the taking up in 2013, in exchange for subscription warrants, of 400 series E shares with a par value of PLN 100 each. As a result, as at the Prospectus Date, the Company's share capital has been PLN 4,400,000.

On 24 April 2014, the General Meeting adopted resolution no. 30, by which the Management Board was authorised to purchase up to 3,080,000 own (treasury) shares issued by the Company, in order to redeem these shares. By this resolution, the shares were to be purchased by the Company by 30 May 2013 (detailed information about the planned buyback and redemption of shares is presented in section 21.1.7 of this chapter of this Prospectus). The purchase of treasury shares will be financed from the Company's own resources accumulated under the reserve capital. After the maximum number of the Company's shares, i.e., 3,080,000 shares, are bought back and redeemed, the Company's share capital will be reduced to PLN 4,092,000.

On 24 April 2014, Ordinary General Meeting adopted resolution no. 29 on the distribution of the Company's profit for the year 2013 in the amount of PLN 37,564, allocating said amount to reserve capital, whereas the amount of PLN 3,756 was allocated for social purposes. Then, in May 2014, under resolution no. 30 of 24 April 2014, authorizing the Management Board to acquire, until 30 May 2014, own shares issued by the Company for their redemption, the Company acquired from shareholders who provided the Company with offers to sell shares a total of 3,080,000 own shares for the total amount of PLN 36,960,000 (detailed information regarding share buy-back and planned redemption has been presented in pt. 21.1.7 of this chapter of the Prospectus). Own share acquisition was funded from the Company's own means, allocated for that purpose in accordance with the resolution no. 29 of the Ordinary General Meeting of 24 April 2014, obtained from:

- reserve capital funded from the profit for the previous years in the amount of PLN 35,807,000
- supplementary capital funded from the profit for the previous years in the amount of PLN 1,153,000.

The above events affected the changes in the financing structure of the Company by own capital. After the redemption of all own shares owned by the Company, i.e. of 3,080,000 shares, the Company's share capital shall be reduced to the amount of PLN 4,092,000.

The Management Board does not provide for financing the Company's operations from debt in the future.

### 10.4. Restrictions on the use of capital resources

In the Company's view, there are no restrictions on the use of capital resources that have had materially affected or could materially affect, directly or indirectly, the Company's operations. Since its inception, ALTUS TFI has held capital resources at a level allowing for safe operations. The only known restriction on the use of capital resources is the requirement to maintain the minimum level of equity defined in legislation. The Company has never approached the level of the minimum capital, and the surplus has been several times higher than the statutory capital requirement.

### 10.5. Anticipated sources of funds needed to fulfil commitments referred to in items 5.2.3 and 8.2.

Due to the fact that ALTUS TFI has held no liabilities known by amount, as mentioned to in sections 5.2.3 and 8.2 of this chapter of this Prospectus, i.e., those related to future Company's investments and the planned material purchases of tangible fixed assets, the Company has not set aside funds for the implementation thereof. Potential investments will be financed from the Company's own resources.

## 11. Research and development, patents and licences

### 11.1. Research and development

The Company has conducted no research and development and has prepared no strategy in this regard.

### 11.2. Patents and licences

The Company has held no patents granted under the Act of 30 June 2000 "Industrial Property Law" (Journal of Laws Dz.U. 2001 No. 49 item 508, as amended).

In the course of its operations, the Company has used only standard licences related to the use of software.

### 11.3. Trademarks

The Company has owned protected trademarks, as listed in the table below:

**Table 29. The Company's trademarks**

	<b>Altus</b>	application no 375763 of 24 September 2010
Towarzystwo Funduszy Inwestycyjnych S.A.		under this application, the Company holds pre-emption rights to protection
<b>superus</b>		registered under no. 244095 pursuant to decision
(word mark)		of 26 January 2012

## 12. Trend information

### 12.1. The most significant recent trends in production, sales and inventory, and costs and selling prices

ALTUS TFI has been active in the financial business, therefore, it is impossible to define for it any trends in production, sales and inventory, and costs and selling prices or inventory. No major trends in the Company's business have occurred since the end of the last financial year to the Prospectus Approval Date.

From 31 December 2013 until the Prospectus Approval Date, the Company has expanded its product range to include more closed-end investment funds: in January 2014 a dedicated fund FRAM FIZ and a non-dedicated fund ALTUS FIZ Akcji+, in February 2014 a dedicated fund: ALTUS Absolutnej Stopy Zwrotu FIZ GlobAI, in March 2014 a non-dedicated fund ALTUS Absolutnej Stopy Zwrotu FIZ Rynków Zagranicznych 2 and in May 2014, dedicated funds: ALTUS FIZ 33, ALTUS FIZ 34 and ALTUS FIZ 35.

Basic information about non-dedicated funds launched by the Company in 2014 is presented below:

#### *ALTUS FIZ Akcji +*

An equities fund, entered to the RFI on 10 January 2014; the initial valuation of investment certificates took place on 16 January 2014.

At least 50% of the fund's assets may be invested in company shares, as well as in depositary receipts issued based on the shares of such companies and the rights to shares of such companies, as well as deposits in banks and credit institutions. The fund invests its assets mainly in investments denominated in the Polish currency in the Polish market.

The selection of investments to the fund is based on the assumption of investing the assets in the Polish market, as well as in selected foreign markets. The decisions on the selection of investments and the shares of individual investments in the fund's assets are taken primarily with the aim to maximising the return on the fund's holdings, while maintaining an adequate level of risk over a long term.

#### *ALTUS Absolutnej Stopy Zwrotu FIZ GlobAI*

An equities fund, entered to the RFI on 22 January 2014; the initial valuation of investment certificates took place on 10 February 2014.

This fund may invest from 0% to 100% of its assets in various categories of negotiable investments, taking into account the restriction under the Act on Investment Funds.

This fund is characterised by the absence of any strict investment diversification categories and high volatility of the assets comprising the portfolio. The decisions on the selection of investments and the shares of individual investments in the fund are taken primarily with the aim to achieving the highest possible return while minimising the investment risk and taking into account investment liquidity understood as the possibility to quickly modify the proportions of particular kinds of investment in the fund's assets.

#### *ALTUS Absolutnej Stopy Zwrotu FIZ Rynków Zagranicznych 2*

An equities fund, entered to the RFI on 13 March 2014; the initial valuation of investment certificates took place on 19 March 2014.

The selection of investments to the portfolio is based on the assumption of investing the assets in foreign markets. This fund is characterised by the absence of any strict investment diversification categories and high volatility of the assets comprising the portfolio. The decisions on the selection of investments and the shares of individual investments in the fund's holdings are taken primarily with the aim to achieving a positive rate of return both in circumstances of expansion and contraction in the foreign financial markets, including, in particular, in equity markets.

The assets of the sub-fund may be invested in shares, rights to shares, subscription warrants and pre-emption rights of companies, whether or not subject to public offering, shares in limited liability companies, money market instruments, foreign currencies, derivatives, units of open-end investment funds and investment certificates of closed-end investment funds, domiciled in the territory of the Republic of Poland, participation entitlements issued by foreign funds and by mutual investment institutions domiciled abroad, mortgage bonds, debt (except for debt owed by natural persons), as well as deposits at domestic and foreign banks or credit institutions. The fund aims at ensuring that at least 50% of its assets are invested in instruments denominated in foreign currencies in foreign markets.

Moreover, in April 2014, the Company's range of products has been expanded to include new sub-funds under the ALTUS FIO Parasolowy umbrella fund. Main information about these sub-funds is provided below:

#### *ALTUS Subfundusz Optymalnego Wzrostu*

Investment policy	This sub-fund has pursued the investment goal of absolute return. The investment decisions are taken primarily with the aim to achieving a positive rate of return both in circumstances of expansion and contraction in the financial markets in which the sub-fund's assets are involved. Decisions regarding the relative proportions of equity and debt instruments in the sub-fund's assets are taken with the aim to achieving the highest profit-to-risk ratio.
Limits of the sub-fund	The principal category of investments (at least 60% of the assets) are debt instruments (e.g. Treasury bonds and bills, mortgage bonds, certificates of deposit), bank deposits and securities acquired by the fund with the attached repurchase commitment of the counterparty. This fund may invest up to 40% of its assets in equity instruments (e.g. shares and similar financial instruments). The fund invests at least 66% of its holdings in the assets of the countries of Central and Eastern Europe, Turkey or (subject to the KNF's permit) in markets of member states of the Commonwealth of Independent States (CIS).
Investor profile	This sub-fund is addressed to investors expecting above-average return on their investment, who are willing to accept even considerable, periodic variations of the value of the capital invested.
Investment horizon	At least 5 years.
Benchmark	Reference rate 1.5 x WIBID12M.
Risk level	Increased.

#### *ALTUS Subfundusz Absolutnej Stopy Zwrotu Nowej Europy*

Investment policy	This sub-fund has pursued the investment goal of absolute return. The investment decisions are taken primarily with the aim to achieving a positive rate of return both in circumstances of expansion and contraction in the financial markets in which the sub-fund's assets are involved. Decisions regarding the relative proportions of equity and debt instruments in the sub-fund's assets are taken with the aim to achieving the highest profit-to-risk ratio.
Limits of the sub-fund	This fund invests from 20% to 80% of its assets in debt instruments, as well as up to 30% of its assets in corporate debt instruments and money market instruments. This fund may invest at least 20% of its assets in equity instruments (e.g. shares and similar financial instruments). The sub-fund may also invest abroad without any specific limit for such investments, whereas the sub-fund invests at least 66% of its holdings in the assets of the countries of Central and Eastern Europe, Turkey or (subject to the KNF's permit) in markets of member states of the Commonwealth of Independent States.
Investor profile	This sub-fund is addressed to the investors expecting above-average return on their investment, who are willing to accept even considerable, periodic variations of the value of the capital invested.
Investment horizon	At least 5 years.
Benchmark	Reference rate 2 x WIBID12M.
Risk level	High.

## **12.2. Trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects**

In the Management Board's view, in addition to the items mentioned in section 9.2.3 of this chapter, and the risk factors described in Chapter II of this Prospectus, there are no trends, uncertainties, demands, commitments or events that are likely to have a material effect on the Company's prospects.

### 13. Profit forecasts or estimates

The Company's Management Board has decided not to prepare any forecasts of financial results.

### 14. Administrative, management, and supervisory bodies and senior management

#### 14.1. Information about members of the administrative, management or supervisory bodies and senior managers relevant to establishing that the issuer has the appropriate expertise and experience for the management of its business

##### 14.1.1. Management Board

Individuals comprising the Management Board

- Piotr Osiecki – President of the Management Board
- Andrzej Zygorowicz – Member of the Management Board
- Jakub Ryba – Member of the Management Board
- Witold Chuś – Member of the Management Board

Below are presented the bios and information about members of the Company's Management Board, developed based on the statements submitted by them.

##### Piotr Osiecki – President of the Management Board

Age: 40 years old

Place of work: ALTUS Towarzystwo Funduszy Inwestycyjnych S.A., ul. Pankiewicza 3, 00-696 Warszawa

Expiration of the term of office: the term of office expires on the date of the General Meeting approving the 2014 financial statements (three-year term of office for the period between 4 April 2012 and 4 April 2015)

Mr Piotr Osiecki has completed post-secondary education. In 1997, he has been granted his MBA, University of Minnesota, Carson School of Management / Warsaw School of Economics. In 2000, he graduated with the Master of Economics degree from Warsaw School of Economics.

Professional experience:

2005-2008	PZU Asset Management S.A., Vice-President of the Management Board, CIO
2004-2008	PZU S.A., the Management Board's Privatisation Officer
2001-2004	NFI Progress S.A., President of the Management Board
2000-2004	PZU NFI Management Sp. z o.o., Vice-President of the Management Board
2001-2002	PZU SA, Director of the Project Bureau
2000	Bankowy Dom Maklerski PKO BP, Deputy Director of Office
1998-2000	DM Elimar, Portfolio Manager
1998-2000	Ministry of the Treasury, Adviser to the Minister
1996-1998	Warsaw School of Economics, Junior Lecturer at the Chair of Economics II
1994-1995	Bank Handlowy SA, securities broker

Mr Piotr Osiecki has gained his professional experience during his 19 years of work at brokerage houses, asset management companies and other companies involved, in particular, in trading in securities on the stock market, organisation of fund-raising projects and asset management. In addition, Mr Piotr Osiecki holds the licence of Investment Adviser no. 128, licence of the Securities Broker no. 991 and the CFA title.

Functions held by Mr Piotr Osiecki during the last 5 years within administrative, management and supervisory bodies of companies:

since 2014	SEMEKO S.A. Grupa Inwestycyjna S.A., Member of the Supervisory Board since 2013 Agtes S.A. Member of the Supervisory Board
2013	Polskie Linie Lotnicze S.A., Member of the Supervisory Board
since 2009	Black Lion Sp. z o.o., Member of the Supervisory Board
since 2012	Mercurius Dom Maklerski Sp. z o.o., Member of the Supervisory Board

since 2011	Instal-Rem S.A., Chairman of the Supervisory Board
2010-2013	Barter S.A., Member of the Supervisory Board
2010-2011	Barista S.A., Member of the Supervisory Board
2010	BOOKHOUSECAFÉ S.A. Member of the Supervisory Board
2009-2011	Scanmed S.A., Member of the Supervisory Board
2009-2010	Barista Sp. z o.o., Member of the Supervisory Board
2009	Promultimedia S.A. (currently: Metacon Polska S.A.), Member of the Supervisory Board
2008-2009	Altus Corporate Finance S.A., President of the Management Board

During the last 5 years, Mr Piotr Osiecki held the shares of the following entities: ZORM Investments S.à.r.l., Osiecki Inwestycje 3 Sp. z o.o., Osiecki Inwestycje 2 Sp. z o.o., Osiecki Inwestycje Sp. z o.o., Mercurius Dom Maklerski Sp. z o.o. and Black Lion Sp. z o.o., Fund Management Black Lion Sp. z o.o. S.K.A. and Assets Management Black Lion Sp. z o.o. S.K.A., Zydorowicz Inwestycje Sp. z o.o. S.K.A., AMEX Sp. z o.o. 1 S.K.A., Osiecki Inwestycje Sp. z o.o. 1 S.K.A. and was partner of Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością sp.k.

As at the Prospectus Approval Date, Mr Piotr Osiecki has held the shares of: ZORM Investments S.à.r.l., Osiecki Inwestycje 3 Sp. z o.o., Osiecki Inwestycje 2 Sp. z o.o., Osiecki Inwestycje Sp. z o.o., Mercurius Dom Maklerski Sp. z o.o., Black Lion Sp. z o.o., Zydorowicz Inwestycje Sp. z o.o. S.K.A., AMEX Sp. z o.o. 1 S.K.A., Osiecki Inwestycje Sp. z o.o. 1 S.K.A. and has been partner of Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością sp.k.

Mr Piotr Osiecki is brother to a Member of the Management Board, Ms Beata Proczek, and the son to the sister of the father of a Member of the Supervisory Board, Mr Piotr Paweł Jaczewski. Subject to the kinship mentioned above, there are no family relationships between Mr Piotr Osiecki and other Members of the Management Board or of the Supervisory Board.

Subject to the information provided above, Mr Piotr Osiecki:

- has pursued no activity / holds no function in addition to the function at the Company, of material significance to the Company,
- has not been member of administrative, management and supervisory bodies, or shareholder/partner of other companies or partnerships,
- has not been validly convicted for fraudulent offences,
- is not entered to the Register of Insolvent Debtors,
- has held no function of a member of administrative, management and supervisory bodies of entities for which bankruptcy has been declared, receiverships has been established, or liquidations have been opened, during his term of office,
- has not been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer,
- has affirmed that he has not been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including professional bodies) within the last five years,
- has affirmed that he has been subject to no proceedings for fiscal crime or offence,
- has no tax arrears,
- has pursued no private business or other duties which would conflict with his responsibilities for the Company.

#### **Andrzej Zydorowicz – Member of the Management Board**

Age: 41 years old

Place of work: ALTUS Towarzystwo Funduszy Inwestycyjnych S.A., ul. Pankiewicza 3, 00-696 Warszawa

Expiration of the term of office: the term of office expires on the date of the General Meeting approving the 2014 financial statements (three-year term of office for the period between 4 April 2012 and 4 April 2015)

Mr Andrzej Zydorowicz has completed post-secondary education. In 1996, he graduated with a bachelor's degree from Warsaw School of Economics, and in 2000, he graduated with a Master of Economics degree from Warsaw School of Economics.

Professional experience:

2006-2008	PZU Asset Management S.A., Director of Public Market Bureau
2003-2006	BPH TFI S.A., Deputy Equity Portfolio Management Director
1995-2003	Dom Maklerski BOŚ, Bureau Director, Director of Individual Client Service Department

Functions held by Mr Andrzej Zydorowicz during the last 5 years within administrative, management and supervisory bodies of companies:

since 2013	Próchnik S. A., Member of the Supervisory Board
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During the last 5 years, Mr Andrzej Zydorowicz held shares of ZORM Investments S.à.r.l., Zakłady Sprzętu Medycznego Sp. z o.o., Zydorowicz Inwestycje Sp. z o.o., Zydorowicz Inwestycje Sp. z o.o. S.K.A., Osiecki Inwestycje Sp. z o.o. 1 S.K.A., WDB Brokerzy Ubezpieczeniowi S.A. and Brand 24 S.A.

As at the Prospectus Approval Date, Mr Andrzej Zydorowicz has held shares of ZORM Investments S.à.r.l., Zydorowicz Inwestycje Sp. z o.o., Zydorowicz Inwestycje Sp. z o.o. S.K.A., Osiecki Inwestycje Sp. z o.o. 1 S.K.A., WDB Brokerzy Ubezpieczeniowi S.A. and Brand 24 S.A.

There are no family relationships between Mr Andrzej Zydorowicz and other Members of the Management Board or of the Supervisory Board.

Subject to the information provided above, Mr Andrzej Zydorowicz:

- has pursued no activity / holds no function in addition to the function at the Company, of material significance to the Company,
- has not been member of administrative, management and supervisory bodies, or shareholder/partner of other companies or partnerships,
- has not been validly convicted for fraudulent offences,
- is not entered to the Register of Insolvent Debtors,
- has held no function of a member of administrative, management and supervisory bodies of entities for which bankruptcy has been declared, receiverships has been established, or liquidations have been opened, during his term of office,
- has not been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer,
- has affirmed that he has not been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including professional bodies) within the last five years,
- has affirmed that he has been subject to no proceedings for fiscal crime or offence,
- has no tax arrears,
- has pursued no private business or other duties which would conflict with his responsibilities for the Company.

#### **Jakub Ryba – Member of the Management Board**

Age: 31 years old

Place of work: ALTUS Towarzystwo Funduszy Inwestycyjnych S.A., ul. Pankiewicza 3, 00-696 Warszawa

Expiration of the term of office: the term of office expires on the date of the General Meeting approving the 2014 financial statements (three-year term of office for the period between 4 April 2012 and 4 April 2015)

Mr Jakub Ryba has completed post-secondary education. In 2007, he graduated with a Master of Economics degree from Warsaw School of Economics. In addition, he has completed II levels of the CFA.

Professional experience:

since 2009	ALTUS Towarzystwo Funduszy Inwestycyjnych S.A., Director of Analysis Bureau
2007-2009	PZU Asset Management S.A., Equity Portfolio Manager
2006-2007	PZU Asset Management S.A., analyst

Functions held by Mr Jakub Ryba during the last 5 years within administrative, management and supervisory bodies of companies:

since 2014	DEBT TRADING PARTNERS BIS Sp. z o.o. S.K.A., Member of the Supervisory Board
since 2013	AGTES S.A., Member of the Supervisory Board
since 2011	DTP S.A., Member of the Supervisory Board
since 2011	DEBT TRADING PARTNERS Sp. z o.o. SKA, Member of the Supervisory Board

During the last 5 years, Mr Jakub Ryba held shares of: ZORM Investments S.à.r.l., Ryba Inwestycje Sp. z o.o., Ryba Inwestycje Sp. z o.o. S.K.A.

As at the Prospectus Approval Date, Mr Jakub Ryba has held shares of ZORM Investments S.à.r.l., Ryba Inwestycje Sp. z o.o. and Ryba Inwestycje Sp. z o.o. S.K.A.

There are no family relationships between Mr Jakub Ryba and other Members of the Management Board or of the Supervisory Board.

Subject to the information provided above, Mr Jakub Ryba:

- has pursued no activity / holds no function in addition to the function at the Company, of material significance to the Company,
- has not been member of administrative, management and supervisory bodies, or shareholder/partner of other companies or partnerships,



- has not been validly convicted for fraudulent offences,
- is not entered to the Register of Insolvent Debtors,
- has held no function of a member of administrative, management and supervisory bodies of entities for which bankruptcy has been declared, receiverships has been established, or liquidations have been opened, during his term of office,
- has not been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer,
- has affirmed that he has not been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including professional bodies) within the last five years,
- has affirmed that he has been subject to no proceedings for fiscal crime or offence,
- has no tax arrears,
- has pursued no private business or other duties which would conflict with his responsibilities for the Company.

#### **Witold Chuś – Member of the Management Board**

Age: 40 years old

Place of work: ALTUS Towarzystwo Funduszy Inwestycyjnych S.A., ul. Pankiewicza 3, 00-696 Warszawa

Expiration of the term of office: the term of office expires on the date of the General Meeting approving the 2014 financial statements (three-year term of office for the period between 4 April 2012 and 4 April 2015)

Mr Witold Chuś has completed post-secondary education obtained in 1993 at Maria Curie-Skłodowska University at Lublin.

Professional experience:

Since 2011	ALTUS Towarzystwo Funduszy Inwestycyjnych S.A., Manager of Debt Funds
2007-2010	BPH TFI S.A., Manager of Debt Funds
2003-2007	Pioneer Investments, Manager of Debt Portfolios
2000-2003	Bank Handlowy w Warszawie, Senior Analyst of the Debt Security Market
1999-2000	CDM Pekao, macro-analyst
1998-1999	GINB, NBP, specialist

Mr Witold Chuś has acquired his professional experience during his 14 years of work involving, among other things, the analysis and management of debt funds. Management of funds both under the benchmark and absolute-return strategies. He is acquainted with the market of Treasury bonds of OECD countries, the corporate bond market, and is proficient in the management of interest-rate risk, credit risk and currency risk.

As at the Prospectus Approval Date, Mr Witold Chuś has not held, within the last 5 years, any functions within administrative, management and supervisory bodies of companies other than the Company.

During the 5 years prior to the Prospectus Approval Date, Mr Witold Chuś has not been partner or shareholder of any partnership/company.

There are no family relationships between Mr Witold Chuś and other Members of the Management Board or of the Supervisory Board.

Subject to the information provided above, Mr Witold Chuś:

- has pursued no activity / holds no function in addition to the function at the Company, of material significance to the Company,
- has not been member of administrative, management and supervisory bodies, or shareholder/partner of other companies or partnerships,
- has not been validly convicted for fraudulent offences,
- is not entered to the Register of Insolvent Debtors,
- has held no function of a member of administrative, management and supervisory bodies of entities for which bankruptcy has been declared, receiverships has been established, or liquidations have been opened, during his term of office,
- has not been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer,
- has affirmed that he has not been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including professional bodies) within the last five years,
- has affirmed that he has been subject to no proceedings for fiscal crime or offence,
- has no tax arrears,
- has pursued no private business or other duties which would conflict with his responsibilities for the Company.

#### **14.1.2. Supervisory Board**

Individuals comprising the Supervisory Board:

- Rafał Tomasz Mania – Chairman of the Supervisory Board
- Michał Kowalczewski – Member of the Supervisory Board
- Piotr Paweł Jaczewski – Member of the Supervisory Board
- Beata Proczek – Member of the Supervisory Board
- Piotr Maciej Kamiński – Member of the Supervisory Board

Below are presented the professional bios and information about members of the Supervisory Board, developed based on the statements submitted by them.

##### **Rafał Tomasz Mania – Chairman of the Supervisory Board**

Age: 43 years old

As at the Prospectus Approval Date, Mr Rafał Tomasz Mania has not been employed under Employment Contract at the Company or elsewhere.

Expiration of the term of office: the term of office expires on the date of the General Meeting approving the 2015 financial statements (2-year term of office for the period between 24 April 2014 and 24 April 2016).

Mr Rafał Tomasz Mania has completed post-secondary education. In 1997, he graduated with the engineer's degree from Olszyn University of Agriculture and Technology. In 1999, he has been granted his MBA at Université du Québec a Montreal / Warsaw School of Economics.

Professional experience:

2009-2010	Progress Inwestycje Jedyńka Sp. z o.o., Member of the Management Board
2008-2009	Progress Inwestycje Jedyńka BIS Sp. z o.o., Member of the Management Board
2008-2009	Supernova Management Sp. z o.o. and Equity Fellows Sp. z o.o. (currently: Black Lion Sp. z o.o.), President of the Management Board
2003-2007	BPH TFI SA., President of the Management Board
2001-2003	Deputy Director at the Corporate Finance department of the Eureko insurance company at London
2000-2001	PZU SA, responsible for asset management, Member of the Management Board
2000	PKO BP SA., Managing Director
1999-2000	Director of Department of Supervision of Privatisation I, Ministry of the Treasury
1998-1999	PTE Razem w organizacji [in process of incorporation], Member of the Management Board and Director for Investment
1995-1998	CDM Pekao S.A., Deputy Asset Management Director

In addition, Mr Rafał Tomasz Mania is a former member of the Brokers' and Advisers' Association [Związek Maklerów i Doradców], and in 2004-2013 he sat at the management board of CFA Society of Poland.

Mr Rafał Tomasz Mania holds the CFA title, the licence of Investment Adviser (licence no. 17), and the licence of the Securities Broker (licence no. 634). He is acquainted with asset management, including public and non-public assets, and has a broad experience in corporate governance as well as deep understanding of the capital market, with particular emphasis on the market of fund management companies.

Functions held by Mr Rafał Tomasz Mania during the last 5 years within administrative, management and supervisory bodies of companies:

since 2012	Integrated Outsourcing Solutions S.A., Member of the Supervisory Board
since 2012	Relpol S.A., Member of the Supervisory Board
since 2011	Krynica Vitamin S.A., Member of the Supervisory Board
since 2008/2009	PE Poland Investments Ltd., Member of the Management Board
since 2008	ALTUS Towarzystwo Funduszy Inwestycyjnych S.A., Member of the Supervisory Board
2010-2014	Bookhousecafe S.A., Member of the Supervisory Board
2010-2011	Barista S.A., Member of the Supervisory Board

2010	Barista Sp. z o.o., Member of the Supervisory Board
2009-2010	Progress Inwestycje Jedyńka Sp. z o.o., Member of the Management Board
2009	Promultimedia S.A. (currently: Metacon Polska S.A.), Member of the Supervisory Board
2009	VIS Investments Sp. z o.o. SKA (currently: Kolejowa Invest Sp. z o.o. SKA w likwidacji [in liquidation]), Member of the Supervisory Board
2008-2009	Equity Fellows Sp. z o.o. (currently: Black Lion Sp. z o.o.), Member of the Management Board
2008-2009	Wytwórnia Podkładów Strunobetonowych S.A., Member of the Supervisory Board
2008-2009	Assets Management Equity Fellows Sp. z o.o. SKA, Member of the Management Board
2008-2009	Investment Advisors Equity Fellows Sp. z o.o. SKA, Member of the Management Board
2008-2009	Scanmed S.A., Member of the Supervisory Board
2008-2009	Supernova Management Sp. z o.o., Member of the Management Board
2008-2009	Progress Inwestycje Jedyńka BIS Sp. z o.o., Member of the Management Board
2007-2009	Wytwórnia Podkładów Strunobetonowych Kolbet S.A. (currently: Track Tec S.A.), Member of the Supervisory Board
2007-2009	Altus Corporate Finance S.A., Member of the Supervisory Board
2007-2009	CT Żuraw S.A., Member of the Supervisory Board
2006-2009	Elstar Oils S.A. (currently: ADM Czernin S.A.), Member of the Supervisory Board

During the last 5 years, Mr Rafał Mania held the shares of: Krynica Vitamin Sp. z o.o., IT Partner Sp. z o.o., Black Lion Sp. z o.o. (formerly: Equity Fellows Sp. z o.o.), Supernova Management Sp. z o.o., Góralska Invest Sp. z o.o., PE Poland Investments Ltd., Estate Fellows Sp. z o.o. sp.k. (formerly: Estate Fellows Sp. z o.o. S.K.A.), Estate Fellows Sp. z o.o., Assets Management Equity Fellows Sp. z o.o. S.K.A., Investment Advisors Equity Fellows Sp. z o.o. S.K.A., Track Tec S.A. (formerly: Wytwórnia Podkładów Strunobetonowych Kolbet S.A.) AMEX Sp. z o.o. 1 S.K.A., Osiecki Inwestycje Sp. z o.o. 1 S.K.A., Krynica Vitamin S.A. and was partner of ZORM Investments S.à.r.l., Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością sp.k., IT Partner Sp. z o.o. sp.k., Logistyka Kaczmarek Sp.j.

As at the Prospectus Approval Date, Mr Rafał Tomasz Mania has held the shares of ZORM Investments S.à.r.l., Góralska Invest Sp. z o.o., PE Poland Investments Ltd., Estate Fellows Sp. z o.o. sp.k. (formerly: Estate Fellows Sp. z o.o. S.K.A.), Estate Fellows Sp. z o.o., AMEX Sp. z o.o. 1 S.K.A., Osiecki Inwestycje Sp. z o.o. 1 S.K.A. and Krynica Vitamin S.A.

There are no family relationships between Mr Rafał Mania and other Members of the Management Board or of the Supervisory Board.

Subject to the information provided above, Mr Rafał Tomasz Mania:

- has pursued no activity / holds no function in addition to the function at the Company, of material significance to the Company,
- has not been member of administrative, management and supervisory bodies, or shareholder/partner of other companies or partnerships,
- has not been validly convicted for fraudulent offences,
- is not entered to the Register of Insolvent Debtors,
- has held no function of a member of administrative, management and supervisory bodies of entities for which bankruptcy has been declared, receiverships has been established, or liquidations have been opened, during his term of office,
- has not been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer,
- has affirmed that he has not been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including professional bodies) within the last five years,
- has affirmed that he has been subject to no proceedings for fiscal crime or offence,
- has no tax arrears,
- has pursued no private business or other duties which would conflict with his responsibilities for the Company.

#### **Michał Kowalczewski – Member of the Supervisory Board**

Age: 42 years old

Place of work: Mercurius Dom Maklerski Sp. z o.o., ul. Śmiała 26, 01-523 Warszawa

Expiration of the term of office: the term of office expires on the date of the General Meeting approving the 2015 financial statements (2-year term of office for the period between 24 April 2014 and 24 April 2016).

Mr Michał Kowalczewski has completed post-secondary education. Since 1999, he has been PhD in Economics at Warsaw School of Economics.

**Professional experience:**

since 2005	Mercurius Dom Maklerski Sp. z o.o., President of the Management Board
since 2004	Mercurius Financial Advisors Sp. z o.o., President of the Management Board
2000-2004	Millenium Dom Maklerski S.A., Director of the Corporate Sales Division
1995-2000	Warsaw School of Economics, academic worker
1993-1999	CDM Pekao S.A., Deputy Director of the Secondary Market Department

Mr Michał Kowalczewski has gained his professional experience during his 18 years of work at brokerage houses, involved, in particular, in trading in securities on the stock market, organisation of fund-raising projects and mergers & acquisitions.

In addition, Mr Michał Kowalczewski is acquainted with the strategies and practice of financial companies, both in terms of establishing and operation. Many years of work with international institutions of the capital market – his expertise covers the operating rules, approach to customers, and gaining market share. Thorough acquaintance with the financial matters of enterprises, especially of banks and the settlement systems. Particular emphasis on the capital market, both domestic and international. Complete expertise in legal regulations, system and practice of the capital market in Poland.

Functions held by Mr Michał Kowalczewski during the last 5 years within administrative, management and supervisory bodies of companies:

since 2013	Emperia Holding S.A., Vice-Chairman of the Supervisory Board
since 2012	Getin Noble Bank S.A. (formerly: Get Bank S.A.), Member of the Supervisory Board
since 2008	ALTUS Towarzystwo Funduszy Inwestycyjnych S.A., Member of the Supervisory Board
since 2005	Mercurius Dom Maklerski Sp. z o.o., President of the Management Board
since 2004	Mercurius Financial Advisors Sp. z o.o., President of the Management Board
2006-2012	Getin Noble Bank S.A., Member of the Supervisory Board
2004-2010	Getin Bank S.A., Member of the Supervisory Board

During the last 5 years and at the Prospectus Approval Date, Mr Michał Kowalczewski has held shares in Genesis Public Relations Sp. z o.o., Mercurius Dom Maklerski Sp. z o.o., Mercurius Financial Advisors Sp. z o.o., Mercurius Financial Advisors Sp. z o.o. 2 S.K.A., and during the last 5 years and at the Prospectus Approval Date, he has been partner at Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością sp.k., Genesis Public Relations Spółka z ograniczoną odpowiedzialnością sp.k.

There are no family relationships between Mr Michał Kowalczewski and other Members of the Management Board or of the Supervisory Board.

Subject to the information provided above, Mr Michał Kowalczewski:

- has pursued no activity / holds no function in addition to the function at the Company, of material significance to the Company,
- has not been member of administrative, management and supervisory bodies, or shareholder/partner of other companies or partnerships,
- has not been validly convicted for fraudulent offences,
- is not entered to the Register of Insolvent Debtors,
- has held no function of a member of administrative, management and supervisory bodies of entities for which bankruptcy has been declared, receiverships has been established, or liquidations have been opened, during his term of office,
- has not been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer,
- has affirmed that he has not been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including professional bodies) within the last five years,
- has affirmed that he has been subject to no proceedings for fiscal crime or offence,
- has no tax arrears,
- has pursued no private business or other duties which would conflict with his responsibilities for the Company.

**Piotr Paweł Jaczewski – Member of the Supervisory Board**

Age: 36 years old

Place of work: AMA BUD Sp. z o.o., ul. Światowida 61A/4, 03-144 Warszawa

Expiration of the term of office: the term of office expires on the date of the General Meeting approving the 2015 financial statements (2-year term of office for the period between 24 April 2014 and 24 April 2016).

Mr Piotr Paweł Jaczewski has completed post-secondary education. In 2002, he graduated with Master of Economics degree from Warsaw School of Economics, Department of Finance and Banking.

Professional experience:

since 2012	AMA-BUD Sp. z o.o., President of the Management Board
2004-2012	AMA-BUD Sp. z o.o., Managing Director
2000-2001	CAB Securities, stock-exchange analyst

Mr Piotr Paweł Jaczewski has acquired his professional experience during his 10 years of managing a company from the construction development industry.

Functions held by Mr Piotr Paweł Jaczewski during the last 5 years within administrative, management and supervisory bodies of companies:

since 2014	RTS Widzew Łódź S.A. w upadłości układowej [in composition], Member of the Supervisory Board
since 2012	AMA-BUD Sp. z o.o., President of the Management Board
2002-2004	Fabryka Śrub w Łańcucie ŚRUBEX S.A. (currently: ALTERCO S.A.), Member of the Supervisory Board

During the last 5 years and at the Prospectus Approval Date, Mr Piotr Paweł Jaczewski has held shares in AMA-BUD Sp. z o.o.

Mr Piotr Paweł Jaczewski is son to the brother of the mother of the President of the Management Board, Mr Piotr Osiecki, and of the Member of the Supervisory Board, Ms Beata Proczek. Subject to the kinship mentioned above, there are no family relationships between Mr Piotr Paweł Jaczewski and other Members of the Management Board or of the Supervisory Board.

Subject to the information provided above, Mr Piotr Paweł Jaczewski:

- has pursued no activity / holds no function in addition to the function at the Company, of material significance to the Company,
- has not been member of administrative, management and supervisory bodies, or shareholder/partner of other companies or partnerships,
- has not been validly convicted for fraudulent offences,
- is not entered to the Register of Insolvent Debtors,
- has held no function of a member of administrative, management and supervisory bodies of entities for which bankruptcy has been declared, receiverships has been established, or liquidations have been opened, during his term of office, other than at the company RTS Widzew Łódź S.A. w upadłości układowej [in composition] provided above,
- has not been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer,
- has affirmed that he has not been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including professional bodies) within the last five years,
- has affirmed that he has been subject to no proceedings for fiscal crime or offence,
- has no tax arrears,
- has pursued no private business or other duties which would conflict with his responsibilities for the Company.

#### **Beata Proczek – Member of the Supervisory Board**

Age: 44 years old

Place of work: ul. Powstańców Śląskich 87/275, 01-355 Warszawa, where she runs business under the name "Proczek Beata Nauka Języków Obcych"

Expiration of the term of office: the term of office expires on the date of the General Meeting approving the 2015 financial statements (2-year term of office for the period between 24 April 2014 and 24 April 2016).

Ms Beata Proczek has completed post-secondary education in economics. In 1994, she graduated with the Master degree from Warsaw School of Economics at the International Commerce department.

Professional experience:

since 2009	"Proczek Beata nauka języków obcych", own business activity
2003-2009	AP CONSULTING Rozwiązania Informatyczne Proczek Sp.j., business activity in the area of IT and consulting



1994-2002 BRE Bank, clerk (payment card distribution system)

Functions held by Ms Beata Proczek during the last 5 years within administrative, management and supervisory bodies of companies:

2010-2012 Sarmata Sp. z o.o., President of the Management Board

During the last 5 years, Ms Beata Proczek was partner at AP CONSULTING Rozwiązania Informatyczne Proczek Sp.j.

Ms Beata Proczek is sister to the President of the Management Board, Mr Piotr Osiecki, as well as daughter to the sister of the father of a Member of the Supervisory Board, Mr Piotr Paweł Jaczewski. Subject to the kinship mentioned above, there are no family relationships between Ms Beata Proczek and other Members of the Management Board or of the Supervisory Board.

Subject to the information provided above, Ms Beata Proczek:

- has pursued no activity / holds no function in addition to the function at the Company, of material significance to the Company,
- has not been member of administrative, management and supervisory bodies, or shareholder/partner of other companies or partnerships,
- has not been validly convicted for fraudulent offences,
- is not entered to the Register of Insolvent Debtors,
- has held no function of a member of administrative, management and supervisory bodies of entities for which bankruptcy has been declared, receiverships has been established, or liquidations have been opened, during her term of office,
- has not been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer,
- has affirmed that she has not been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including professional bodies) within the last five years,
- has affirmed that she has been subject to no proceedings for fiscal crime or offence,
- has no tax arrears,
- has pursued no private business or other duties which would conflict with her responsibilities for the Company.

#### **Piotr Maciej Kamiński – Member of the Supervisory Board**

Age: 45 years old

Place of work: Employers of Poland – confederation of employers' associations, Warszawa, ul. Brukselska 7

Expiration of the term of office: the term of office expires on the date of the General Meeting approving the 2015 financial statements (2-year term of office for the period between 24 April 2014 and 24 April 2016).

Mr Piotr Maciej Kamiński has completed post-secondary education. In 1993, he graduated from post-graduate curriculum Tempus Cubis, University of Amsterdam, Milan and Leuven. In 1994, he graduated with Master of Management degree from the University of Warsaw. In 2007, he graduated from AMP at IESE Business School. In addition, Mr Piotr Maciej Kamiński has successfully completed his exam for members of Supervisory Boards of companies with the Treasury shareholding.

Professional experience:

2011-2013	Totalizator Sportowy Sp. z o.o., Member of the Management Board (acting President)
2006-2009	Bank Pocztowy S.A., President of the Management Board
2005-2008	GPW w Warszawie S.A., Member and President of the Board of the Warsaw Stock Exchange
2003-2006	PKO Bank Polski S.A., Member of the Management Board
2000-2003	GPW w Warszawie S.A., Vice-President of the Management Board
1994-2000	KPWIG, Director of Department of Public Companies and Finance
1993-1994	KPWIG, Head of Issue Department

Mr Piotr Maciej Kamiński has gained professional experience in the management and supervision of entities in the financial market in Poland.

Functions held by Mr Piotr Maciej Kamiński during the last 5 years within administrative, management and supervisory bodies of companies:

since 2014	CCS Energia Sp. z o.o., Member of the Supervisory Board
since 2014	PC Guard S.A., Member of the Supervisory Board
since 2014	Grupa Kapitałowa IMMOBILE S.A. (formerly: Makrum S.A.), Member of the Supervisory Board



since 2013	Newag S.A., Member of the Supervisory Board
since 2013	Sfinks Polska S.A., Member of the Supervisory Board
since 2013	Work Service S.A., Member of the Supervisory Board
since 2010	Budimex S.A., Member of the Supervisory Board
since 2006	Wielton S.A., Member of the Supervisory Board
2011-2013	Totalizator Sportowy Sp. z o.o., Member of the Management Board
2010-2011	Idea Bank S.A., Member of the Supervisory Board
2010-2011	MGW Corporate Consulting Group Sp. z o.o., Chairman of the Supervisory Board
2010-2011	PZU S.A., Member of the Supervisory Board
2010-2011	Rubicon Partners S.A., Member of the Supervisory Board
2010	Mostostal Chojnice S.A. (currently: Mostostal Chojnice S.A. w upadłości likwidacyjnej [in liquidation]), Member of the Supervisory Board
2009-2011	GO TFI S.A., Member of the Supervisory Board
2009-2010	Polska Agencja Informacji i Inwestycji Zagranicznych S.A., Member of the Supervisory Board
2007-2011	Pentacomp Systemy Informatyczne S.A., Member of the Supervisory Board
2007-2009	CEE Property TFI S.A., Member of the Supervisory Board
2006-2011	Pamapol S.A., Member of the Supervisory Board
2006-2009	Bank Pocztowy S.A., President of the Management Board

During the 5 years prior to the Prospectus Approval Date, Mr Piotr Maciej Kamiński has not been partner or shareholder of any partnership/company.

There are no family relationships between Mr Piotr Maciej Kamiński and other Members of the Management Board or of the Supervisory Board.

Subject to the information provided above, Mr Piotr Maciej Kamiński:

- has pursued no activity / holds no function in addition to the function at the Company, of material significance to the Company,
- has not been member of administrative, management and supervisory bodies, or shareholder/partner of other companies or partnerships,
- has not been validly convicted for fraudulent offences,
- is not entered to the Register of Insolvent Debtors,
- has held no function of a member of administrative, management and supervisory bodies of entities for which bankruptcy has been declared, receiverships has been established, or liquidations have been opened, during his term of office,
- has not been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer,
- has affirmed that he has not been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including professional bodies) within the last five years,
- has affirmed that he has been subject to no proceedings for fiscal crime or offence,
- has no tax arrears,
- has pursued no private business or other duties which would conflict with his responsibilities for the Company.

## 14.2. Information about administrative, management, and supervisory bodies' and senior management conflicts of interests

### 14.2.1. Conflict of interest

In the Company's view, there are no conflicts of interests related to members of the Management Board and members of the Supervisory Board, between their duties to the Company and private interest or duties resulting from other activities.

It should be, however, mentioned that there are family relationships between some members of the Company's bodies. Ms Beata Proczek, a Member of the Supervisory Board and Mr Piotr Osiecki, the President of the Management Board are siblings, Mr Piotr Paweł Jaczewski, a Member of the Supervisory Board, is son to the brother of the mother of Ms Beata Proczek and Mr Piotr Osiecki.

Due to the existence of family relationships between some members of the Company's bodies, a potential conflict between the interests of these individuals and the interests of the Company cannot be ruled out.

#### 14.2.2. Agreements entered into with regard to the appointment of members of bodies

As at the Prospectus Approval Date, no agreements have been entered into regarding the appointment of members of the bodies referred to in sections 14.1.1. and 14.1.2. above.

#### 14.2.3. Agreed restrictions on the disposal of the Company's shares

As at the Prospectus Approval Date, there have been no restrictions on the disposal of shares.

### 15. Remuneration and benefits for the last full financial year for members of administrative, management, and supervisory bodies and senior management

#### 15.1. The amount of remuneration paid (including any contingent or deferred compensation), and benefits in kind granted to such persons by the issuer and its subsidiaries for services in all capacities to the issuer and its subsidiaries

Table 30. Remuneration to members of the management and supervisory bodies

Name	Gross remuneration for 2013	Amount of other benefits accrued for 2013*	Amount of other benefits paid out in 2013**
<b>Management Board</b>			
Piotr Osiecki	PLN 24,000.00	PLN 5,024,334.58	PLN 2,484,818.46
Andrzej Zydorowicz	PLN 240,000.00	PLN 2,944,725.90	PLN 844,289.15
Jakub Ryba	PLN 240,000.00	PLN 1,314,312.69	PLN 308,886.27
Witold Chuś	PLN 330,281.15	PLN 0	PLN 1,895,373.51
<b>Supervisory Board</b>			
Rafał Tomasz Mania	PLN 0	PLN 0	PLN 0
Michał Kowalczewski	PLN 0	PLN 0	PLN 0
Beata Proczek***	PLN 0	PLN 0	PLN 0
Piotr Paweł Jaczewski***	PLN 0	PLN 0	PLN 0
Piotr Maciej Kamiński***	PLN 0	PLN 0	PLN 0

\* Realisation amount paid due to the "incentive plan" accrued for 2013, payable in 2014

\*\* Realisation amount paid due to the "incentive plan" accrued for 2012, payable in 2013

\*\*\* appointed as members of the Supervisory Board on 29 January 2014

Source: ALTUS TFI

In 2012 and 2013, incentive plan contracts have been entered into with Members of the Management Board, consisting in the right to acquiring a contingent entitlement ("Entitlement") to receiving in the future a settlement in money resulting from the realisation of that Right ("Realisation Amount"). The payment of the Realisation Amount has been made conditional on the joint occurrence of all conditions precedent contained in the contracts. The acquisition price for that Entitlement each year was 1 zloty. The Entitlement awarded in 2012 was to be realised by 30 June 2013, whereas the one awarded in 2013 is due to be realised by 30 June 2014. Under the contracts, the Entitlement could be realised only after the settlement period (i.e. the Company's financial year ended 31 December 2012 and 31 December 2013, respectively) had been closed and the conditions defined in the contract had been met. The realisation of the entitlement consisted in requesting the Company to pay the Realisation Amount and, consequently, in paying the amount by the Company.

The Company has awarded no in-kind benefits to members of the Management Board or Members of the Supervisory Board for their services provided to the Company.

#### 15.2. The total amounts set aside or accrued by the issuer or its subsidiaries to provide pension, retirement or similar benefits

The Company has set aside or accrued no amounts to provide pension, retirement or similar benefits.

The Company has no subsidiaries.

## **16. Practices of the administrative, management and supervisory body**

### **16.1. Date of expiration of the current term of office and the period during which members of administrative, management and supervisory bodies has served in that office**

#### **MANAGEMENT BOARD**

Under Article 16(1)(3) of the Statutes, the Management Board is appointed by the Supervisory Board. Under Article 17(2) of the Statutes, the term of office of Members of the Management Board is 3 years.

The current Management Board comprises: Mr Piotr Osiecki, Mr Andrzej Zydorowicz, Mr Jakub Ryba and Mr Witold Chuś.

Mr Piotr Osiecki has been appointed to hold the function of the President of the Management Board by Resolution no. 2/2012 of the Supervisory Board of 4 April 2012, with effect from 4 April 2012.

Mr Andrzej Zydorowicz has been appointed to hold the function of a Member of the Management Board by Resolution no. 3/2012 of the Supervisory Board of 4 April 2012, with effect from 4 April 2012.

Mr Jakub Ryba has been appointed to hold the function of a Member of the Management Board by Resolution no. 4/2012 of the Supervisory Board of 4 April 2012, with effect from 4 April 2012.

Mr Witold Chuś has been appointed to hold the function of a Member of the Management Board by Resolution no. 5/2012 of the Supervisory Board of 4 April 2012, with effect from 4 April 2012.

The term of office of the Management Board started on 4 April 2012 and is to expire on 4 April 2015. In accordance with the Polish Code of Commercial Companies and Partnerships, terms of office held by Members of the Management Board shall expire on the date of opening of the General Meeting approving the financial statement for the last full financial year of holding the function of a Member of the Management Board, i.e., for 2014.

#### **SUPERVISORY BOARD**

Under Article 12(2) of the Statutes, the Supervisory Board is appointed by the General Meeting. Under Article 13(4) of the Statutes, the term of office of Members of the Supervisory Board is 2 years.

Currently, the Supervisory Board comprises: Mr Michał Kowalczewski, Mr Rafał Tomasz Mania, Ms Beata Proczek, Mr Piotr Maciej Kamiński and Mr Piotr Paweł Jaczewski.

Mr Michał Kowalczewski was appointed to hold the function of a Member of the Supervisory Board by resolution no. 39 of the Ordinary General Meeting of 24 April 2014.

Mr Tomasz Mania was appointed to hold the function of a Member of the Supervisory Board by resolution no. 38 of the Ordinary General Meeting of 24 April 2014.

Ms Beata Proczek was appointed to hold the function of a Member of the Supervisory Board within the current term of office by resolution no. 40 of the Ordinary General Meeting of 24 April 2014.

Mr Piotr Maciej Kamiński was appointed to hold the function of a Member of the Supervisory Board within the current term of office by resolution no. 41 of the Ordinary General Meeting of 24 April 2014.

Mr Piotr Paweł Jaczewski was appointed to hold the function of a Member of the Supervisory Board within the current term of office by resolution no. 42 of the Ordinary General Meeting of 24 April 2014.

The term of the Supervisory Board started on 24 April 2014 and is due to expire on 24 April 2016. In accordance with the Polish Code of Commercial Companies and Partnerships, terms of Members of the Supervisory Board shall expire on the date of opening of the General Meeting approving the financial statement for the last full financial year of holding the function of a Member of the Management Board, i.e., for 2015.

### **16.2. Information about members of the administrative, management or supervisory bodies' service contracts with the issuer or any of its subsidiaries providing for benefits upon termination of employment**

There are no service contracts between members of the administrative, management or supervisory bodies and the Company providing for benefits upon termination of employment.

The Company has no subsidiaries.

### **16.3. Information about the issuer's audit committee and remuneration committee, information about committee members and a summary of the terms of reference under which these committees operate**

No audit committee has operated at the Company. Under Article 86(3) of the Act of 7 May 2009 on statutory accountants and their self-governance, entities authorised to audit financial statements and on public oversight (Journal of Laws Dz. U. No. 77, item 649), in entities of public interest in which the supervisory board is composed of up to 5 members, the tasks of the audit committee may be entrusted to the supervisory board. By resolution of 14 February 2014, the Extraordinary General Meeting entrusted the committee tasks to the Company's Supervisory Board.

The person meeting the competence requirements for accounting or auditing is Mr Rafał Mania.

No remuneration committee has operated at the Company.

### **16.4. A statement as to whether or not the issuer complies with corporate governance regimes**

Under the Stock Exchange Rules, the Company, as the issuer whose shares are admitted to trading on Giełda Papierów Wartościowych w Warszawie S.A., should comply with the corporate governance rules for companies being issuers of shares, convertible bonds or bonds with pre-emptive right, which are admitted to stock-exchange trading. The corporate governance rules, in the form of "Dobre Praktyki Spółek Notowanych na GPW" [Good Practices of Companies Listed on the WSE] are appended to resolution no. 12/1170/2007 of the Board of the Warsaw Stock Exchange of 4 July 2007 and became effective on 1 January 2008. On 19 May 2010, the Board of Giełda Papierów Wartościowych w Warszawie S.A. [Warsaw Stock Exchange], by resolution no. 17/1249/2010, amended the above-mentioned document, and this amendment became effective on 1 July 2010 (except for the rule defined in part IV paragraph 10 of the Good Practices of Companies Listed on the WSE, which should be applied since 1 January 2012 at the latest). The Board of the Stock Exchange adopted new amendments on 31 August and 19 October 2011 which related primarily to the items related to the information governance and shifted the effective date of the rule mentioned in the sentence above to 1 January 2013. The most recent amendments to corporate governance rules have been effected by resolution no. 19/1307/2012 of the Board of Giełda Papierów Wartościowych w Warszawie S.A. of 21 November 2012 in the wording effective from 1 January 2013, which relate, among other things, to the duty to post by the company, on its website, of the record of proceedings of the general meeting in audio or video format. The current content of this document is available on the Warsaw Stock Exchange's official website dedicated to these topics ([www.corp-gov.gpw.pl](http://www.corp-gov.gpw.pl)).

Corporate governance is a set of rules of conduct addressed both to company bodies and members of these bodies, as well as to shareholders of these companies. If a specific rule of corporate governance is not complied with by the company, permanently or incidentally, the company is required to publish a report with information in this regard. In addition, the company is required to append to its annual report a report related to how it has applied corporate governance rules in any particular financial year.

The Company intends to use and comply with all corporate governance rules, except for the ones specified below together with the reasons why the Company will not use them:

#### **II. Good practices implemented by management boards of listed companies**

1. The company shall maintain a corporate website and post on it, in addition to the information required under legislation:

- 6) annual reports on the activity of the supervisory board, including of its committees, together with the assessment of the work of the supervisory board provided by the same, and on the internal control system and system for the management of risks relevant to the company,

This rule will not be applied in the part concerning reports on committee work, due to the fact the no such committees operate within the Supervisory Board.

- 7) questions from shareholders, related to the business on the agenda, asked prior to and during the general meeting, together with answers to these questions.

The Company does not keep detailed record of the proceedings of general meetings, with all statements and questions. The decision to include specific issues in minutes of the general meeting is made by the chairman of the meeting, guided by legislation, the significance of the matter and reasonable tasks of shareholders.

- 11) information, learned by the management board based on statements from members of the supervisory board, about any relationships between a member of the supervisory board and a shareholders representing at least 5% of the general number of votes on the company's general meeting.

This rule has not been used, because the Company has not used Rule 2 from Part III "Good Practices applied by members of supervisory boards".

#### **III. Good practices applied by members of supervisory boards**

2. A member of the supervisory board shall provide to the Company's management board information about any relationships between him or her and a shareholder representing at least 5% of the general number of votes on the company's general meeting. This requirement relates to relationships of business, family or other nature,

which can potentially affect the position of the member of the supervisory board on a matter being dealt with by the board.

This rule will not be applied by the Supervisory Board. Members of the Supervisory Board are required to comply with the rule of loyalty to the Company, and should be guided by the Company's interest. In addition, the purpose of the above-mentioned rules is ensured at the Company by applying the rule by which a member of the Supervisory Board should refrain from participating in the Board's decisions where conflict of interest is involved.

8. Regarding the tasks and functioning of the committees operating within the supervisory board, Annex I to Commission Recommendation of 15 February 2005 on the role of non-executive directors ...

This rule is not used, because no committees operate within the Supervisory Board. According to the disposition of Article 86(3) of the Act of 07 May 2009 on statutory accountants and their self-governance, entities authorised to audit financial statements and on public oversight (Journal of Laws Dz.U. No. 77, item 649), the tasks of the audit committee are performed by the Supervisory Board. By the said provision, a public company whose supervisory board is composed of up to five members, may perform the tasks of the audit committee. The Company's Supervisory Board has been composed of 5 members and performed the tasks of the audit committee.

#### IV. Good practices applied by shareholders

10. The Company should provide to its shareholders the option to take part in the general meeting with the use of electronic communication means, consisting in:
- 1) real-time transmission of the proceedings of the general meeting,
  - 2) two-way real-time communication, under which shareholders may speak during the course of general meeting from a place remote to the place of meeting.

In the view of the Management Board, the rules of participation in general meetings applicable at the Company allow for proper and effective exercise of the rights resulting from shares and provide sufficient safeguards to the interests of all shareholders, including minority ones. In the opinion of the Management Board, this rule has not been and will not be applied due to logistical difficulties and risks of both technical and legal nature for the proper and efficient course of proceedings of general meetings, and, in particular, a real risk of technical disruption rendering impossible a continuous, two-way communication with the shareholders located in a place other than the meeting room. In addition, the Company is of opinion that participation on a general meeting using electronic communication means involves risks to the flow of information during such communication. Due to the above considerations, the Company is unable to declare the application of rule IV.10. by the time defined by the Stock Exchange Management Board. However, the Company does not preclude the possibility to apply such rule in the future."

## 17. Employees

### 17.1. Information about employees for the period covered by the historical financial information

During the period covered by the historical financial information and until the Prospectus Date, employment at ALTUS TFI has been as follows:

**Table 31. Employees at ALTUS TFI S.A. in 2011-2013 and until the Prospectus Date**

Status at	31 December 2011	31 December 2012	31 December 2013	Prospectus Date
Number of employees (employment contracts based on the Labour Code)	8	11	14	17
Number of associates (contracts based on the Civil Code)	2	2	5	5
<b>Total</b>	<b>10</b>	<b>13</b>	<b>19</b>	<b>22</b>

Source: ALTUS TFI

ALTUS TFI has set up a team of professionals with extensive experience in the investment fund and assets management industry. Currently, the Company employs 8 fund managers, 3 of whom hold licences of investment adviser. Key employees of the Company have been involved in the capital market for many years, and have gained experience while performing management functions at the largest managing companies in Poland. Some of the managers have bound their careers to ALTUS TFI by becoming the Company's shareholders.

Most of the employees are employed at the Company's headquarters, therefore, a breakdown of employees by geographical location is not material.

The Company does not employ temporary employees.



## 17.2. Share ownership and any options over such shares in the issuer, held by members of administrative, management, and supervisory bodies

Table 32. Company shares held by members of the Management Board and Supervisory Board

Name	Series A*	Series B	Series C	Series D	Series E	Total shares of series A-E	Share of the share capital	Share of the overall number of votes
<b>Management Board</b>								
Piotr Osiecki	7,500,000	2,654,000	– 9,800,000 directly – 1,567,360 through Osiecki Investments S.C.Sp. – 2,996,000 za pośrednictwem ALTUS TFI S.A.**	2.800.000	84,000 through ALTUS TFI S.A.**	27,401,360	62.27%	67.77%
Andrzej Zydorowicz	0	852,000 through Zydorowicz Investments S.C.Sp.	2,730,360 through Zydorowicz Investments S.C.Sp.	0	0	3,582,360	8.14%	6.96%
Jakub Ryba	0	0	0	0	837,000 through Ryba Investments S.C.Sp.	837,000	1.90%	1.63%
<b>Supervisory Board</b>								
Michał Kowalczewski	0	1,000,000	1,700,000	0	0	2,700,000	6.14%	5.24%
Rafał Tomasz Mania	0	0	3,530,280 through Mania Investments S.C.Sp.	0	0	3,530,280	8.02%	6.85%

\* In accordance with the Statutes, Series A Shares are preferred to the effect that each of them gives a right to two votes

\*\* Pursuant to Article 364 § 2 of the Polish Commercial Companies Code, the Company does not exercise voting rights under own shares,

Source: ALTUS TFI

## 17.3. Description of any arrangements for involving the employees in the capital of the issuer

On 15 April 2011, the Ordinary General Meeting adopted resolution no. 30 on the conditional increase of the Company's share capital by up to PLN 150,000.00 (one hundred and fifty thousand) through the issuance of up to 1,500 (one thousand five hundred) new common registered shares of series E with a par value of PLN 100.00 (one hundred) each. The conditional increase in share capital has been effected in order to grant rights to take up series E shares by holders of subscription warrants. The issue price was equal to the par value. The existing shareholders were deprived of their pre-emptive rights, in order to entitle the holders of subscription warrants to take up series E shares.

At the same time, by resolution no. 32 adopted on 15 April 2011, the Ordinary General meeting decided to issue 150 (one hundred and fifty) registered subscription warrants of series A, free of charge, addressed to the employees and members of the Management Board, giving an entitlement to take up the Company's common registered shares of series E. There were 10 (ten) common registered shares of series E of the Company per each subscription warrant issued based on the above-mentioned resolution, with a par value of PLN 100.00 (one hundred) per share, with par value being equal to the issue price.

Under Tranche I, 400 shares of series E were taken up on 17 November 2011 in exchange for 40 subscription warrant of series A. These shares were taken up by two employees of the Company.

Under Tranche II, 400 shares of series E were taken up on 30 May 2012 in exchange for 40 subscription warrants of series A. These shares were taken up by two employees of the Company.

Under Tranche III, 400 shares of series E were taken up on 5 June 2013 in exchange for 40 subscription warrant of series A. These shares were taken up by one employee of the Company.



On 13 December 2013, the Extraordinary General Meeting adopted a resolution on the conditional increase of share capital by up to PLN 226,000.00 through the issuance of up to 2,260 (two thousand two hundred and sixty) new registered shares of series E with a par value of PLN 100.00 each.

At the same time, on 13 December 2013, the Extraordinary General Meeting adopted resolution no. 3 amending resolution no. 32 of the Ordinary General Meeting of 15 April 2011, replacing the existing authorisation to issue 150 subscription warrants as part of conditional increase in share capital with the authorisation to issue 226 subscription warrants. According to resolution no. 3, the taking up, as part of the last tranche, of 300 series E shares in exchange for 30 series A subscription warrants will be possible to implement no earlier than 30 May 2014, but no later than 31 October 2014, provided that the eligible person – Mr Jakub Ryba – remains the Company's employee up to and including the share take-up date.

In connection with the split of shares, on 29 January 2014, the Extraordinary General Meeting adopted resolution no. 3 amending resolution no. 1 of the Extraordinary General Meeting of 13 December 2013. By resolution no. 3 of 29 January 2014, the Extraordinary General Meeting decided to conditionally increase share capital by up to PLN 226,000.00 through the issue of up to 2,260,000 (two million two hundred and sixty thousand) new registered series E shares with a par value of PLN 0.10 each.

At the same time, on 29 January 2014, the Extraordinary General Meeting adopted resolution no. 5 amending resolution no. 3 of the Extraordinary General Meeting of 13 December 2013. According to resolution no. 5 of 29 January 2014, in exchange for the last issued tranche of 30 subscription warrants of series A, it will be possible to take up 300,000 series E shares no earlier than 30 May 2014, but no later than 31 October 2014, provided that the eligible person – Mr Jakub Ryba – remains the Company's employee up to and including the share take-up date.

As at the Prospectus Approval Date, 1,200,000 Series E Shares have been taken up in exchange for 120 subscription warrants addressed to the employees and members of the Management Board. Mr Jakub Ryba is eligible to take up, by 31 October 2014, another batch of 300,000 Series E Shares at an issue price of PLN 0.10 per share, provided that he remains the Company's employee up to and including the share take-up date. Those eligible for taking up the remaining 76 subscription warrants – which authorise to taking up 760,000 Series E Shares – including the rules and dates of take-up, are to be specified by resolution of the Supervisory Board adopted at the motion of the President of the Management Board. As at the Prospectus Date, the 76 warrants mentioned above have not been issued.

Since 2010, the Company has pursued a policy to pay out to shareholders some proportion of net profit. In addition to dividend, the distribution of financial surplus may take the form of buy-back of own (treasury) shares for redemption. With reference to some proportion of net profit worked out for 2013 and increased – under Article 360 § 2(2) of the CCCP in conjunction with Article 348 § 1 CCCP – by the amounts transferred from supplementary and reserve capital, the Company's shareholders decided, by resolution no. 29 of 24 April 2014, to distribute the financial surplus in the form of re-purchase of own shares for redemption which, in addition to the payment of profit, gives those shareholders who opt not to sell their shares for redemption, the possibility to increase their share in the Company's equity. The use of share redemption will require the reduction of share capital to the amount of up to 7% of the shares issued as at the Prospectus Approval Date.

## 18. Major shareholders

### 18.1. Information about persons other than members of the administrative, management or supervisory bodies who, directly or indirectly, have an interest in the issuer's capital or voting rights which is notifiable under the issuer's national law

Under Article 69(1)(1) of the Act on Public Offering, the duty to notify an interest in a public company applies to a public-company shareholder who has reached or exceeded the 5% threshold of the total number of votes in the company, whereas this number of votes includes the number of votes held by the subsidiaries of such shareholder.

In addition to members of administrative, management and supervisory bodies, there are major shareholders of the Company whose details are tabled below:

**Table 33. ALTUS TFI major shareholders**

Shareholder	Number of shares	Number of votes on the General Meeting	% of total number of shares	% of total number of votes
ALTUS TFI S.A. (own shares)***	3,080,000	3,080,000	7.00%	5.98%
ZYDOROWICZ Investments S.C.Sp.****	3,582,360	3,582,360	8.14%	6.96%
MANIA Investments S.C.Sp.*****	3,530,280	3,530,280	8.02%	6.85%
Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością 2 S.K.A.	2,970,000	2,970,000	6.75%	5.77%
Bogusław Galewski	2,700,000	2,700,000	6.14%	5.24%

\* the partnerships is controlled by Piotr Osiecki, President of the Management Board of ALTUS TFI

\*\* the partnerships is controlled by Andrzej Zydorowicz, Member of the Management Board of ALTUS TFI

\*\*\* the partnerships is controlled by Rafał Tomasz Mania, Member of the Supervisory Board of ALTUS TFI

Source: ALTUS TFI

Under resolution no. 30 of the General Meeting of 24 April 2014 on the acquisition of own shares for their redemption, the Company acquired own shares under which, pursuant to Article . 364 § 2 of the Polish Commercial Companies Code, bore no voting rights at the General Meeting.

After the redemption of shares, the share of respective shareholders in the share capital and in the total number of votes will increase.

Information about the Company's shares held by members of administrative, management, and supervisory bodies is presented in section 17.2 of this chapter of this Prospectus.

## 18.2. Information about other voting rights regarding the issuer

Mr Piotr Osiecki holds (directly and indirectly) a total of 26,152,000 shares, of which 7,500,000 are Series A Shares, preferred in terms of voting rights to the effect that each of them gives a right to two votes on the General Meeting. In addition, the major shareholders mentioned in section 18.1 above do not hold any other voting rights with regard to the Company.

## 18.3. Indication of the direct or indirect owner of or the entity controlling the issuer

The Company is controlled by Mr Piotr Osiecki who is at the same time the President of the Management Board. Mr Piotr Osiecki holds directly 22,754,000 shares, and indirectly, through OSIECKI Investments S.C.Sp. 1, 1,567,360 shares, as well as 3,080,000 shares through the Company, which together form 62.27% of the Company's share capital and give the right to 34,901,360 votes on the General Meeting (all Series A Shares, i.e., 7,500,000 shares, are held directly by Piotr Osiecki and are preferred in terms of voting rights, to the effect that each Series A Share gives the right to two votes on the General Meeting). Pursuant to Article . 364 § 2 of the Polish Commercial Companies Code, the Company has no voting rights at the General Meeting under the own shares.

Information about Mr Piotr Osiecki is provided in section 14.1.1. of this chapter of this Prospectus.

Control of the Company by Mr Piotr Osiecki, consisting in direct and indirect exercise of voting rights on the General Meeting, is limited by provisions of the Polish Code of Commercial Companies and Partnerships, the Offering Act, and the document "Dobre Praktyki Spółek Notowanych na GPW" [Good Practices of Companies Listed on the WSE]. Thus, transparency and formal rules regarding the taking by the General Meeting (as the owners' body) of decisions by resolutions, as well as the protection of minority shareholders, are ensured. The exercise of ownership rights in accordance with the above-mentioned regulations does not constitute abuse of control of Company. In particular, one mechanism preventing Mr Piotr Osiecki from abusing control of the Company is the minority shareholders' right to appeal against resolutions of the General Meeting by procedure set out in Articles 422-427 CCCP. Such mechanism is also provided in the Act on Offering concerning the operation of public companies, including: the right of shareholders of a public company holding at least 5% of share capital to apply for the appointment of an auditor for special matters, the duties related to the disclosure of the shares held in a public company, and the duties related to the exceeding by an entity of a specific share of the overall number of votes at a public company which may happen, in principle, only as a result of announcing the call for subscriptions for sale or conversion of shares of a public company. Under the Act on Offering, minority shareholders are also eligible for demanding the buy-back of the shares held by them in a public company by another shareholder of the same public company, if his share of the overall number of votes has reached or exceeded 90%, within three months of the date when this level is reached or exceeded.

The Statutes do not include provisions which would specifically prevent potential abuse of control by Mr Piotr Osiecki.

In the event that, following the completion of the Public Offer, all Series F Shares are taken up by new shareholders and the new shareholders acquire all shares to be sold by the Selling Shareholders, Mr Piotr Osiecki will lose his control of the Company. If these conditions are not met, Mr Piotr Osiecki is likely to remain the Company's controlling entity, and the measures provided for in the Act on Offering and in "Good Practices of Companies Listed on the WSE" will apply.

## 18.4. A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer

There are no arrangements, the operation of which may at a subsequent date result in a change in control of the Company.

## 19. Related party transactions within the meaning of Regulation 1606/2002

The Company has entered into and intends to enter into related party transactions within the meaning of IAS 24 – "Related Party Disclosures" (Annex to Commission Regulation (CE) No. 1126/2008 of 3 November 2008 adopting certain international accounting standards in accordance with Regulation (EC) No 1606/2002 of the European Parliament and of

the Council, as amended by Commission Regulation (EC) No 1274/2008 of 17 December 2008 amending Regulation (EC) No 1126/2008 adopting certain international accounting standards in accordance with Regulation (EC) No 1606/2002 of the European Parliament and of the Council as regards International Accounting Standard (IAS) 1.

The transactions are entered into by the Company on the arm's length basis.

The Company has assessed the materiality of related-party transactions based on paragraph 19 of Annex I to the Prospectus Regulation. The Company has adopted as the materiality criterion the annual volume of transactions (by adding together the amounts paid and received) relative to total revenues, and the materiality threshold has been set at 10% of the Company's equity. As at 31 December 2013, 10% of equity were equal to PLN 5.2 million.

The Company has recognised that, apart from the remuneration paid to members of the Management Board, taken together, other related party transactions are not material to the Company.

The related parties with which transactions have been entered into during the period covered by the historical financial information and until the Prospectus Date, are members of the Management Board and members of the Supervisory Board on account of the functions held at the Company's bodies and employment by the Company.

The Company regards as a related party also the company Mercurius Financial Advisors Sp. z o.o. sp. k. This relationships results from the fact that Mr Piotr Osiecki (as the President of the Management Board and at the same time the Company's majority shareholder) is at the same time partner of Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością Spółka komandytowa, and Mr Michał Kowalczewski (as Member of the Supervisory Board and the Company's shareholder) is at the same time partner of Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością Spółka komandytowa and president of the management board of the General Partner of that partnership.

**Table 34. Benefits paid to members of the Management Board and Supervisory Board over 2011-2013 and until the Prospectus Date (gross, PLN)**

Name	January-May 2014		2013		2012		2011	
	On account of employment contract	On account of the Management Board*	On account of employment contract	On account of the Management Board*	On account of employment contract	On account of the Management Board*	On account of employment contract	On account of the Management Board*
<b>Management Board</b>								
Witold Chuśc	12,500.00	125,000.00	30,281.15	300,000.00	30,000.00	2,245,373.51	30,268.09	300,000.00
Piotr Osiecki	10,000.00	0.00	24,000.00	5,024,334.58	24,000.00	2,634,818.46	24,000.00	0.00
Jakub Ryba	10,000.00	90,000.00	24,000.00	1,530,312.69	24,000.00	844,886.27	24,000.00	396,000.00
Andrzej Zygorowicz	10,000.00	90,000.00	24,000.00	3,160,725.90	24,000.00	1,363,289.15	24,000.00	329,000.00
<b>Supervisory Board</b>								
Rafał Mania	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Michał Kowalczewski	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Piotr Jaczewski**	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Beata Proczek**	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Piotr Maciej Kamiński**	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

\* The value of payments for work, rewards and benefits received from the Company, paid or accrued (including any contingent or deferred compensation), in cash or in kind or in any other form, for the last completed financial year, regardless of whether or not they have been recorded as cost or have resulted from the distribution of profit

\*\* appointed to hold the function of a member of the Supervisory Board on 29 January 2014

Source: ALTUS TFI

Transactions between the Company and Members of the Management Board include remuneration under employment contract and on account of the functions held by them, including from the implementation of the "incentive plan".

Contract for advisory services of 7 November 2013, entered into between the Company and Mercurius Financial Advisors Sp. z o.o. sp.k., under which Mercurius Financial Advisors Sp. z o.o. sp.k. has held, for the compensation set out in the contract, advisory functions related to the preparation of the Company's initial public offering. As at 31 March 2014, Mercurius Financial Advisors Sp. z o.o. sp.k. received PLN 86,100 as compensation for the advisory services performed under that contract.

The Company has entered into no loan contracts. The Company does not grant guarantees or suretyships.

## 20. Financial information on assets, liabilities and equity of the issuer, its financial position, as well as profits and losses

### 20.1. Historical financial Information

Historical financial information for the period from 1 January 2013 to 31 December 2013 and periods from 1 January 2012 to 31 December 2012 and from 1 January 2011 to 31 December 2011, included in the Prospectus, has been prepared in the form that would be applied in the next published financial statements of the Company, taking into account accounting standards and principles as well as legal regulations applying to such financial statements. This chapter presents historical financial information – individual financial statements of the Company for the period from 1 January 2013 to 31 December 2013 and financial information for periods from 1 January 2012 to 31 December 2012 and from 1 January 2011 to 31 December 2011, prepared based on Polish accounting standards and principles.

Individual financial statements for the period from 1 January 2013 to 31 December 2013 and periods from 1 January 2012 to 31 December 2012 and from 1 January 2011 to 31 December 2011 were audited by a statutory auditor in accordance with binding regulations and professional standards. Individual financial statements and comparable financial data presented in this chapter include an extended scope of additional information and explanations vs. statutory financial statements drawn up in accordance with national accounting standards, pursuant to provisions of the Regulation of the Minister of Finance of 18 October 2005 on the scope of information presented in financial statements and consolidated financial statements, as required in prospectuses of issuers with their registered offices in the Republic of Poland, to whom Polish accounting standards apply (Journal of Laws Dz.U. of 2005 No. 209 item 1743, as amended).

The data presented herein are in Polish zlotys.

Historical financial information for the period from 1 January 2013 to 31 December 2013 and periods from 1 January 2012 to 31 December 2012 and from 1 January 2011 to 31 December 2011, included in the Prospectus, has been audited by the Statutory Auditor, who issued an unqualified opinion based on the audit. The Statutory Auditor's opinion from the audit of historical financial information is presented in section 20.4.1 in this chapter of the Prospectus.

Historical financial information for the years 2011-2013 is presented in section 20.3 in this chapter of the Prospectus.

### 20.2. Pro-forma financial data

Until the Date of Approval of the Prospectus neither any transaction has occurred nor has the Company undertaken any binding obligations with respect to concluding transactions in the future that would result in a duty to include pro-forma financial information in the Prospectus.

### 20.3. Financial statements

#### ALTUS TOWARZYSTWO FUNDUSZY INWESTYCYJNYCH SPÓŁKA AKCYJNA FINANCIAL STATEMENTS FOR THE YEARS 2010-2012

#### I. INTRODUCTION TO THE FINANCIAL STATEMENT

##### 1. Details of the Company

The Company was established on 20 August 2007, by a notarial deed (Notary's Public Office Marek Bartnicki, Magdalena Proniewicz, Sławomir Strojny, Wiktor Wągradzki Spółka Cywilna, 00-362 Warszawa, ul. Gałczyńskiego 4), Repertory No. A 14394/2007, under the name of ALTUS Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna.

Registered office of the Company as at 31 December 12.2013 – 00-696 Warszawa, ul. Pankiewicza 3,

Tax Identification Number (NIP) – 108-00-03-690;

Statistical Identification Number (REGON) – 141158275

The scope of the Company's activities includes: fund management activities PKD 6630Z.

The authority keeping the register: District Court for the capital city of Warsaw in Warsaw, 12<sup>th</sup> Business Department of the National Court Register, ul. Czerniakowska 100, 00-454 Warsaw.

Register – Register of Entrepreneurs

Registration date – 18 October 2007

Number in the National Court Register – 0000290831

##### 2. Duration of the Company if definite

Duration of ALTUS Towarzystwo Funduszy Inwestycyjnych S.A. is indefinite.

### **3. Periods covered by the financial statements presented and comparable financial data**

Period covered by the financial statements presented:

- from 1 January to 31 December 2013.

Periods for which comparable financial data are presented:

- from 1 January to 31 December 2012;
- from 1 January to 31 December 2011.

### **4. Composition of the management authorities and supervisory board of the Company**

As of 31 December 2013, the composition of the Management Board was as follows:

- Mr Piotr Osiecki – President of the Management Board;
- Mr Andrzej Zydorowicz – Member of the Management Board;
- Mr Jakub Ryba – Member of the Management Board;
- Mr Witold Chuś – Member of the Management Board.

The composition of the Management Board as at the date of issuing the opinion of the Statutory Auditor on comparability of the data for financial years ended 31 December 2013, 31 December 2012 and 31 December 2011 was as follows:

- Mr Piotr Osiecki – President of the Management Board;
- Mr Andrzej Zydorowicz – Member of the Management Board;
- Mr Jakub Ryba – Member of the Management Board;
- Mr Witold Chuś – Member of the Management Board.

The composition of the Supervisory Board from 1 January 2012 to 5 July 2012 was as follows:

- Mr Krzysztof Rożko;
- Mr Michał Kowalczewski;
- Mr Rafał Mania.

The composition of the Supervisory Board from 6 July 2012 to 31 December 2012 was as follows:

- Mr Rafał Mania;
- Mr Michał Kowalczewski;
- Mr Piotr Brzeski.

The composition of the Supervisory Board as at the date of issuing the opinion of the Statutory Auditor on comparability of the data for financial years ended 31 December 2013, 31 December 2012 and 31 December 2011 was as follows:

- Mr Rafał Mania;
- Mr Michał Kowalczewski;
- Ms Beata Proczek;
- Mr Piotr Jaczewski;
- Mr Piotr Kamiński.

### **5. Information whether the financial statements and comparable data include consolidated data**

The financial statements and comparable financial data do not include any consolidated data, since the entity does not comprise internal organisational units drawing up individual financial statements.

### **6. Information whether the issuer is a dominant entity or a significant investor, and whether it draws up the consolidated financial statements**

The Company is neither a dominant entity nor a significant investor in other entities, and it does not draw up the consolidated financial statements.

### **7. Information on business combinations during the period covered by the financial statements and comparable data**

No business combinations took place during the period covered by the financial statements and comparable data.



## 8. Going concern assumption

The financial statements have been prepared assuming that the Company will continue as a going concern in the foreseeable future, and that it does not intend and does not have to discontinue activities or significantly limit their scope. The Management Board of the Company does not have any knowledge of circumstances indicating a threat to the going concern basis.

## 9. Comparability of data

The financial statements and comparable financial data are presented in a way ensuring their comparability by applying consistent accounting principles in all periods presented, in accordance with accounting principles used by the Company when drawing up the financial statements for the period from 1 January to 31 December 2013.

## 10. Information on adjustments to the financial statements or comparable data due to reservations included in the opinions of entities entitled to audit the financial statements

The financial statements and comparable financial information do not include any adjustments due to reservations included in the opinions of entities entitled to audit the financial statements for the years for which the financial statements or comparable financial data are included in the Prospectus.

## 11. Discussion of applied accounting principles (policy)

Accounting and tax matters of the Company were handled by the accounting office OK Księgowość Spółka z ograniczoną odpowiedzialnością HEG spółka komandytowa, 00-608 Warszawa, Al. Niepodległości 210 lok. 9.

During the period from 1 January 2012 to 31 December 2012, accounting records of the Company were kept in accordance with the Accounting Act of 29 September 1994 (Journal of Laws No. 121, item 591, as amended), and the statutory financial statements were prepared based thereon.

These principles described have been consistently applied to all the periods presented, unless otherwise stated.

Assets and liabilities and equity are measured in accordance with the Accounting Act. Methods of valuation of assets and liabilities as well as determination of the financial result are in particular as follows:

### A. Measurement principles during the financial year

- Tangible fixed assets and intangible assets are stated at purchase price. Accumulated depreciation and amortisation is calculated taking into account economic useful life of individual tangible fixed assets as well as rates and principles set in the Act on Corporate Income Tax, provided that they do not significantly differ from the economic useful life adopted. Tangible fixed assets with useful life above one year and initial value above PLN 3,500 are included in the value and quantity register kept in the depreciation table based on rates set in depreciation schedules.
- Items demonstrating features of tangible fixed assets of low unit initial value (below PLN 3,500) are treated as materials and are directly charged to costs of consumption of materials upon their purchase. An off-balance sheet register can be kept in order to maintain control over consumption and use of low-value tangible fixed assets.
- Constructions in progress are stated at total costs directly attributable to their acquisition or manufacture, less impairment write-downs.
- Intangible fixed assets, including computer software, with a value above PLN 3,500 are included in the value and quantity register kept in the amortisation table. Amortisation charges on intangible assets are recognised in accordance with the depreciation schedule adopted.
- Computer software and licences with an initial value below PLN 3,500 are charged on a one-off basis to costs of consumption of materials.
- Cash and equity are stated at nominal value.
- Receivables and liabilities, including due to loans, are recognised at the amount due.
- Short-term investments are stated at fair value.
- Business transactions expressed in foreign currencies are recognised as at the date of their recognition, at the average exchange rate determined for the particular currency by the National Bank of Poland as at the previous working day, unless the document binding on the Company sets a different exchange rate. Exchange differences (gains or losses) resulting from translations increase financial income or costs, except differences pertaining to the purchase or financing of constructions in progress, tangible fixed assets and intangible assets (until their commissioning).
- In the case of continuous and repeatable supplies of goods and services (settlements with suppliers and recipients), the registers are kept by recipients and suppliers. The method of keeping the registers of settlements with suppliers and recipients pertains to non-cash as well as cash settlements.



- Remaining settlements are recorded on sub-ledger accounts for other business partners, while settlements with the budget are recorded separated to tax items and Social Insurance Institution (ZUS) premiums.
- Registers of settlements with employees are kept as necessary, by employee, contractor, Management Board (for the purposes of settlements with the Social Insurance Institution (ZUS) or settlements of personal income tax separate individual payroll cards are kept).

#### *B. Principles of measurement as at the balance sheet date*

The following items are measured as at the balance sheet date:

- tangible fixed assets and intangible assets – are stated at cost (purchase price or manufacturing cost) or revalued amount (after revaluation of tangible fixed assets), less accumulated depreciation or amortisation and write-downs due to permanent impairment;
- real estates and intangible assets classified as investments – are stated in keeping with principles applicable to tangible fixed assets and intangible assets, as set above;
- constructions in progress – are stated at total costs directly attributable to their acquisition or manufacture, less write-downs due to permanent impairment;
- shares in other entities and investments other than investment real estate and intangible assets, classified to non-current assets – are stated at fair value;
- shares in subsidiaries which are classified as non-current assets – are stated at purchase price net of impairment write-downs;
- short-term investments – are stated at market price (value), while short-term investments, for which there is no active market, are stated at fair value determined in any other way;
- tangible current assets – are stated at lower of cost (purchase price or manufacturing cost) and net selling price as at the balance sheet date;
- receivables and loans granted – are stated at the amount due, while observing the principle of prudent valuation, and if they are allocated for sale within up to 3 months – at market value or fair value determined in any other way;
- liabilities – are stated at the amount due, and if they are allocated for sale within up to 3 months – at market value or fair value determined in any other way;
- provisions – are stated at the justified, reliably estimated value;
- treasury shares – are stated at purchase price;
- equity, except for treasury shares and other assets and liabilities – are stated at nominal value.

#### *C. Principles for determining the financial result*

The Company's financial result comprises:

- result on sales;
- result on operating activities, taking into account other operating income and costs;
- result on financial operations;
- result of extraordinary events;
- statutory appropriations of the financial result due to corporate income tax and potentially other equivalent payments based on separate regulations.

The result on sales is a difference between net sales revenues and operating costs incurred since the beginning of the year.

The result on operating activity is a difference between other operating income and other operating costs incurred since the beginning of the year.

The result on financial activities is a difference between financial income, especially due to dividends, interest, gain on disposal of investments and their revaluation, surplus of exchange gains over exchange losses, and financial costs, in particular related to interest paid, losses on disposal of investments and their revaluation, surplus of exchange losses over exchange gains, except interest, commission and exchange gains and losses that impact the determination of the manufacturing cost or increase the value of tangible fixed assets.

The result on extraordinary events is a difference between extraordinary gains and extraordinary losses that occurred since the beginning of the financial year.

The profit and loss account is prepared using the cost by type method.

Costs are recorded on accounts kept in accordance with the cost by type method.

Non-deductible costs for the purposes of corporate income tax and costs recorded statistically for the purposes of corporate income tax calculation are recorded on separate accounts. Non-taxable income is also recorded separately.

Costs of future reporting periods incurred in the current reporting period are qualified for settlement as prepayments.

Deferred costs, which in whole or in a part are related to costs of the current period, but were not incurred as at the balance sheet date are recorded on the accrual account.

As at the balance sheet date, revenues and costs arising from entries on accounts during the year are transferred in whole to the account used to determine the financial result.

Pursuant to Article 37 of the Accounting Act, as at the end of the financial year, the Company determines deferred tax assets and liabilities.

## 12. Average PLN to EUR exchange rates

During the period covered by the financial statements and during the comparable period, average PLN to EUR exchange rates determined by the National Bank of Poland were as follows:

Reporting period	Average exchange rate	Minimum exchange rate during the period <sup>2</sup>	Maximum exchange rate during the period <sup>2</sup>	Exchange rate as at the last day of the period
01.01. – 31.12.2013	4.21	4.07	4.34	4.15
01.01. – 31.12.2012	4.17	4.05	4.51	4.09
01.01. – 31.12.2011	4.14	3.93	4.55	4.42

1) Average of exchange rates as at the last day of each month during the period.

2) In order to determine the lowest and the highest exchange rates in 2013, 2012 and 2011, Table A from the archives of average exchange rates during the period were used.

Key items in the balance sheet, profit and loss account and the cash flow statement have been translated into EUR in accordance with the following binding translation principles:

- balance sheet – based on the exchange rate in force as at the last day of the period;
- profit and loss account and the cash flow statement – based on average exchange rates during the particular period, calculated as the arithmetic mean of exchange rates binding as at the last day of each month in the particular period.

The translation has been performed based on the aforementioned exchange rates, by dividing values expressed in PLN thousand by the exchange rate.

## 13. Selected financial data of the issuer translated into euro

Selected financial data	in PLN			in EUR		
	31.12.2013	31.12.2012	31.12.2011	31.12.2013	31.12.2012	31.12.2011
Sales revenues	88,594,822.34	48,968,705.66	19,477,940.56	21,039,028.33	11,743,094.88	4,700,275.23
Operating costs	32,820,771.68	17,334,384.58	9,555,290.97	7,794,102.71	4,156,926.76	2,305,813.46
Profit (loss) on sales	55,774,050.66	31,634,321.08	9,922,649.59	13,244,925.62	7,586,168.12	2,394,461.77
Operating profit (loss)	45,052,187.44	25,109,589.10	10,092,220.06	10,698,754.43	6,021,484.20	2,435,381.29
Profit (loss) before tax	46,293,645.46	25,836,316.58	10,287,867.20	10,993,569.29	6,195,759.37	2,482,593.44
Net profit (loss)	37,563,632.46	20,972,867.58	8,382,887.20	8,920,412.13	5,029,464.65	2,022,897.49
Net cash flows from operating activities	39,282,608.43	20,349,876.15	10,686,809.04	9,328,625.42	4,880,066.22	2,578,863.19
Net cash flows from investing activities	-6,716,391.11	-4,047,311.88	-2,520,270.62	-1,594,972.92	-970,578.39	-608,173.41
Net cash flow from financial activities	-15,862,833.24	-7,259,325.00	-728,000.00	-3,767,021.47	-1,740,845.32	-175,675.68
Non-current assets	6,559,096.61	4,501,327.71	2,964,887.43	1,581,572.29	1,100,569.12	670,789.01
Current assets	72,221,857.06	37,119,901.44	16,527,738.45	17,414,606.74	9,075,770.52	3,739,307.34
Equity	51,912,227.87	30,107,468.65	15,974,676.07	12,517,416.06	7,361,239.28	3,614,180.11
Liabilities and long-term provisions	0.00	0.00	0.00	0.00	0.00	0.00
Liabilities and short-term provisions	26,868,725.80	11,513,760.50	3,517,949.81	6,478,762.97	2,815,100.37	795,916.25
Book value per share (PLN)	1,190.65	696.93	373.24	287.10	170.40	84.44
Earnings for the period per ordinary share (PLN)	861.55	485.48	195.86	207.74	118.70	44.31

Selected financial data	in PLN			in EUR		
	31.12.2013	31.12.2012	31.12.2011	31.12.2013	31.12.2012	31.12.2011
Number of shares as at the balance sheet date (units)	43,600	43,200	42,800	43,600	43,200	42,800
Weighted average number of shares (units)	43,577	43,148	40,338	43,577	43,148	40,338
Book value per weighted average share (PLN)	1,191.28	697.77	396.02	287.25	170.60	89.60
Earnings <u>for the period</u> per weighted average share (PLN)	862.01	486.07	207.82	207.85	118.84	47.02

#### 14. Differences between Polish Accounting Standards and International Accounting Standards

ALTUS TFI S.A. applies accounting policy in accordance with the Accounting Act.

The Company has analysed areas of potential differences and their impact on the value of equity and the financial result in these historical financial information prepared in accordance with Polish Accounting Standards and the financial statements and comparable data that would be prepared in compliance with IAS/IFRS. To this end, the Management Board took into account its best knowledge of approved standards and interpretations, as well as accounting principles that would be applied when preparing historical financial information in accordance with IAS/IFRS.

Pursuant to § 7 section 2 of the Regulation of the Minister of Finance of 18 October 2005 on the scope of information presented in financial statements and consolidated financial statements, as required in prospectuses of issuers with their registered offices in the Republic of Poland, to whom Polish accounting standards apply (Journal of Laws Dz.U. of 2005 No. 209 item 1743, as amended), the Management Board of ALTUS TFI S.A. decided not to publish the value reconciliation of differences in equity and the net result between historical financial information and the data that would arise from the financial statements drawn up in accordance with IAS/IFRS.

The Management Board believes that potential differences would not have a significant impact on reliability of the financial statements. Additionally, in the opinion of the Management Board, the analysis of areas of differences and estimating their value without drawing up complete financial statements in accordance with IAS/IFRS involves risk of uncertainty and omission.

Key areas of differences between the financial statements published, drawn up in accordance with Polish Accounting Standards, and the financial statements that would be prepared in compliance with IAS/IFRS are presented below:

##### *Provisions for employee benefits*

The provision for employee benefits was not estimated in the financial statements for 2011, 2012 and 2013. Pursuant to IAS/IFRS, such estimation is required. In the opinion of the Management Board, recognising a potential provision for old-age pension, disability pension and other employee benefits would not have a material impact on the financial statements for 2011, 2012 and 2013.

##### *Trade receivables and liabilities*

Taking into account IAS/IFRS, trade receivables should be measured using the effective interest rate, while in accordance with the Accounting Act, they are stated at the value to be paid. According to the Management Board, differences due to potential measurement of receivables and liabilities are immaterial.

##### *Prepayments and accruals*

The Accounting Act requires disclosing prepayments and accruals under separate items in the balance sheet, being a component of the financial statements. In accordance with IAS/IFRS, prepayments should be usually presented as trade receivables, and accruals – as trade liabilities. However, sometimes individual prepayments should be recognised as costs of the period in which they were incurred, rather than settled over time, as required by the Accounting Act. Application of IAS/IFRS could result in changes in individual items and components of the financial statements, and may also impact the Company's reported result.

##### *Deferred tax assets and provisions*

Deferred tax assets and provisions disclosed in the presented financial statements drawn up in accordance with IAS/IFRS should take into account also temporary differences presented, due to differences between the financial statements drawn up in accordance with IAS/IFRS and the financial statements drawn up in accordance with the Accounting Act.

### Information on related parties

IAS/IFRS include a much wider definition of related parties than relevant provisions of the Accounting Act. For instance, pursuant to IAS 24, related parties include, inter alia:

- a person related to the Company or this person's close member of the family, including:
  - that person's children and spouse or domestic partner;
  - children of that person's spouse or domestic partner; and
  - dependants of that person or that person's spouse or domestic partner;
- key management personnel of the Company;
- persons having control or joint-control, or significant influence over the Company.

### Additional information

Pursuant to the structure of IAS/IFRS, the disclosure scope is presented in each of the standard. Consequently, it is much wider than the scope of disclosures included in the financial statements drawn up in accordance with the Accounting Act.

## FINANCIAL STATEMENTS

### BALANCE SHEET

ASSETS	Note	31.12.2013	31.12.2012	31.12.2011
<b>A. NON-CURRENT ASSETS</b>		<b>6,559,096.61</b>	<b>4,501,327.71</b>	<b>2,964,887.43</b>
I. Intangible assets	1	0.00	0.00	0.00
II. Tangible fixed assets	2	139,044.61	55,424.71	26,368.43
1. Fixed assets		139,044.61	55,424.71	26,368.43
a) land (including right to perpetual usufruct of land)		0.00	0.00	0.00
b) buildings, premises, civil and water engineering structures		24,302.64	0.00	0.00
c) technical equipment and machinery		53,172.06	51,932.97	22,292.42
d) vehicles		58,662.45	0.00	0.00
e) other fixed assets		2,907.46	3,491.74	4,076.01
2. Constructions in progress		0.00	0.00	0.00
3. Prepayments for constructions in progress		0.00	0.00	0.00
III. Long-term receivables	3	0.00	0.00	0.00
IV. Long-term investments	4	3,416,000.00	3,138,000.00	2,718,750.00
1. Real estates		0.00	0.00	0.00
2. Intangible assets		0.00	0.00	0.00
3. Long-term financial assets		3,416,000.00	3,138,000.00	2,718,750.00
a) in related entities		0.00	0.00	0.00
b) in other entities		3,416,000.00	3,138,000.00	2,718,750.00
- other long-term financial assets		3,416,000.00	3,138,000.00	2,718,750.00
4. Other long-term investments		0.00	0.00	0.00
V. Long-term prepayments	5	3,004,052.00	1,307,903.00	219,769.00
1. Deferred tax assets		3,004,052.00	1,307,903.00	219,769.00
2. Other prepayments		0.00	0.00	0.00
<b>B. CURRENT ASSETS</b>		<b>72,221,857.00</b>	<b>37,119,901.44</b>	<b>16,527,738.45</b>
I. Inventories	6	0.00	0.00	9,743.00
1. Materials		0.00	0.00	0.00
2. Half-products and work in progress		0.00	0.00	0.00
3. Finished products		0.00	0.00	0.00

ASSETS	Note	31.12.2013	31.12.2012	31.12.2011
4. Goods		0.00	0.00	0.00
5. Prepayments for deliveries		0.00	0.00	9,743.00
II. Short-term receivables	7	24,967,760.90	14,004,831.98	6,691,724.54
1. Receivables from related entities		0.00	5.03	0.00
2. Receivables from other entities		24,967,760.90	14,004,826.95	6,691,724.54
a) trade receivables, due:		24,963,018.90	14,004,207.30	6,691,272.17
- up to 12 months		24,963,018.90	14,004,207.30	6,691,272.17
- above 12 months		0.00	0.00	0.00
b) taxation, customs duties, insurance and other benefits receivable		0.00	0.00	0.00
c) other		4,742.00	619.65	452.37
d) receivables claimed in court		0.00	0.00	0.00
III. Short-term investments	8	47,244,583.52	23,111,349.44	9,818,370.17
1. Short-term financial assets		47,244,583.52	23,111,349.44	9,818,370.17
a) in related entities		0.00	0.00	0.00
b) in other entities		11,679,590.00	4,249,740.00	0.00
- other securities		11,679,590.00	4,249,740.00	0.00
c) cash, cash equivalents, and other monetary assets		35,564,993.52	18,861,609.44	9,818,370.17
- cash in hand and at bank		1,813,099.45	1,389,313.77	1,342,291.38
- other cash		33,751,894.07	17,472,295.67	8,476,078.79
2. Other short-term investments		0.00	0.00	0.00
IV. Short-term prepayments	9	9,512.64	3,720.02	7,900.74
<b>Total assets</b>		<b>78,780,953.67</b>	<b>41,621,229.15</b>	<b>19,492,625.88</b>

EQUITY AND LIABILITIES	NOTE	31.12.2013	31.12.2012	31.12.2011
<b>A. EQUITY</b>		<b>51,912,227.87</b>	<b>30,107,468.65</b>	<b>15,974,676.07</b>
I. Share capital	11	4,360,000.00	4,320,000.00	4,280,000.00
II. Called-up share capital not paid up (negative amount)		0.00	0.00	0.00
III. Treasury shares (negative amount)	12	0.00	0.00	0.00
IV. Supplementary capital	13	5,297,053.08	1,463,472.26	917,273.78
V. Revaluation reserve	14	741,960.00	638,000.00	218,750.00
VI. Other reserve capitals	15	3,909,582.33	2,673,128.81	2,135,765.09
VII. Share capital registered after the balance sheet date		40,000.00	40,000.00	40,000.00
VIII. Retained earnings		0.00	0.00	0.00
IX. Net profit (loss)		37,563,632.46	20,972,867.58	8,382,887.20
X. Net profit written off during the financial year (negative amount)	16	0.00	0.00	0.00
<b>II. LIABILITIES AND PROVISIONS FOR LIABILITIES</b>		<b>26,868,725.80</b>	<b>11,513,760.50</b>	<b>3,517,949.81</b>
I. Provisions for liabilities	17	16,025,582.01	6,391,360.69	1,156,677.00
1. Provision for deferred income tax		359,140.00	47,450.00	0.00
2. Provision for pension and similar benefits		0.00	0.00	0.00
3. Other provisions		15,666,442.01	6,343,910.69	1,156,677.00
- long-term		0.00	0.00	0.00
- short-term		15,666,442.01	6,343,910.69	1,156,677.00
II. Long-term liabilities	18	0.00	0.00	0.00
1. To related entities		0.00	0.00	0.00

EQUITY AND LIABILITIES	NOTE	31.12.2013	31.12.2012	31.12.2011
2. To other entities		0.00	0.00	0.00
IV. Short-term liabilities	19	10,843,143.79	5,122,399.81	2,361,272.81
1. To related entities		0.00	0.00	0.00
2. To other entities		10,843,143.79	5,122,399.81	2,361,272.81
a) loans and borrowings		0.00	0.00	0.00
b) due to issue of debt securities		0.00	0.00	0.00
c) other financial liabilities		0.00	0.00	0.00
d) trade liabilities, due:		2,228,967.28	3,117,073.93	1,552,131.47
- up to 12 months		2,228,967.28	3,117,073.93	1,552,131.47
- above 12 months		0.00	0.00	0.00
e) advances received on account of deliveries		0.00	0.00	0.00
f) promissory note liabilities		0.00	0.00	0.00
g) taxation, customs duty, social insurance, and other benefits liabilities		8,606,115.71	1,956,889.30	809,141.34
h) payroll liabilities		1,687.00	0.00	0.00
i) other		6,373.80	48,436.58	0.00
3. Special funds		0.00	0.00	0.00
IV. Accruals	20	0.00	0.00	0.00
1. Negative goodwill		0.00	0.00	0.00
2. Other accruals		0.00	0.00	0.00
- long-term		0.00	0.00	0.00
- short-term		0.00	0.00	0.00
<b>Total equity and liabilities</b>		<b>78,780,953.67</b>	<b>41,621,229.15</b>	<b>19,492,625.88</b>

	31.12.2013	31.12.2012	31.12.2011
Number of shares as at the balance sheet date (units)	43,600	43,200	42,800
Book value per share (PLN)	1,190.65	696.93	373.24
Diluted number of shares as at the balance sheet date (units)	43,600	43,200	42,800
Diluted book value per share (PLN)	1,190.65	696.93	373.24

#### OFF-BALANCE SHEET ITEMS

Did not occur.

#### PROFIT AND LOSS ACCOUNT (PREPARED USING THE COST BY FUNCTION METHOD)

	Note	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
A. Net revenues from sales of products, goods and materials, of which:	22	88,594,822.34	48,968,705.66	19,477,940.56
- from related entities		0.00	0.00	0.00
I. Revenues from sales of products		88,594,822.34	48,968,705.66	19,477,940.56
II. Net revenues from sales of goods and materials		0.00	0.00	0.00
B. Cost of products, goods and materials sold, out of which:	24	996,326.15	526,093.88	251,610.01
- to related parties		0.00	,	,
I. Manufacturing cost of the products sold		996,326.15	526,093.88	251,610.01
II. Value of goods and materials sold		0.00	0.00	0.00



	Note	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
<b>C. Gross profit (loss) on sales (A-B)</b>		<b>87,598,496.19</b>	<b>48,442,611.78</b>	<b>19,226,330.55</b>
D. Selling costs		25,245,102.03	13,279,121.40	5,426,580.42
E. General and administrative costs		6,579,343.50	3,529,169.30	3,877,100.54
<b>F. Profit (loss) on sales (C-D-E)</b>		<b>55,774,050.66</b>	<b>31,634,321.08</b>	<b>9,922,649.59</b>
G. Other operating income	25	929,564.61	33,990.58	169,585.13
1. Gain on disposal of non-financial, non-current assets		0.00	0.00	0.00
2. Subsidies		0.00	0.00	0.00
3. Other operating income		929,564.61	33,990.58	169,585.13
H. Other operating costs	26	11,651,427.83	6,558,722.56	14.66
1. Loss on disposal of non-financial, non-current assets		0.00	0.00	0.00
2. Revaluation of non-financial assets		0.00	0.00	0.00
3. Other operating costs		11,651,427.83	6,558,722.56	14.66
<b>I. Operating profit (loss) (F+G-H)</b>		<b>45,052,187.44</b>	<b>25,109,589.10</b>	<b>10,092,220.06</b>
J. Financial income	27	1,285,929.17	733,659.40	201,741.84
1. Dividends and share in profits, of which:		0.00	0.00	0.00
- from related entities		0.00	0.00	0.00
2. Interest, of which:		456,067.17	483,858.83	196,891.84
- from related entities		0.00	0.00	0.00
3. Gain on disposal of investments		0.00	0.00	4,850.00
4. Revaluation of investments		829,850.00	249,740.00	0.00
5. Other		12.00	60.57	0.00
K. Financial costs	28	44,471.15	6,931.92	6,094.70
1. Interest, of which:		607.99	391.00	2,681.80
- to related entities		0.00	0.00	0.00
2. Loss on disposal of investments		0.00	0.00	0.00
3. Revaluation of investments		0.00	0.00	0.00
4. Other		43,863.16	6,540.92	3,412.90
<b>L. Profit (loss) on business activities (I+J-K)</b>		<b>46,293,645.46</b>	<b>25,836,316.58</b>	<b>10,287,867.20</b>
M. Result on extraordinary events (M.I.-M. II.)		0.00	0.00	0.00
I. Extraordinary gains	29	0.00	0.00	0.00
II. Extraordinary losses	30	0.00	0.00	0.00
<b>N. Profit (loss) before tax (L+/-M)</b>		<b>46,293,645.46</b>	<b>25,836,316.58</b>	<b>10,287,867.20</b>
O. Income tax	31	8,730,013.00	4,863,449.00	1,904,980.00
a) current part		10,288,512.00	5,904,133.00	1,913,656.00
b) deferred part		-1,558,499.00	-1,040,684.00	-8,676.00
P. Other mandatory profit reductions (loss increases)	32	0.00	0.00	0.00
<b>Net profit (loss) (N-O-P)</b>		<b>37,563,632.46</b>	<b>20,972,867.58</b>	<b>8,382,887.20</b>
		<b>01.01.2013- 31.12.2013</b>	<b>01.01.2012- 31.12.2012</b>	<b>01.01.2011- 31.12.2011</b>
Net profit (loss) (PLN)		37,563,632.46	20,972,867.58	8,382,887.20
Weighted average number of shares (units)		43,577	43,148	40,338
Net earnings per ordinary share (PLN)		862.01	486.07	207.82
Diluted weighted average number of shares (units)		43,577	43,148	40,338

	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
Diluted earnings per ordinary share (PLN)	862.01	486.07	207.82

### STATEMENT OF CHANGES IN EQUITY

	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
<b>I. Equity opening balance</b>	<b>30,107,468.65</b>	<b>15,974,676.07</b>	<b>8,101,038.87</b>
- corrections of fundamental errors	0.00	0.00	0.00
<b>I.a. Opening balance of equity after corrections</b>	<b>30,107,468.65</b>	<b>15,974,676.07</b>	<b>8,101,038.87</b>
1. Opening balance of share capital	4,320,000.00	4,280,000.00	4,000,000.00
1.1. Changes in share capital	40,000.00	40,000.00	280,000.00
a) increase (due to)	40,000.00	40,000.00	280,000.00
- issue of shares	0.00	0.00	0.00
- takeover of shares from the contingent capital	40,000.00	40,000.00	280,000.00
b) decrease (due to)	0.00	0.00	0.00
1.2. Closing balance of share capital	4,360,000.00	4,320,000.00	4,280,000.00
2. Opening balance of called-up share capital not paid	0.00	0.00	0.00
2.1. Change in called-up share capital not paid	0.00	0.00	0.00
a) increase (due to)	0.00	0.00	0.00
b) decrease (due to)	0.00	0.00	0.00
2.2. Closing balance of called-up share capital not paid	0.00	0.00	0.00
3. Opening balance of treasury shares	0.00	0.00	0.00
a) increases	0.00	0.00	0.00
b) decreases	0.00	0.00	0.00
3.1. Closing balance of treasury shares	0.00	0.00	0.00
4. Opening balance of supplementary capital	1,463,472.26	917,273.78	0.00
4.1. Changes in supplementary capital	3,833,580.82	546,198.48	917,273.78
a) increases (due to)	3,833,580.82	546,198.48	917,273.78
- takeover of shares over nominal value	0.00	0.00	280,000.00
- from profit distribution (statutory)	3,833,580.82	546,198.48	637,273.78
b) decrease (due to)	0.00	0.00	0.00
4.2. Closing balance of supplementary capital	5,297,053.08	1,463,472.26	917,273.78
5. Opening balance of revaluation reserve	638,000.00	218,750.00	0.00
5.1. Changes in revaluation reserve	103,960.00	419,250.00	218,750.00
a) increase (due to)	103,960.00	419,250.00	218,750.00
- measurement of investment certificates	103,960.00	419,250.00	218,750.00
b) decrease (due to)	0.00	0.00	0.00
5.2. Closing balance of revaluation reserve	741,960.00	638,000.00	218,750.00
6. Opening balance of other reserve capitals	2,713,128.81	2,175,765.09	0.00
6.1. Changes in other reserve capital	1,196,453.52	537,363.72	2,175,765.09
a) increase (due to)	2,097,286.76	878,288.72	2,503,765.09
- profit distribution – reserve	0.00	0.00	2,000,000.00
- profit distribution – social purposes	2,097,286.76	838,288.72	463,765.09
- payments for series E shares (unregistered capital)	0.00	40,000.00	40,000.00
b) decrease (due to)	900,833.24	340,925.00	328,000.00

	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
- entry of payments for series E shares into the National Court Register – reclassification to the share capital	40,000.00	40,000.00	0.00
- utilisation of the fund for social purposes	860,833.24	300,925.00	328,000.00
6.2. Closing balance of other reserve capital	3,909,582.33	2,713,128.81	2,175,765.09
7. Opening balance of retained earnings / (accumulated losses)	20,972,867.58	8,382,887.20	4,101,038.87
7.1. Opening balance of retained earnings	20,972,867.58	8,382,887.20	4,637,650.89
- adjustments of fundamental errors	0.00	0.00	0.00
7.2. Opening balance of retained earnings after adjustments	20,972,867.58	8,382,887.20	4,637,650.89
a) increase (due to)	0.00	0.00	0.00
- allocation of the profit for previous years	0.00	0.00	0.00
b) decrease (due to)	20,972,867.58	8,382,887.20	4,637,650.89
- accumulated losses offset	0.00	0.00	536,612.02
- dividends	15,042,000.00	6,998,400.00	1,000,000.00
- allocation for social purposes	2,097,286.76	838,288.72	463,765.09
- reserve capital	0.00	0.00	2,000,000.00
- supplementary capital	3,833,580.82	546,198.48	637,273.78
7.3. Closing balance of retained earnings	0.00	0.00	0.00
7.4. Opening balance of accumulated losses	0.00	0.00	-536,612.02
- adjustments of fundamental errors	0.00	0.00	0.00
7.5. Opening balance of accumulated losses after adjustments	0.00	0.00	-536,612.02
a) increase (due to)	0.00	0.00	0.00
- reclassification of accumulated losses to be offset	0.00	0.00	0.00
b) decrease (due to)	0.00	0.00	536,612.02
7.6. Closing balance of accumulated losses	0.00	0.00	0.00
7.7. Closing balance of retained earnings / (accumulated losses)	0.00	0.00	0.00
8. Net result	37,563,632.46	20,972,867.58	8,382,887.20
a) net profit	37,563,632.46	20,972,867.58	8,382,887.20
b) net loss	0.00	0.00	0.00
c) profit written off	0.00	0.00	0.00
<b>II. Equity as at the end of the period (CB)</b>	<b>51,872,227.87</b>	<b>30,107,468.65</b>	<b>15,974,676.07</b>
<b>III. Equity as adjusted for the proposed appropriation of profit (offset of loss)</b>	<b>51,872,227.87</b>	<b>14,377,817.97</b>	<b>8,976,276.07</b>

### CASH FLOW STATEMENT

	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
<b>A. Cash flows from operating activities</b>			
I. Net profit (loss)	37,563,632.46	20,972,867.58	8,382,887.20
II. Total adjustments	1,718,975.97	-622,991.43	2,303,921.84
1. Depreciation and amortisation	32,771.21	18,255.60	20,960.33
2. Exchange (gains) losses	0.00	0.00	0.00
3. Interest and share in profits (dividends)	0.00	0.00	0.00
4. Gains / (losses) on investing activities	-829,850.00	0.00	-4,850.00
5. Change in provisions	9,460,181.32	5,234,683.69	396,646.61

	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
6. Change in inventories	0.00	9,743.00	-9,743.00
7. Change in receivables	-10,962,928.92	-7,313,107.44	331,747.26
8. Change in short-term liabilities, excluding loans and borrowings	5,720,743.98	2,761,127.00	1,589,930.23
9. Change in accruals, prepayments and deferred income	-1,701,941.62	-1,083,953.28	-20,769.61
10. Other adjustments	0.00	-249,740.00	0.02
III. Net cash from operating activities (I+/-II)	39,282,608.43	20,349,876.15	10,686,809.04
<b>B. Cash flows from investing activities</b>			
I. Inflows	0.00	0.00	1,504,850.00
1. Disposal of intangible assets and tangible fixed assets	0.00	0.00	0.00
2. Disposal of investments in real estate and intangible assets	0.00	0.00	0.00
3. From financial assets, of which:	0.00	0.00	1,504,850.00
a) in related entities	0.00	0.00	0.00
b) in other entities	0.00	0.00	1,504,850.00
- disposal of financial assets	0.00	0.00	1,504,850.00
4. Other inflows from investing activities	0.00	0.00	0.00
II. Outflows	6,716,391.11	4,047,311.88	4,025,120.62
1. Purchase of intangible assets and tangible fixed assets	116,391.11	47,311.88	25,120.62
2. Investments in real estate and intangible assets	0.00	0.00	0.00
3. On financial assets, of which:	6,600,000.00	4,000,000.00	4,000,000.00
a) in related entities	0.00	0.00	0.00
b) in other entities	6,600,000.00	4,000,000.00	4,000,000.00
- purchase of financial assets	6,600,000.00	4,000,000.00	4,000,000.00
4. Other outflows on investing activities	0.00	0.00	0.00
III. Net cash from investing activities (I-II)	-6,716,391.11	-4,047,311.88	-2,520,270.62
<b>C. Cash flows from financial activities</b>			
I. Inflows	40,000.00	40,000.00	600,000.00
1. Net inflows from issuance of shares and other equity instruments and capital contributions	40,000.00	40,000.00	600,000.00
2. Loans and borrowings	0.00	0.00	0.00
3. Issuance of debt securities	0.00	0.00	0.00
4. Other	0.00	0.00	0.00
II. Outflows	15,902,833.24	7,299,325.00	1,328,000.00
1. Purchase of treasury shares	0.00	0.00	0.00
2. Dividends and other payments to shareholders	15,042,000.00	6,998,400.00	1,000,000.00
3. Outflows due to profit distribution other than payments to shareholders	860,833.24	300,925.00	328,000.00
4. Repayment of loans and borrowings	0.00	0.00	0.00
5. Redemption of debt securities	0.00	0.00	0.00
6. Due to other financial liabilities	0.00	0.00	0.00
7. Repayment of financial lease liabilities	0.00	0.00	0.00
8. Interest	0.00	0.00	0.00
9. Other outflows on financing activities	0.00	0.00	0.00
III. Net cash from financial activities (I-II)	-15,862,833.24	-7,259,325.00	-728,000.00
<b>D. Total net cash flows (A.III.+/-B.III+/-C.III)</b>	<b>16,703,384.08</b>	<b>9,043,239.27</b>	<b>7,438,538.42</b>

	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
<b>E. Change in cash and cash equivalents in the balance sheet, of which:</b>	<b>16,703,384.08</b>	<b>9,043,239.27</b>	<b>7,438,538.42</b>
- change in cash and cash equivalents due to changes in exchange rates	0.00	0.00	0.00
<b>F. Cash opening balance</b>	<b>18,861,609.44</b>	<b>9,818,370.17</b>	<b>2,379,831.75</b>
<b>G. Cash closing balance (F+/-D), of which:</b>	<b>35,564,993.52</b>	<b>18,861,609.44</b>	<b>9,818,370.17</b>
- restricted cash and cash equivalents	0.00	0.00	0.00

## ADDITIONAL NOTES AND EXPLANATIONS

### Explanatory notes to the balance sheet

#### NOTE 1.

##### 1.1. Intangible assets

	31.12.2013	31.12.2012	31.12.2011
a) costs of completed development projects	0.00	0.00	0.00
b) goodwill	0.00	0.00	0.00
c) concessions, licences and similar intangible assets purchased	0.00	0.00	0.00
d) other intangible assets	0.00	0.00	0.00
e) prepayments for intangible assets	0.00	0.00	0.00
<b>Total intangible assets</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

##### 1.2. Changes in intangible assets (by group)

31.12.2013	costs of completed development projects	goodwill	concessions, licences and similar intangible assets purchased, of which - computer software	other intangible assets	prepayments for intangible assets	TOTAL
a) opening balance of gross value of intangible assets	0.00	0.00	5,474.32	10,980.00	0.00	<b>16,454.32</b>
b) increases (due to)	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
- purchase	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
c) decreases	0.00	0.00	210.28	0.00	0.00	<b>210.28</b>
- liquidation	0.00	0.00	210.28	0.00	0.00	<b>210.28</b>
d) closing balance of gross value of intangible assets	0.00	0.00	5,264.04	10,980.00	0.00	<b>16,244.04</b>
e) opening balance of accumulated amortisation	0.00	0.00	5,474.32	10,980.00	0.00	<b>16,454.32</b>
f) amortisation for the period (decreases)	0.00	0.00	-210.28	0.00	0.00	<b>-210.28</b>
g) closing balance of accumulated amortisation	0.00	0.00	5,264.04	10,980.00	0.00	<b>16,244.04</b>
h) opening balance of permanent impairment write-downs	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
- increases	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
- decreases	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>

<b>31.12.2013</b>	costs of completed development projects	goodwill	concessions, licences and similar intangible assets purchased, of which - computer software	other intangible assets	prepayments for intangible assets	<b>TOTAL</b>
i) closing balance of permanent impairment write-downs	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
<b>j) closing balance of net value of intangible assets</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

<b>31.12.2012</b>	costs of completed development projects	goodwill	concessions, licences and similar intangible assets purchased, of which - computer software	other intangible assets	prepayments for intangible assets	<b>TOTAL</b>
a) opening balance of gross value of intangible assets	0.00	0.00	5,474.32	10,980.00	0.00	<b>16,454.32</b>
b) increases (due to)	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
- purchase	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
c) decreases	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
d) closing balance of gross value of intangible assets	0.00	0.00	5,474.32	10,980.00	0.00	<b>16,454.32</b>
e) opening balance of accumulated amortisation	0.00	0.00	5,474.32	10,980.00	0.00	<b>16,454.32</b>
f) amortisation for the period (increases)	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
g) closing balance of accumulated amortisation	0.00	0.00	5,474.32	10,980.00	0.00	<b>16,454.32</b>
h) opening balance of permanent impairment write-downs	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
- increases	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
- decreases	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
i) closing balance of permanent impairment write-downs	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
<b>j) closing balance of net value of intangible assets</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

<b>31.12.2011</b>	costs of completed development projects	goodwill	concessions, licences and similar intangible assets purchased, of which - computer software	other intangible assets	prepayments for intangible assets	<b>TOTAL</b>
a) opening balance of gross value of intangible assets	0.00	0.00	2,888.96	10,980.00	0.00	<b>13,868.96</b>
b) increases (due to)	0.00	0.00	2,585.36	0.00	0.00	<b>2,585.36</b>
- purchase	0.00	0.00	2,585.36	0.00	0.00	<b>2,585.36</b>
c) decreases	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
d) closing balance of gross value of intangible assets	0.00	0.00	5,474.32	10,980.00	0.00	<b>16,454.32</b>



31.12.2011	costs of completed development projects	goodwill	concessions, licences and similar intangible assets purchased, of which  - computer software	other intangible assets	prepayments for intangible assets	TOTAL
e) opening balance of accumulated amortisation	0.00	0.00	2,888.96	10,980.00	0.00	<b>13,868.96</b>
f) amortisation for the period (increases)	0.00	0.00	2,585.36	0.00	0.00	<b>2,585.36</b>
g) closing balance of accumulated amortisation	0.00	0.00	5,474.32	10,980.00	0.00	<b>16,454.32</b>
h) opening balance of permanent impairment write-downs	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
- increases	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
- decreases	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
i) closing balance of permanent impairment write-downs	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
<b>j) closing balance of net value of intangible assets</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

### 1.3. Intangible assets (ownership structure)

	31.12.2013	31.12.2012	31.12.2011
a) own	0.00	0.00	0.00
b) used under lease, rental or similar agreement	0.00	0.00	0.00
<b>Total intangible assets</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

## NOTE 2.

### 2.1. Tangible fixed assets

	31.12.2013	31.12.2012	31.12.2011
a) tangible fixed assets, of which:	139,044.61	55,424.71	26,368.43
- buildings, premises, land and water engineering structures	24,302.64	0.00	0.00
- technical equipment and machines	53,172.06	51,932.97	22,292.42
vehicles	58,662.46		
- other fixed asset	2,907.46	3,491.74	4,076.01
b) tangible fixed assets under construction	0.00	0.00	0.00
c) prepayments for constructions in progress	0.00	0.00	0.00
<b>Total tangible fixed assets</b>	<b>139,044.61</b>	<b>55,424.71</b>	<b>26,368.43</b>

### 2.2. Changes in tangible fixed assets (by group)

31.12.2013	land (including rights to perpetual usufruct)	buildings, premises and civil engineering structures	technical equipment and machines	vehicles	other tangible fixed assets	TOTAL
a) opening balance of gross value of tangible fixed assets	0.00	0.00	111,448.69	0.00	15,318.34	<b>126,767.03</b>
b) increases	0.00	25,130.99	32,326.69	65,180.50	0.00	<b>122,638.18</b>

<b>31.12.2013</b>	land (including rights to perpetual usufruct)	buildings, premises and civil engineering structures	technical equipment and machines	vehicles	other tangible fixed assets	<b>TOTAL</b>
- purchase	0.00	0.00	32,326.69	65,180.50	0.00	<b>97,507.19</b>
- investments in leasehold improvements	0.00	25,130.99	0.00	0.00	0.00	<b>25,130.99</b>
c) decreases (due to)	0.00	0.00	17,870.98	0.00	0.00	<b>17,870.98</b>
- liquidation	0.00	0.00	17,870.98	0.00	0.00	<b>17,870.98</b>
d) closing balance of gross value of tangible fixed assets	0.00	25,130.99	125,904.40	65,180.50	15,318.34	<b>231,534.23</b>
e) opening balance of accumulated depreciation	0.00	0.00	59,515.72	0.00	11,826.60	<b>71,342.32</b>
- increases	0.00	828.35	24,840.53	6,518.05	584.28	<b>32,771.21</b>
- decreases	0.00	0.00	-11,623.91	0.00	0.00	<b>-11,623.91</b>
g) closing balance of accumulated depreciation	0.00	828.35	72,732.34	6,518.05	12,410.88	<b>92,489.62</b>
h) opening balance of permanent impairment write-downs	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
- increases	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
- decreases	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
i) closing balance of permanent impairment write-downs	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
<b>j) closing balance of net value of tangible fixed assets</b>	<b>0.00</b>	<b>24,302.64</b>	<b>53,172.06</b>	<b>58,662.45</b>	<b>2,907.46</b>	<b>139,044.61</b>

<b>31.12.2012</b>	land (including rights to perpetual usufruct)	buildings, premises and civil engineering structures	technical equipment and machines	vehicles	other tangible fixed assets	<b>TOTAL</b>
a) opening balance of gross value of tangible fixed assets	0.00	0.00	62,344.65	0.00	17,110.50	<b>79,455.15</b>
b) increases (due to)	0.00	0.00	47,311.88	0.00	0.00	<b>47,311.88</b>
- purchase	0.00	0.00	47,311.88	0.00	0.00	<b>47,311.88</b>
c) decreases (due to)	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
d) closing balance of gross value of tangible fixed assets	0.00	0.00	109,656.53	0.00	17,110.50	<b>126,767.03</b>
e) opening balance of accumulated depreciation	0.00	0.00	40,052.23	0.00	13,034.49	<b>53,086.72</b>
- increases	0.00	0.00	17,671.33	0.00	584.27	<b>18,255.60</b>
- decreases	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
g) closing balance of accumulated depreciation	0.00	0.00	57,723.56	0.00	13,618.76	<b>71,342.32</b>
h) opening balance of permanent impairment write-downs	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
- increases	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
- decreases	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
i) closing balance of permanent impairment write-downs	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
<b>j) closing balance of net value of tangible fixed assets</b>	<b>0.00</b>	<b>0.00</b>	<b>51,932.97</b>	<b>0.00</b>	<b>3,491.74</b>	<b>55,424.71</b>

<b>31.12.2011</b>	land (including rights to perpetual usufruct)	buildings, premises and civil engineering structures	technical equipment and machines	vehicles	other tangible fixed assets	<b>TOTAL</b>
a) opening balance of gross value of tangible fixed assets	0.00	0.00	49,419.36	0.00	7,500.53	<b>56,919.89</b>
b) increases (due to)	0.00	0.00	12,925.29	0.00	9,609.97	<b>22,535.26</b>
- purchase	0.00	0.00	12,925.29	0.00	9,609.97	<b>22,535.26</b>
c) decreases (due to)	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
d) closing balance of gross value of tangible fixed assets	0.00	0.00	62,344.65	0.00	17,110.50	<b>79,455.15</b>
e) opening balance of accumulated depreciation	0.00	0.00	27,211.24	0.00	7,500.53	<b>34,711.77</b>
- increases	0.00	0.00	12,840.99	0.00	5,533.96	<b>18,374.95</b>
- decreases	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
g) closing balance of accumulated depreciation	0.00	0.00	40,052.23	0.00	13,034.49	<b>53,086.72</b>
h) opening balance of permanent impairment write-downs	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
- increases	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
- decreases	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
i) closing balance of permanent impairment write-downs	0.00	0.00	0.00	0.00	0.00	<b>0.00</b>
<b>j) closing balance of net value of tangible fixed assets</b>	<b>0.00</b>	<b>0.00</b>	<b>22,292.42</b>	<b>0.00</b>	<b>4,076.01</b>	<b>26,368.43</b>

### 2.3. Balance-sheet tangible fixed assets – ownership structure

	<b>31.12.2013</b>	<b>31.12.2012</b>	<b>31.12.2011</b>
a) own	114,741.97	55,424.71	26,368.43
b) used under lease, rental or similar agreement, including lease	24,302.64	0.00	0.00
<b>Balance-sheet tangible fixed assets, total</b>	<b>130,044.61</b>	<b>55,424.71</b>	<b>26,368.43</b>

### 2.4 Off-balance sheet tangible fixed assets

	<b>31.12.2013</b>	<b>31.12.2012</b>	<b>31.12.2011</b>
a) used under lease, rental or similar agreement, including lease	0.00	0.00	0.00
<b>Off-balance sheet tangible fixed assets, total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

### NOTE 3. Long-term receivables

In the years 2011-2013, the Company did not have any long-term liabilities.

### NOTE 4. Long-term investments

#### 4.1. Change in the balance of real estate (by type)

In the years 2011–2013, real estate or changes in these assets did not occur.

#### 4.2. Change in intangible assets (by type)

In the years 2011–2013, intangible assets classified as long-term investments or any changes in the status of these assets did not occur.

**4.3. Long-term financial assets**

	31.12.2013	31.12.2012	31.12.2011
a) in subsidiaries	0.00	0.00	0.00
b) in co-controlled entities	0.00	0.00	0.00
c) in associated entities	0.00	0.00	0.00
d) in a significant investor	0.00	0.00	0.00
e) in a dominant entity	0.00	0.00	0.00
f) in other entities	3,416,000.00	3,138,000.00	2,718,750.00
- investment certificates	3,416,000.00	3,138,000.00	2,718,750.00
<b>Long-term financial assets, total</b>	<b>3,416,000.00</b>	<b>3,138,000.00</b>	<b>2,718,750.00</b>

**4.4. Change in long-term financial assets**

*Long-term financial assets: CI ALTUS 9 FIZ*

Description	2013
As at 1 January 2013	3,138,000.00
Increases, of which:	278,000.00
- measurement	278,000.00
Decreases:	0.00
<b>As at 31 December 2013</b>	<b>3,416,000.00</b>

*Long-term financial assets: CI ALTUS 9 FIZ*

	2012
As at 1 January 2012	2,718,750.00
Increases, of which:	419,250.00
- measurement	419,250.00
Decreases:	0.00
<b>As at 31 December 2012</b>	<b>3,138,000.00</b>

*Long-term financial assets: CI ALTUS 9 FIZ*

	2011
As at 1 January 2011	0.00
Increases, of which:	2,880,750.00
- purchase of CI ALTUS 9 FIZ	2,500,000.00
- measurement	380,750.00
Decreases, of which:	-162,000.00
- measurement	-162,000.00
<b>As at 31 December 2011</b>	<b>2,718,750.00</b>

**4.5. Securities, shares and other long-term financial assets (currency structure)**

	31.12.2013	31.12.2012	31.12.2011
a) in Polish zloty	3,244,250.00	3,138,000.00	2,718,750.00
b) in foreign currencies	0.00	0.00	0.00
<b>Securities, shares and other long-term financial assets, total</b>	<b>3,244,250.00</b>	<b>3,138,000.00</b>	<b>2,718,750.00</b>

**4.6. Securities, shares and other long-term financial assets (by marketability)**

	31.12.2013	31.12.2012	31.12.2011
<b>A. With unlimited marketability, listed on stock exchange (carrying amount)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
a) shares (carrying amount)	0.00	0.00	0.00
b) bonds (carrying amount)	0.00	0.00	0.00
c) other – by type group (carrying amount)	0.00	0.00	0.00
<b>B. With unlimited marketability, listed over-the-counter (carrying amount)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
a) shares (carrying amount)	0.00	0.00	0.00
b) bonds (carrying amount)	0.00	0.00	0.00
c) other – by type group (carrying amount)	0.00	0.00	0.00
<b>C. With unlimited marketability, not listed on regulated markets (carrying amount)</b>	<b>3,416,000.00</b>	<b>3,138,000.00</b>	<b>2,718,750.00</b>
a) shares (carrying amount)	0.00	0.00	0.00
b) bonds (carrying amount)	0.00	0.00	0.00
c) other – by type group (carrying amount)	3,416,000.00	3,138,000.00	2,718,750.00
- revaluation write-downs (for the period)	278,000.00	419,250.00	218,750.00
- value opening balance	3,138,000.00	2,718,750.00	0.00
- value at purchase price	2,500,000.00	2,500,000.00	2,500,000.00
<b>D. With limited marketability (carrying amount)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
a) shares (carrying amount)	0.00	0.00	0.00
b) bonds (carrying amount)	0.00	0.00	0.00
c) other – by type group (carrying amount)	0.00	0.00	0.00

**4.7. Long-term loans granted (currency structure)**

Did not occur.

**4.8. Other long-term investments (by type)**

Did not occur.

**4.9. Change in the balance of other long-term investments (by type group)**

Not applicable.

**4.10. Other long-term investments (currency structure)**

Not applicable.

**NOTE 5.****5.1. Change in deferred tax assets**

	31.12.2013	31.12.2012	31.12.2011
1. Opening balance of deferred tax assets, of which:	1,307,903.00	219,769.00	202,138.00
a) charged to the financial result	1,307,903.00	219,769.00	202,138.00
b) charged to equity	0.00	0.00	0.00
c) charged to goodwill or negative goodwill	0.00	0.00	0.00
2. Increases	1,696,149.00	1,307,903.00	219,769.00
a) charged to the financial result for the period due to positive temporary differences (due to):	1,696,149.00	1,307,903.00	219,769.00
- recognition of temporary differences	1,696,149.00	1,307,903.00	219,769.00

	31.12.2013	31.12.2012	31.12.2011
b) charged to the financial result for the period due to tax loss (due to):	0.00	0.00	0.00
c) charged to equity due to negative temporary differences (due to):	0.00	0.00	0.00
d) charged to equity due to tax loss (due to):	0.00	0.00	0.00
e) charged to goodwill or negative goodwill due to negative temporary differences (due to):	0.00	0.00	0.00
3. Decreases	0.00	219,769.00	202,138.00
a) charged to the financial result for the period due to tax loss (due to):	0.00	219,769.00	202,138.00
- reversal of temporary differences	0.00	219,769.00	202,138.00
b) charged to the financial result for the period due to tax loss (due to):	0.00	0.00	0.00
c) charged to equity due to negative temporary differences (due to):	0.00	0.00	0.00
d) charged to equity due to tax loss (due to):	0.00	0.00	0.00
e) charged to goodwill or negative goodwill due to negative temporary differences (due to):	0.00	0.00	0.00
4. Closing balance of deferred tax assets, of which:	3,004,052.00	1,307,903.00	219,769.00
a) charged to the financial result	3,004,052.00	1,307,903.00	219,769.00
b) charged to equity	0.00	0.00	0.00
c) charged to goodwill or negative goodwill	0.00	0.00	0.00
			<b>31.12.2013</b>
Provisions for external services			4,305.00
Provisions for payroll			1,824,424.14
Provision – fund costs			2,398,769.05
Provision – valuation of securities			144,360.00
Provision for general costs – incentive plan from the settlement of 2013			11,438,943.82
<b>Total temporary differences</b>			<b>15,810,802.01</b>
<b>Deferred tax assets – CIT 19%* PLN 15,810,802.01</b>			<b>3,004,052.00</b>
			<b>31.12.2012</b>
Provisions for external services			4,920.00
Provisions for payroll			176,000.00
Provision for employee benefits			15,762.00
Provisions for distribution costs			147,228.69
Provision for general costs – incentive plan from the settlement of 2012			6,000,000.00
Revaluation write-downs 2012			539,790.50
<b>Total temporary differences</b>			<b>6,883,701.19</b>
<b>Deferred tax assets – CIT 19%* PLN 6,883,701.19</b>			<b>1,307,903.00</b>
			<b>31.12.2011</b>
Provisions for external services			42,070.00
Provisions for payroll			1,103,750.00
Provision for employee benefits			10,857.00
<b>Total temporary differences</b>			<b>1,156,677.00</b>
<b>Deferred tax assets – CIT 19%* PLN 1,156,677</b>			<b>219,769.00</b>



## 5.2. Other accruals

In the years 2011-2013, no long-term accruals occurred at the Company.

## NOTE 6. Inventories

	31.12.2013	31.12.2012	31.12.2011
a) materials	0.00	0.00	0.00
b) half-products and work in progress	0.00	0.00	0.00
c) finished products	0.00	0.00	0.00
d) goods	0.00	0.00	0.00
e) prepayments for deliveries	0.00	0.00	9,743.00
<b>Total inventories</b>	<b>0.00</b>	<b>0.00</b>	<b>9,743.00</b>

## NOTE 7.

### 7.1. Short-term receivables

	31.12.2013	31.12.2012	31.12.2011
a) from related entities	0.00	5.03	0.00
- other	0.00	5.03	0.00
b) from other entities	24,967,760.90	14,004,826.95	6,691,724.54
- trade receivables, due:	24,963,018.90	14,004,207.30	6,691,272.17
- up to 12 months	24,963,018.90	14,004,207.30	6,691,272.17
- above 12 months	0.00	0.00	0.00
- other	4,742.00	619.65	452.37
<b>Total short-term receivables, net</b>	<b>24,967,760.90</b>	<b>14,004,831.98</b>	<b>6,691,724.54</b>
c) revaluation write-downs on receivables	192,963.68	542,414.27	2,623.77
<b>Total short-term receivables, gross</b>	<b>25,160,724.58</b>	<b>14,547,246.25</b>	<b>6,694,348.31</b>

Short-term receivables from related entities	31.12.2013	31.12.2012	31.12.2011
a) trade receivables, of which:	0.00	0.00	0.00
b) other, of which:	0.00	5.03	0.00
- from shareholders	0.00	5.03	0.00
c) claimed in court	0.00	0.00	0.00
<b>Total short-term receivables from related entities, net</b>	<b>0.00</b>	<b>5.03</b>	<b>0.00</b>
d) revaluation write-downs on receivables from related entities	0.00	0.00	0.00
<b>Total short-term receivables from related entities, gross</b>	<b>0.00</b>	<b>5.03</b>	<b>0.00</b>

### 7.2. Change in revaluation write-downs

	2013
Revaluation write-downs on receivables as at 1 January 2013	542,414.27
Increases	65,551.98
- write-down on overdue receivables	65,551.98
Decreases	415,002.57
- released	415,002.57
<b>Revaluation write-downs on receivables as at 31 December 2013</b>	<b>192,963.68</b>

	2012
Revaluation write-downs on receivables as at 1 January 2012	2,623.77
Increases, including:	539,790.50
- write-down on overdue receivables	540,476.38
- adjustments	-685.88
Decreases:	0.00
<b>Revaluation write-downs on receivables as at 31 December 2012</b>	<b>542,414.27</b>
	2011
Revaluation write-downs on receivables as at 1 January 2011	2,632.77
Increases:	0.00
Decreases:	0.00
<b>Revaluation write-downs on receivables as at 31 December 2011</b>	<b>2,632.77</b>

### 7.3. Total short-term receivables, gross (currency structure)

	31.12.2013	31.12.2012	31.12.2011
a) in Polish zloty	19,467,291.58	14,547,246.25	4,149,766.88
b) in foreign currencies	5,693,433.00	0.00	0.00
<b>Short-term receivables, total</b>	<b>25,160,724.58</b>	<b>14,547,246.25</b>	<b>4,149,766.88</b>

### 7.4. Trade receivables (gross) – with maturity remaining after the balance sheet date

	31.12.2013	31.12.2012	31.12.2011
a) up to 1 month*	21,014,296.67	13,668,504.96	6,125,343.19
b) over 1 month and up to 3 months	0.00	1,334.49	0.00
c) over 3 months and up to 6 months	0.00	0.00	0.00
d) over 6 months and up to 1 year	0.00	0.00	0.00
e) over 1 year	0.00	0.00	0.00
f) overdue receivables	4,141,685.91	876,782.12	568,552.75
<b>Total trade receivables, gross</b>	<b>25,155,982.58</b>	<b>14,546,621.57</b>	<b>6,693,895.94</b>
g) revaluation write-downs on trade receivables:	192,963.68	542,414.27	2,623.77
<b>Total trade receivables, net</b>	<b>24,963,018.90</b>	<b>14,004,207.30</b>	<b>6,691,272.17</b>

\* Normal receivable repayment period

#### 7.4.1. Overdue trade receivables (gross) – by receivables outstanding period

	31.12.2013	31.12.2012	31.12.2011
a) up to 1 month	3,322,747.30	396,196.15	149,959.99
b) over 1 month and up to 3 months	253,663.68	213,874.62	68,285.30
c) over 3 months and up to 6 months	237,057.80	209,401.16	88,315.74
d) over 6 months and up to 1 year	195,734.42	15,219.39	258,791.95
e) over 1 year	132,482.71	42,090.80	3,199.77
<b>Total overdue trade receivables (gross)</b>	<b>4,141,685.91</b>	<b>876,782.12</b>	<b>568,552.75</b>
g) revaluation write-downs on overdue trade receivables	192,963.68	542,414.27	2,623.77
<b>Total overdue trade receivables (net)</b>	<b>3,948,722.23</b>	<b>334,367.85</b>	<b>565,928.98</b>

**NOTE 8.****8.1. Short-term financial assets**

	31.12.2013	31.12.2012	31.12.2011
a) in subsidiaries	0.00	0.00	0.00
b) in co-controlled entities	0.00	0.00	0.00
c) in associated entities	0.00	0.00	0.00
d) in a significant investor	0.00	0.00	0.00
e) in a dominant entity	0.00	0.00	0.00
f) in other entities	11,679,590.00	4,249,740.00	0.00
- participation units	7,766,120.00	4,249,740.00	0.00
- investment certificates	3,913,470.00	0.00	0.00
g) cash and cash equivalents and other monetary assets	35,564,993.52	18,861,609.44	9,818,370.17
- cash in hand and at bank	1,813,099.45	1,389,313.77	1,342,291.38
- other cash	33,751,894.07	17,472,295.67	8,476,078.79
<b>Short-term financial assets, total</b>	<b>47,244,583.52</b>	<b>23,111,349.44</b>	<b>9,818,370.17</b>

**8.2. Securities, shares and other short-term financial assets (currency structure)**

	31.12.2013	31.12.2012	31.12.2011
a) in Polish zloty	47,244,583.52	23,111,349.44	9,818,370.17
b) in foreign currencies	0.00	0.00	0.00
<b>Securities, shares and other short-term financial assets, total</b>	<b>47,244,583.52</b>	<b>23,111,349.44</b>	<b>9,818,370.17</b>

**8.3. Securities, shares and other short-term financial assets (by marketability)**

	31.12.2013	31.12.2012	31.12.2011
<b>A. With unlimited marketability, listed on stock exchange (carrying amount)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
a) shares (carrying amount)	0.00	0.00	0.00
b) bonds (carrying amount)	0.00	0.00	0.00
c) other – by type group (carrying amount)	0.00	0.00	0.00
<b>B. With unlimited marketability, listed over-the-counter (carrying amount)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
a) shares (carrying amount)	0.00	0.00	0.00
b) bonds (carrying amount)	0.00	0.00	0.00
c) other – by type group (carrying amount)	0.00	0.00	0.00
<b>C. With unlimited marketability, not listed on regulated markets (carrying amount)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
a) shares (carrying amount)	0.00	0.00	0.00
b) bonds (carrying amount)	0.00	0.00	0.00
c) other – by type group (carrying amount)	11,679,590.00	4,249,740.00	0.00
- fair value	0.00	0.00	0.00
- market value	11,679,590.00	4,249,740.00	0.00
- value at purchase price	10,600,000.00	4,000,000.00	0.00
<b>D. With limited marketability (carrying amount)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
a) shares (carrying amount)	0.00	0.00	0.00
b) bonds (carrying amount)	0.00	0.00	0.00

	31.12.2013	31.12.2012	31.12.2011
c) other – by type group (carrying amount)	0.00	0.00	0.00

*Investment certificates – ALTUS ASZ FIZ Nowa Europa+*

	2013
As at 1 January 2013, of which:	0.00
Purchase price	0.00
Valuation	0.00
Increases, of which:	2,927,880.00
Purchase	2,700,000.00
Valuation	227,880.00
Decreases, of which:	0.00
Valuation:	0.00
<b>As at 31 December 2013, of which:</b>	<b>2,927,880.00</b>
Purchase price	2,700,000.00
Valuation	227,880.00

*Investment certificates – ALTUS FIZ Aktywnej Alokacji Spółek*

	2013
As at 1 January 2013, of which:	0.00
Purchase price	0.00
Valuation	0.00
Increases, of which:	985,590.00
Purchase	900,000.00
Valuation:	85,590.00
Decreases, of which:	0.00
Valuation:	0.00
<b>As at 31 December 2013, of which:</b>	<b>985,590.00</b>
Purchase price	900,000.00
Valuation	85,590.00

*Participation units – FIO Parasolowy*

	2013
As at 1 January 2013, of which:	4,249,740.00
Purchase price	4,000,000.00
Valuation	249,740.00
Increases, of which:	3,518,430.00
Purchase	3,000,000.00
Valuation:	518,430.00
Decreases, of which:	2,050.00
Valuation:	2,050.00
<b>As at 31 December 2013, of which:</b>	<b>7,766,120.00</b>
Purchase price	7,000,000.00
Valuation	766,120.00

## Participation units – FIO Parasolowy

	2012
As at 1 January 2012, of which:	0.00
Purchase price	0.00
Valuation	0.00
Increases, of which:	4,249,740.00
Purchase	4,000,000.00
Valuation	249,740.00
Decreases:	0.00
<b>As at 31 December 2012, of which:</b>	<b>4,249,740.00</b>
Purchase price	4,000,000.00
Valuation	249,740.00
	2011
As at 1 January 2011, of which:	0.00
Increases:	0.00
Decreases:	0.00
<b>As at 31 December 2011, of which:</b>	<b>0.00</b>

**8.4. Short-term loans granted (currency structure)**

As at 31 December 2013, 31 December 2012 and 31 December 2011, ALTUS TFI S.A. did not grant any short-term loans.

**8.5. Cash and cash equivalents and other monetary assets**

	31.12.2013	31.12.2012	31.12.2011
a) in Polish zloty	35,564,993.52	18,861,609.44	9,818,370.17
b) in foreign currencies	0.00	0.00	0.00
<b>Cash and cash equivalents and other monetary assets:</b>	<b>35,564,993.52</b>	<b>18,861,609.44</b>	<b>9,818,370.17</b>

**8.6. Other short-term investments (by type)**

In the years 2011-2013, no other short-term investments occurred at the Company.

**8.7. Other short-term investments (currency structure)**

Not applicable.

**NOTE 9. Short-term prepayments**

	31.12.2013	31.12.2012	31.12.2011
a) prepayments, of which:	9,512.64	3,720.02	7,900.74
- Kolporter press subscription	3,201.75	3,075.19	3,255.91
- Home.pl domain hosting	4,720.54	644.83	644.83
- fee for an employee studies	0.00	0.00	4,000.00
- car insurance	1,215.14	0.00	0.00
- licences	375.21	0.00	0.00
b) other prepayments, of which:	0.00	0.00	0.00
- other	0.00	0.00	0.00
<b>Short-term prepayments, total</b>	<b>9,512.64</b>	<b>3,720.02</b>	<b>7,900.74</b>

**NOTE 10.**

The value of permanent impairment write downs recorded/reversed in the years 2011-2013 was not material, taking into account the Company assets.

**NOTE 11. Share capital (structure)****I. Share capital as at 31 December 2013**

Type of shares series/issue	Preference type	Type of limitation of rights to shares	Number of shares	Value of the series/issue at nominal value	Capital coverage method	Registration date	Right to dividend (since)
Registered A	none	none	7,500	750.000	Cash contribution	18.10.2007	none
Registered B	none	none	7,500	750.000	Cash contribution	17.04.2008	none
Registered C	none	none	25,000	2.500.000	Cash contribution	03.02.2010	none
Registered D	none	none	2,800	280.000	Cash contribution	17.11.2011	none
Registered E	none	none	400	40.000	Cash contribution	17.02.2012	none
Registered E	none	none	400	40.000	Cash contribution	21.01.2013	none
<b>Total</b>			<b>43.600</b>	<b>4.360.000</b>			

Nominal value of one share = PLN 100.00

**Ownership structure of the share capital as at 31 December 2013 in accordance with the National Court Register (KRS)\***

Description	Number of shares	Series	Share type	Share value (PLN)	Percentage share in the share capital
Piotr Osiecki	22,004	A, B, C, D	Registered ordinary	2,200,400.00	50.47%
Michał Kowalczewski	4,380	B, C	Registered ordinary	438,000.00	10.05%
Bogusław Galewski	4,620	B, C	Registered ordinary	462,000.00	10.60%
Andrzej Zygorowicz	3,852	A, B, C	Registered ordinary	385,200.00	8.83%
Jakub Ryba	600	E	Registered ordinary	60,000.00	1.38%
Tomasz Gaszyński	200	E	Registered ordinary	20,000.00	0.46%
ALFACOMMUNICA Spółka z ograniczoną odpowiedzialnością 1 Spółka komandytowo-akcyjna	4,148	A, C	Registered ordinary	414,800.00	9.51%
AMEX Spółka z ograniczoną odpowiedzialnością 1 Spółka komandytowo-akcyjna	3,796	C	Registered ordinary	379,600.00	8.71%
<b>TOTAL</b>	<b>43,600</b>	<b>A, B, C, D, E</b>	<b>-</b>	<b>4,360,000.00</b>	<b>100.00%</b>

**Ownership structure of the share capital as at 31 December 2013 in accordance with the share register\***

Description	Number of shares	Series	Share type	Share value (PLN)	Percentage share in the share capital
Piotr Osiecki	22,004	A, B, C, D	Registered ordinary	2,200,400.00	50.01%
Michał Kowalczewski	4,380	B, C	Registered ordinary	438,000.00	9.95%
Bogusław Galewski	4,620	B, C	Registered ordinary	462,000.00	10.50%
Andrzej Zygorowicz	3,852	A, B, C	Registered ordinary	385,200.00	8.75%
Jakub Ryba	900	E	Registered ordinary	90,000.00	2.05%
Tomasz Gaszyński	300	E	Registered ordinary	30,000.00	0.68%
ALFACOMMUNICA Spółka z ograniczoną odpowiedzialnością 1 Spółka komandytowo-akcyjna	4,148	A, C	Registered ordinary	414,800.00	9.43%
AMEX Spółka z ograniczoną	3,796	C	Registered ordinary	379,600.00	8.63%



Description	Number of shares	Series	Share type	Share value (PLN)	Percentage share in the share capital
odpowiedzialnością 1 Spółka komandytowo-akcyjna					
<b>TOTAL</b>	<b>44,000</b>	<b>A, B, C, D, E</b>	<b>-</b>	<b>4,400,000.00</b>	<b>100.00%</b>

\* 400 series E shares (PLN 40,000) disclosed in 2013, were registered in the National Court Register as at 29 January 2014.

## II. Share capital as at 31 December 2012

Type of shares series/issue	Preference type	Type of limitation of rights to shares	Number of shares	Value of the series/issue at nominal value	Capital coverage method	Registration date	Right to dividend (since)
Registered A	none	none	7,500	750.000	Cash contribution	18.10.2007	none
Registered B	none	none	7,500	750.000	Cash contribution	17.04.2008	none
Registered C	none	none	25,000	2.500.000	Cash contribution	03.02.2010	none
Registered D	none	none	2,800	280.000	Cash contribution	17.11.2011	none
Registered E	none	none	400	40.000	Cash contribution	17.02.2012	none
<b>Total</b>			<b>43.200</b>	<b>4.320.000</b>			
Nominal value of one share = PLN 100.00							

## Ownership structure of the share capital as at 31 December 2012 in accordance with the National Court Register (KRS)\*\*

Description	Number of shares	Series	Share type	Share value (PLN)	Percentage share in the share capital
Piotr Osiecki	25,144	A, B, C, D	Registered ordinary	2,514,400.00	58.20%
Michał Kowalczewski	5,004	B, C	Registered ordinary	500,400.00	11.58%
Bogusław Galewski	5,004	B, C	Registered ordinary	500,400.00	11.58%
Andrzej Zygorowicz	3,852	A, B, C	Registered ordinary	385,200.00	8.92%
Rafał Tomasz Mania	3,796	A, C	Registered ordinary	379,600.00	8.79%
Jakub Ryba	300	E	Registered ordinary	30,000.00	0.69%
Tomasz Gaszyński	100	E	Registered ordinary	10,000.00	0.24%
<b>TOTAL</b>	<b>43,200</b>	<b>A, B, C, D, E</b>	<b>-</b>	<b>4,320,000.00</b>	<b>100.00%</b>

## Ownership structure of the share capital as at 31 December 2012 in accordance with the share register\*\*

Description	Number of shares	Series	Share type	Share value (PLN)	Percentage share in the share capital
Piotr Osiecki	25,144	A, B, C, D	Registered ordinary	2,514,400.00	57.67%
Michał Kowalczewski	5,004	B, C	Registered ordinary	500,400.00	11.48%
Bogusław Galewski	5,004	B, C	Registered ordinary	500,400.00	11.48%

Description	Number of shares	Series	Share type	Share value (PLN)	Percentage share in the share capital
Andrzej Zygorowicz	3,852	A, B, C	Registered ordinary	385,200.00	8.83%
Rafał Tomasz Mania	3,796	A, C	Registered ordinary	379,600.00	8.71%
Jakub Ryba	600	E	Registered ordinary	60,000.00	1.38%
Tomasz Gaszyński	200	E	Registered ordinary	20,000.00	0.46%
<b>TOTAL</b>	<b>43,600</b>	<b>A, B, C, D, E</b>	<b>-</b>	<b>4,360,000.00</b>	<b>100.00%</b>

\*\* 400 series E shares (PLN 40.000) disclosed in 2012, were registered in the National Court Register as at 21 January 2013.

### III. Share capital as at 31 December 2011

Type of shares series/issue	Preference type	Type of limitation of rights to shares	Number of shares	Value of the series/issue at nominal value	Capital coverage method	Registration date	Right to dividend (since)
Registered A	none	none	7,500	750,000	Cash contribution	18.10.2007	none
Registered B	none	none	7,500	750,000	Cash contribution	17.04.2008	none
Registered C	none	none	25,000	2,500,000	Cash contribution	03.02.2010	none
Registered D	none	none	2,800	280,000	Cash contribution	17.11.2011	none
<b>Total</b>			<b>42,800</b>	<b>4,280,000</b>			

Nominal value of one share = PLN 100.00

### Ownership structure of the share capital as at 31 December 2011 in accordance with the National Court Register (KRS)\*\*\*

Description	Number of shares	Series	Share type	Share value (PLN)	Percentage share in the share capital
Piotr Osiecki	25,144	A, B, C, D	Registered ordinary	2,514,400.00	58.75%
Michał Kowalczewski	5,004	B, C	Registered ordinary	500,400.00	11.69%
Bogusław Galewski	5,004	B, C	Registered ordinary	500,400.00	11.69%
Andrzej Zygorowicz	3,852	A, B, C	Registered ordinary	385,200.00	9.00%
Rafał Tomasz Mania	3,796	A, C	Registered ordinary	379,600.00	8.87%
<b>TOTAL</b>	<b>42,800</b>	<b>A, B, C, D</b>	<b>-</b>	<b>4,280,000.00</b>	<b>100.00%</b>

### Ownership structure of the share capital as at 31 December 2011 in accordance with the share register\*\*\*

Description	Number of shares	Series	Share type	Share value (PLN)	Percentage share in the share capital
Piotr Osiecki	25,144	A, B, C, D	Registered ordinary	2,514,400.00	58.20%
Michał Kowalczewski	5,004	B, C	Registered ordinary	500,400.00	11.58%
Bogusław Galewski	5,004	B, C	Registered ordinary	500,400.00	11.58%

Description	Number of shares	Series	Share type	Share value (PLN)	Percentage share in the share capital
Andrzej Zydorowicz	3,852	A, B, C	Registered ordinary	385,200.00	8.92%
Rafał Tomasz Mania	3,796	A, C	Registered ordinary	379,600.00	8.79%
Jakub Ryba	300	E	Registered ordinary	30,000.00	0.69%
Tomasz Gaszyński	100	E	Registered ordinary	10,000.00	0.23%
<b>TOTAL</b>	<b>43,200</b>	<b>A, B, C, D, E</b>	<b>-</b>	<b>4,320,000.00</b>	<b>100.00%</b>

\*\*\* 400 series E shares (400 shares of PLN 40.000) disclosed in 2011, were registered in the National Court Register as at 17 February 2012.

- The General Meeting of Shareholders decided to conditionally increase the share capital of the Company by no more than PLN 226,000 by issuing no more than 2,260 new ordinary registered series E shares with a nominal value of PLN 100.00 each.
- The conditional increase in the share capital was made in order to grant the right to take over series E shares by holders of subscription warrants.
- The conditional capital increase shall come into force as at the date of entering into the register of entrepreneurs in the National Court Register.

#### NOTE 12.

##### 12.1. Treasury shares

In the reporting period presented, the Company did not purchase treasury shares.

##### 12.2. Shares of the issuer held by controlled entities

Not applicable.

#### NOTE 13. Supplementary capital

	31.12.2013	31.12.2012	31.12.2011
Opening balance of supplementary capital:	1,463,472.26	917,273.78	0.00
a) increase (due to):	3,833,580.82	546,198.48	917,273.78
- from sale of shares with a premium over the nominal value	0.00	0.00	280,000.00
- from profit distribution (statutory)	3,833,580.82	546,198.48	637,273.78
b) decrease (due to):	0.00	0.00	0.00
<b>Supplementary capital, total</b>	<b>5,297,053.08</b>	<b>1,463,472.26</b>	<b>917,273.78</b>

#### NOTE 14. Revaluation reserve

	31.12.2013	31.12.2012	31.12.2011
a) due to revaluation of tangible fixed assets	0.00	0.00	0.00
b) due to gains/losses from valuation of financial instruments, of which:	741,960.00	638,000.00	218,750.00
- measurement of investment certificates	741,960.00	638,000.00	218,750.00
c) exchange differences from translation of foreign branches	0.00	0.00	0.00
d) other	0.00	0.00	0.00
<b>Revaluation reserve, total</b>	<b>741,960.00</b>	<b>638,000.00</b>	<b>218,750.00</b>

**NOTE 15. Other capitals, including reserve and other****Other reserve capitals**

	31.12.2013	31.12.2012	31.12.2011
Opening balance of other reserve capitals:	2,673,128.81	2,135,765.09	0.00
a) increase (due to):	2,097,286.76	838,288.72	2,463,765.09
- profit distribution – reserve	0.00	0.00	2,000,000.00
- profit distribution – social purposes	2,097,286.76	838,288.72	463,765.09
b) decrease (due to):	860,833.24	300,925.00	328,000.00
- utilisation of the fund for social purposes	860,833.24	300,925.00	328,000.00
<b>Reserve capital, total</b>	<b>3,909,582.33</b>	<b>2,673,128.81</b>	<b>2,135,765.09</b>

**Share capital registered after the balance sheet date**

	31.12.2013	31.12.2012	31.12.2011
Opening balance of the share capital registered after the balance sheet date:	40,000.00	40,000.00	0.00
a) increase (due to):	40,000.00	40,000.00	40,000.00
- payments for series E shares (unregistered capital)	40,000.00	40,000.00	40,000.00
b) decrease (due to):	40,000.00	40,000.00	0.00
- entry of payments for series E shares into the National Court Register – reclassification to the share capital	40,000.00	40,000.00	0.00
<b>Closing balance of the share capital registered after the balance sheet date</b>	<b>40,000.00</b>	<b>40,000.00</b>	<b>40,000.00</b>

**NOTE 16. Appropriations of net profit during the financial year**

In the years 2011-2013, the Company did not record any appropriations of net profit during the financial year.

**NOTE 17. Provisions for liabilities****17.1. Change in the balance of the provision for deferred income tax**

	31.12.2013	31.12.2012	31.12.2011
1. Opening balance of the provision for deferred income tax, of which:	47,450.00	0.00	0.00
a) charged to the financial result	47,450.00	0.00	0.00
b) charged to equity	0.00	0.00	0.00
c) charged to goodwill or negative goodwill	0.00	0.00	0.00
2. Increases:	359,140.00	47,450.00	0.00
a) charged to the financial result for the period due to positive temporary differences (due to):	185,100.00	47,450.00	0.00
- valuation of securities	185,100.00	47,450.00	0.00
b) charged to goodwill or negative goodwill due to positive temporary differences (due to):	0.00	0.00	0.00
c) charged to equity (due to):	174,040.00	0.00	0.00
- creation of the provision for income tax due to valuation of securities	174,040.00	0.00	0.00
3. Decreases:	47,450.00	0.00	0.00
a) charged to the financial result for the period due to positive temporary differences (due to):	47,450.00	0.00	0.00
- reversal of temporary differences	47,450.00	0.00	0.00
b) charged to equity due to positive temporary differences (due to):	0.00	0.00	0.00

	31.12.2013	31.12.2012	31.12.2011
c) charged to goodwill or negative goodwill due to positive temporary differences (due to):	0.00	0.00	0.00
<b>4. Closing balance of the provision for deferred income tax, total, of which:</b>	<b>359,140.00</b>	<b>47,450.00</b>	<b>0.00</b>
a) charged to the financial result	185,100.00	47,450.00	0.00
b) charged to equity	174,040.00	0.00	0.00
c) charged to goodwill or negative goodwill	0.00	0.00	0.00

#### 17.2. Changes in the long-term provision for pension and similar benefits (by title)

During the reporting periods presented, the Company did not create the provision for pension and similar benefits.

#### 17.3. Changes in the short-term provision for pension and similar benefits (by title)

During the reporting periods presented, the Company did not create the provision for pension and similar benefits.

#### 17.4. Changes in other long-term provisions (by title)

In the years 2011-2013, no long-term provisions occurred at ALTUS TFI S.A.

#### 17.5. Changes in other short-term provisions (by title)

Description	2013
Balance of provisions as at 1 January 2013, of which:	6,343,910.69
- costs of funds	147,228.69
- audit of the Company	4,920.00
- payroll	191,762.00
- incentive plan	6,000,000.00
Utilisation in 2013, of which:	6,343,320.53
- costs of funds	146,638.53
- audit of the Company	4,920.00
- payroll	191,762.00
- incentive plan	6,000,000.00
Released in 2013, of which:	590.16
- costs of funds	590.16
Increases in 2013, of which:	15,666,442.01
- incentive plan	11,500,000.00
- costs of funds	2,398,769.05
- external services – audit of the Company	4,305.00
- payroll	1,824,424.14
- receivables	-61,056.18
<b>As at 31 December 2013</b>	<b>15,666,442.01</b>

Description*	2012
Balance of provisions as at 1 January 2012, of which:	1,156,677.00
- costs of funds	0.00
- audit of the Company	4,070.00
- payroll	1,114,607.00
- external services	38,000.00
Utilisation in 2012, of which:	1,156,677.00

Description*	2012
- costs of funds	0.00
- audit of the Company	4,070.00
- payroll	1,114,607.00
- external services	38,000.00
Released in 2012, of which:	0.00
Increases in 2012, of which:	6,343,910.69
- costs of funds	147,228.69
- external services – audit of the Company	4,920.00
- payroll	191,762.00
- incentive plan – settlement of 2012 results	6,000,000.00
<b>As at 31 December 2012</b>	<b>6,343,910.69</b>

Description	2011
Balance of provisions as at 1 January 2011, of which:	760,030.39
- costs of funds	181,220.80
- audit of the Company	4,070.00
- payroll	570,151.59
- external services	4,588.00
Utilisation in 2011, of which:	682,525.32
- costs of funds	103,715.73
- audit of the Company	4,070.00
- payroll	570,151.59
- external services	4,588.00
Released in 2011, of which:	77,505.07
- costs of funds	77,505.07
Increases in 2011, of which:	1,156,677.00
- external services	38,000.00
- audit of the Company	4,070.00
- payroll	1,114,607.00
<b>As at 31 December 2011</b>	<b>1,156,677.00</b>

**NOTE 18. Long-term liabilities**

During the reporting period presented, no long-term liabilities occurred.

**NOTE 19.****19.1. Short-term liabilities**

	31.12.2013	31.12.2012	31.12.2011
a) to subsidiaries	0.00	0.00	0.00
b) to co-subsidiaries	0.00	0.00	0.00
c) to associated entities	0.00	0.00	0.00
d) to a significant investor	0.00	0.00	0.00
e) to a dominant entity	0.00	0.00	0.00
f) to shareholders	5,154.10	0.00	0.00
- other	5,154.10		



	31.12.2013	31.12.2012	31.12.2011
g) to other entities	10,837,989.69	5,122,399.81	2,361,272.81
- trade liabilities, due:	2,188,967.28	3,117,073.93	1,552,131.47
- up to 12 months	2,188,967.28	3,117,073.93	1,552,131.47
- above 12 months	0.00	0.00	0.00
- other	8,649,022.41	2,005,325.88	809,141.34
h) special funds	0.00	0.00	0.00
<b>Short-term liabilities, total</b>	<b>10,843,143.79</b>	<b>5,122,399.81</b>	<b>2,361,272.81</b>

## 19.2. Short-term liabilities (currency structure)

	31.12.2013	31.12.2012	31.12.2011
a) in Polish zloty	10,837,786.34	5,122,399.81	2,361,272.81
b) in foreign currencies	5,357.45	0.00	0.00
<b>Short-term liabilities, total</b>	<b>10,843,143.73</b>	<b>5,122,399.81</b>	<b>2,361,272.81</b>

## 19.3. Short-term liabilities due to loans and borrowings

As at 31 December 2013, 31 December 2012 and 31 December 2011, ALTUS TFI S.A. did not record any short-term liabilities due to loans and borrowings.

## 19.4. Short-term liabilities due to financial debt instruments issued

As at 31 December 2013, 31 December 2012 and 31 December 2011, ALTUS TFI S.A. did not record any short-term liabilities due to financial debt instruments issued.

## NOTE 20. Other accruals

As at 31 December 2013, 31 December 2012 and 31 December 2011, the Company did not disclose any accruals.

## NOTE 21. Method of calculation of book value per share and diluted book value per share (in PLN)

	31.12.2013	31.12.2012	31.12.2011
Number of shares as at the balance sheet date (units)	43,600	43,200	42,800
Book value per share (PLN)	1,190.65	696.93	373.24
Diluted number of shares as at the balance sheet date (units)	43,600	43,200	42,800
Diluted book value per share (PLN)	1,190.65	696.93	373.24

Book value per share was calculated as book value for the particular financial year to the number of shares registered in the National Court Register as at the balance sheet date.

## Explanatory notes to the profit and loss account

## NOTE 22.

### 22.1. Net revenues from sales (by type – activity type)

	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
Revenues from sales of products:	88,594,822.34	48,968,705.66	19,477,940.56
- fixed management fee	39,964,935.23	21,322,387.18	10,558,713.22
- variable management fee	43,148,151.33	23,738,166.09	6,106,994.16
- distribution fee	401,491.05	53,421.10	0.00
- fee for issuance of certificates	5,080,244.73	3,742,189.32	2,587,233.18

	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
- fee for repurchase of certificates	0.00	112,541.97	0.00
- other	0.00	0.00	225,000.00
<i>of which from related entities</i>	<i>0.00</i>	<i>0.00</i>	<i>0.00</i>
<b>Total net revenues from sales of products</b>	<b>88,594,822.34</b>	<b>48,968,705.66</b>	<b>19,477,940.56</b>
<i>of which from related entities</i>	<i>0.00</i>	<i>0.00</i>	<i>0.00</i>

## 22.2. Net revenues from sales of products (territorial structure)

	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
a) domestic	82,487,024.40	48,968,705.66	19,477,940.56
- of which from related entities	0.00	0.00	0.00
sales of products	82,487,024.40	48,968,705.66	19,477,940.56
- of which from related entities	0.00	0.00	0.00
b) export	6,107,797.94	0.00	0.00
- of which from related entities	0.00	0.00	0.00
sales of products	6,107,797.94	0.00	0.00
- of which from related entities	0.00	0.00	0.00
<b>Total net revenues from sales of products</b>	<b>88,594,822.34</b>	<b>48,968,705.66</b>	<b>19,477,940.56</b>
- of which from related entities	0.00	0.00	0.00

## NOTE 23.

### 23.1. Net revenues from sales of goods and materials (by type – activity type)

During the reporting period presented, the Company did not record any revenues from sales of goods and materials.

### 23.2. Net revenues from sales of goods and materials (territorial structure)

Not applicable.

## NOTE 24. Costs by type

	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
Depreciation and amortisation	32,771.21	18,255.60	20,960.33
Consumption of materials and energy	129,022.70	79,782.01	55,107.80
External services	27,848,419.13	15,515,596.45	7,115,880.06
Taxes and charges, of which:	71,392.25	99,005.72	216,953.68
- excise duty	0.00	0.00	0.00
Payroll	4,077,987.31	1,346,324.62	1,996,494.97
Social insurance and other benefits	160,545.59	129,719.36	56,921.52
Other costs by type	500,633.49	145,700.82	92,972.61
Value of goods and materials sold	0.00	0.00	0.00
<b>Costs by type, total</b>	<b>32,820,771.68</b>	<b>17,334,384.58</b>	<b>9,555,290.97</b>
Selling costs (negative value)	25,245,102.03	13,279,121.40	5,426,580.42
General and administrative costs (negative value)	6,579,343.50	3,529,169.30	3,877,100.54
Manufacturing cost of the products sold	996,326.15	526,093.88	251,610.01

**NOTE 25. Other operating income**

	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
a) provisions released (by title):	0.00	0.00	0.00
b) other, of which:	929,564.61	33,990.58	169,585.13
- rounding	1.30	0.00	0.48
- sublease	600.00	600.00	0.00
- remuneration of the remitter	844.00	1,104.00	0.00
- other	928,119.31	32,286.58	169,584.65
<b>Other operating income, total</b>	<b>929,564.61</b>	<b>33,990.58</b>	<b>169,585.13</b>

**NOTE 26. Other operating costs**

	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
a) provisions created (by title):	0.00	0.00	0.00
b) other, of which:	11,651,427.83	6,558,722.56	14.66
- rounding	7.14	4.64	7.57
- other	78,997.48	30.65	7.09
- other non-deductible operating costs	11,572,426.21	6,558,687.27	0.00
<b>Other operating costs, total</b>	<b>11,651,427.83</b>	<b>6,558,722.56</b>	<b>14.66</b>

**NOTE 27. Financial income**

<b>Financial income due to dividends and share in profits</b>	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
- from related entities, of which:	0.00	0.00	0.00
- from other entities	0.00	0.00	0.00
<b>Financial income due to dividends and share in profits, total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

<b>Financial income due to interest</b>	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
a) due to loans granted	0.00	0.00	0.00
b) other interest	456,067.17	483,858.83	196,891.84
- from related entities, of which:	0.00	0.00	0.00
- from other entities	456,067.17	483,858.83	196,891.84
<b>Financial income due to interest, total</b>	<b>456,067.17</b>	<b>483,858.83</b>	<b>196,891.84</b>

<b>Other financial income</b>	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
a) exchange gains	0.00	60.57	0.00
- realised	0.00	60.57	0.00
- unrealised	0.00	0.00	0.00
b) provisions realised (by title):	0.00	0.00	0.00
c) other, of which:	829,862.0.	249,740.00	4,850.00
- sale of securities	0.00	0.00	4,850.00
- revaluation of investments	829,850.00	249,740.00	0.00
- other	12.00	0.00	0.00

Other financial income	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
<b>Other financial income, total</b>		<b>249,800.57</b>	<b>4,850.00</b>

**NOTE 28. Financial costs**

Financial costs due to interest	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
a) on loans and borrowings	0.00	0.00	0.00
b) other interest	607.99	391.00	2,681.80
- from related entities, of which:	0.00	0.00	0.00
- from other entities	607.99	391.00	2,681.80
<b>Financial costs due to interest, total</b>	<b>607.99</b>	<b>391.00</b>	<b>2,681.80</b>

Other financial costs	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
a) exchange losses	43,723.05	6,540.92	3,412.90
- realised	32,444.98	6,540.92	3,412.90
- unrealised	11,278.07	0.00	0.00
b) created provisions (by title):	0.00	0.00	0.00
c) other, of which:	140.11	0.00	0.00
- interest due to state budget	140.11	0.00	0.00
<b>Other financial costs, total</b>	<b>43,863.16</b>	<b>6,540.92</b>	<b>3,412.90</b>

**NOTE 29. Extraordinary gains**

During the reporting period presented, no extraordinary gains occurred.

**NOTE 30. Extraordinary losses**

During the reporting period presented, no extraordinary losses occurred.

**NOTE 31. Income tax**

Current income tax	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
1. Profit (loss) before tax	46,293,645.46	25,836,316.58	10,287,867.20
2. Differences between profit (loss) before tax and income tax base (by title):	7,856,416.96	5,238,067.93	-215,991.29
- permanent differences between profit before tax and taxable income	753,116.11	190,857.43	98,004.63
- temporary differences between profit before tax and taxable income	7,935,256.09	5,325,135.50	317,857.24
- other differences between profit before tax and taxable income	-831,955.24	-277,925.00	-631,853.16
3. Income tax base	54,150,062.00	31,074,385.00	10,071,876.00
4. Income tax charge at the rate binding in individual years	10,288,511.78	5,904,133.15	1,913,656.44
5. Tax increases, tax relinquished, exemptions, deductions and reductions (deduction of tax loss from previous years)	0.00	0.00	0.00
6. Current income tax recognised (disclosed) in the tax return for the period, of which:	10,288,512.00	5,904,133.00	1,913,656.00
- disclosed in the profit and loss account	8,730,013.00	4,863,449.00	1,904,980.00
- related to items that reduced or increased equity	0.00	0.00	0.00
- related to items that reduced or increased goodwill or negative goodwill	0.00	0.00	0.00

Deferred income tax recognised in the income statement	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
- decrease (increase) due to recognition and reversal of temporary differences	-1,558,499.00	-1,040,684.00	-8,676.00
- decrease (increase) due to changes in tax rates	0.00	0.00	0.00
- decrease (increase) due to tax loss, tax relieve or previous period's temporary differences unrecorded previously	0.00	0.00	0.00
- decrease (increase) due to deferred income tax assets written off or inability to use the provision for deferred income tax	0.00	0.00	0.00
- other elements of deferred tax (by title)	0.00	0.00	0.00
<b>Total</b>	<b>-1,558,499.00</b>	<b>-1,040,684.00</b>	<b>-8,676.00</b>

**NOTE 32. Other mandatory profit reductions (loss increases)**

In the years 2011-2013, no mandatory profit reductions (loss increases) occurred at the Company.

**NOTE 33. Net profit distribution or loss offset method**

	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
- allocated to supplementary capital	0.00	3,833,580.82	546,198.48
- allocated to reserve capital	33,807,269.21	0.00	0.00
- loss offset from future periods' profit	0.00	0.00	0.00
- allocated for dividend	0.00	15,042,000.00	6,998,400.00
- allocated for social purposes	3,756,363.25	2,097,286.76	838,288.72
<b>Total</b>	<b>37,563,632.46</b>	<b>20,972,867.58</b>	<b>8,382,887.20</b>

**NOTE 34. Method of calculation of profit (loss) per share and diluted profit (loss) per share**

	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
Net profit (loss)	37,563,632.46	20,972,867.58	8,382,887.20
Number of shares (units)	43,600	43,200	42,800
Net earnings per ordinary share	861.55	485.48	195.86
Diluted number of shares	43,600	43,200	42,800
Diluted net earnings per ordinary share	861.55	485.48	195.86
Weighted average number of shares (units)	43,577	43,148	40,338
Net earnings per weighted average ordinary share	862.01	486.07	207.82
Diluted weighted average number of shares (units)	43,577	43,148	40,338
Diluted net earnings per weighted average ordinary share	862.01	486.07	207.82

\* Earnings per share were calculated as net profit for the particular financial year to the number of shares registered in the National Court Register as at the balance sheet date.

*Explanatory notes to the cash flow statement***NOTE 35. Structure of cash for the cash flow statement**

	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
a) total cash (opening balance):	18,861,609.44	9,818,370.17	2,379,831.75
- cash in hand and at bank	1,389,313.77	1,342,291.38	1,295,657.00

	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
- other cash	17,472,295.67	8,476,078.79	1,084,174.75
b) total cash (closing balance):	35,564,993.52	18,861,609.44	9,818,370.17
- cash in hand and at bank	1,813,099.45	1,389,313.77	1,342,291.38
- other cash	33,751,894.07	17,472,295.67	8,476,078.79

**NOTE 36. Information on material differences between changes in balance sheet items and the cash flow statement**

Recorded under "purchase of financial assets" and "disposal of financial assets"	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
1) Total inflows – investing activities	0.00	0.00	1,504,850.00
Above 5% of inflows:			
a) disposal of financial assets, of which:	0.00	0.00	1,504,850.00
- disposal of investment certificates	0.00	0.00	1,504,850.00
2) Total outflows – investing activities	6,716,399.11	-4,047,311.88	-4,025,120.62
Above 5% outflows:			
- purchase of intangible assets and tangible fixed assets	116,391.11	-47,311.88	-25,120.62
- purchase of investment certificates	3,600,000.00	0.00	-4,000,000.00
- purchase of fund participation units	3,000,000.00	-4,000,000.00	0.00

Information of material financial inflows and outflows	01.01.2013- 31.12.2013	01.01.2012- 31.12.2012	01.01.2011- 31.12.2011
1) Total inflows – financial activities	40,000.00	40,000.00	600,000.00
Material inflows:			
- issue of shares	40,000.00	40,000.00	600,000.00
2) Total outflows – financial activities	15,902,833.24	-7,299,325.00	-1,328,000.00
Material outflows:			
- dividends	15,042,000.00	-6,998,400.00	-1,000,000.00

**ADDITIONAL EXPLANATORY NOTES**

**NOTE 1. Information on financial instruments**

*Categories and characteristic of financial instruments*

ALTUS TFI S.A. has three categories of financial instruments, classified respectively as follows:

- cash;  
The Company keeps cash on bank accounts and deposits cash in form of secure bank deposits.
- instruments held for trading;
- instruments available for sale.

Participation units in open-end funds and investment certificates of close-end funds were purchased upon the establishment of individual funds.

Investment certificates were classified as financial instruments held for trading, while the remaining number – as available for sale. Participation units were classified as financial instruments available for sale.

*A. Type of financial instruments*

ALTUS TFI S.A. invests in investment certificates of close-end investment funds, as well as in participation units in open-end funds, in accordance with the Act on Investment Funds.



**B. Methods and significant assumptions employed in arriving at fair value of financial assets and liabilities at fair value**

Fair value is determined based on published official quotations of funds, confirmed with the bank fulfilling the function of a depository for the funds' assets.

**C. Recognition of effects of revaluation of available-for-sale financial assets**

Instruments classified as available for sale are measured at fair value. Effects of valuation are charged to the revaluation reserve. Gains or losses on instruments classified as available for sale are charged directly to the financial result for the current period.

**D. Value of financial instruments at fair value disclosed in the balance sheet and recognition of effects of their revaluation**

**Financial assets held for trading**

Investment certificates	Purchase price	Carrying amount as at 31 December 2013	Difference between the purchase price and carrying amount	Difference charged to the financial result for the 2013 financial year
ALTUS ASZ FIZ Nowa Europa+	2,700,000.00	2,927,880.00	227,880.00	227,880.00
ALTUS FIZ Aktywnej Alokacji Spółek Dywidendowych	900,000.00	985,590.00	85,590.00	85,590.00
<b>Total</b>	<b>3,600,000.00</b>	<b>3,913,470.00</b>	<b>313,470.00</b>	<b>313,470.00</b>

Participation units – ALTUS FIO PARASOŁOWY	Purchase price	Carrying amount as at 31 December 2013	Difference between the purchase price and carrying amount	Difference charged to the financial result for the 2013 financial year
ALTUS Akcji	500,000.00	745,350.00	245,350.00	146,500.00
ALTUS Rynku Polskiego	500,000.00	650,550.00	150,550.00	74,450.00
ALTUS ASZ Dłużny	2,950,000.00	3,125,230.00	175,230.00	94,105.00
ALTUS Short	50,000.00	48,690.00	-1,310.00	5,025.00
ALTUS Stabilnego Wzrostu	1,000,000.00	1,127,500.00	127,500.00	127,500.00
ALTUS Aktywnego Zarządzania	1,000,000.00	1,064,000.00	64,000.00	64,000.00
ALTUS Pieniężny	1,000,000.00	1,004,800.00	4,800.00	4,800.00
<b>Total</b>	<b>7,000,000.00</b>	<b>7,766,120.00</b>	<b>766,120.00</b>	<b>516,380.00</b>

Participation units – ALTUS FIO PARASOŁOWY	Purchase price	Carrying amount as at 31 December 2012	Difference between the purchase price and carrying amount	Difference charged to the financial result for the 2012 financial year
ALTUS Akcji	500,000.00	598,850.00	98,850.00	98,850.00
ALTUS Rynku Polskiego	500,000.00	576,100.00	76,100.00	76,100.00
ALTUS ASZ Dłużny	2,950,000.00	3,031,125.00	81,125.00	81,125.00
ALTUS Short	50,000.00	43,665.00	-6,335.00	-6,335.00
<b>Total</b>	<b>4,000,000.00</b>	<b>4,249,740.00</b>	<b>249,740.00</b>	<b>249,740.00</b>

**Available-for-sale financial assets**

Investment certificates	Purchase price	Carrying amount as at 31 December 2013	Difference charged to the revaluation reserve as at 31 December 2013	Difference charged to the revaluation reserve in 2013
ALTUS 9 FIZ	2,500,000.00	3,416,000.00	741,960.00	103,960.00

Investment certificates	Purchase price	Carrying amount as at 31 December 2012	Difference charged to the revaluation reserve as at 31 December 2012	Difference charged to the revaluation reserve in 2012
ALTUS 9 FIZ	2,500,000.00	3,138,000.00	638,000.00	419,250.00

Investment certificates	Purchase price	Carrying amount as at 31 December 2011	Difference charged to the revaluation reserve as at 31 December 2011	Difference charged to the revaluation reserve in 2011
ALTUS 9 FIZ	2,500,000.00	2,718,750.00	218,750.00	218,750.00

*E. Table of changes in the revaluation reserve in relation to financial instruments*

**Revaluation reserve**

	2013	2012	2011
Opening balance	638,000.00	218,750.00	0.00
Increases (due to):	278,000.00	419,250.00	218,750.00
a) revaluation of tangible fixed assets	0.00	0.00	0.00
b) gains/losses from valuation of financial instruments, of which:	278,000.00	419,250.00	218,750.00
- measurement of investment certificates	278,000.00	419,250.00	218,750.00
c) exchange differences from translation of foreign branches	0.00	0.00	0.00
d) other	0.00	0.00	0.00
Decreases (due to):	174,040.00	0.00	0.00
a) creation of the provision for income tax due to valuation of securities	174,040.00	0.00	0.00
<b>Closing balance of the revaluation reserve</b>	<b>741,960.00</b>	<b>638,000.00</b>	<b>218,750.00</b>

*F. Explanation of principles for recording financial instruments purchased on the regulated market in the accounting records*

Not applicable.

*G. Exposure to interest rate risk, credit risk and FX risk*

The Company is not exposed at credit risk due to lack of liabilities due to loans and borrowings. No exposure of ALTUS TFI S.A. to interest rate risk is expected either, since there are no liabilities due to loans and borrowings or investments in debt securities.

The Company is not directly exposed to FX risk due to lack of transactions expressed in foreign currencies.

In accordance with binding legal regulations, ALTUS TFI S.A. is held liable to participants of the collective securities portfolio and investment fund participants for any damage resulting from non-performance or improper performance of its duties pertaining to managing the collective securities portfolio or the fund and its representation, unless non-performance or improper performance of duties results from circumstances that are beyond control of the Company. Additionally, liability of the Company is not limited as a result of entrusting fulfilment of certain duties to a third party (legal basis: Article 64 of the Act on Investment Funds).

**NOTE 2. Information on off-balance sheet items, especially contingent liabilities, including guarantees and sureties (also for promissory notes) granted by the Company**

	31.12.2013	31.12.2012	31.12.2011
Contingent liabilities	none	none	none

	31.12.2013	31.12.2012	31.12.2011
Specification of groups of liabilities secured	none	none	none

**NOTE 3. Liabilities to the state budget or local authorities for obtaining the ownership right to buildings and structures**

As at the balance sheet dates presented, ALTUS TFI S.A. had no liabilities to the state budget or local authorities for obtaining the ownership right to buildings and structures.

**NOTE 4. Revenues, costs and result on activities discontinued during the particular period or planned to be discontinued in the next period**

During the reporting period presented, no revenues, costs and result on activities discontinued occurred. The Company does not plan to discontinue any activities in subsequent periods.

**NOTE 5. Manufacturing cost of tangible fixed assets under construction, tangible fixed assets for internal purposes**

No manufacturing cost of tangible fixed assets under construction, tangible fixed assets for internal purposes occurred during the periods presented.

**NOTE 6. Investment outlays, including on non-financial non-current assets, incurred and planned for the next 12 months after the balance sheet date**

Outlays on	Incurred in the 2013 financial year	Planned for the next financial year
1) intangible assets	0.00	0.00
2) tangible fixed assets	122,638.18	0.00
3) tangible fixed assets under construction	0.00	0.00
4) environmental protection	0.00	0.00
<b>Total</b>	<b>122,638.18</b>	<b>0.00</b>

Outlays on	Incurred in the 2012 financial year	Planned for the next financial year
1) intangible assets	0.00	0.00
2) tangible fixed assets	47,311.88	120,000.00
3) tangible fixed assets under construction	0.00	0.00
4) environmental protection	0.00	0.00
<b>Total</b>	<b>47,311.88</b>	<b>120,000.00</b>

Outlays on	Incurred in the 2011 financial year	Planned for the next financial year
1) intangible assets	2,585.36	0.00
2) tangible fixed assets	22,535.26	50,000.00
3) tangible fixed assets under construction	0.00	0.00
4) environmental protection	0.00	0.00
<b>Total</b>	<b>25,120.62</b>	<b>50,000.00</b>

Outlays on	Incurred in the 2010 financial year	Planned for the next financial year
1) intangible assets	0.00	0.00
2) tangible fixed assets	19 434.62	50 000.00
3) tangible fixed assets under construction	0.00	0.00
4) environmental protection	0.00	0.00
<b>Total</b>	<b>19 434.62</b>	<b>50 000.00</b>

**NOTE 7. Information on related-party transactions**

As at 31 December 2013, 31 December 2012 and 31 December 2011, ALTUS TFI S.A. did not record any related-party transactions.

**NOTE 8. Information of unconsolidated joint undertakings**

Not applicable.

**NOTE 9. Information on average employment**

Average employment	31.12.2013	31.12.2012	31.12.2011
White-collar workers	15	10	7

**NOTE 10. Total value of remuneration and rewards (in cash and in kind), paid or due to members of management and supervisory authorities, separately**

Description	31.12.2013	31.12.2012	31.12.2011
Directors' remuneration	6,733,661.24	696 000.00	1 490 000.00
Remuneration of the Proxy	280,000.00	100 000.00	150 000.00
<b>Total</b>	<b>7,013,661.24</b>	<b>796 000.00</b>	<b>1 640 000.00</b>

	2013		2012		2011	
First name and surname	Gross remuneration under the employment contract	Gross remuneration for fulfilling the function in the Management Board and the function of a proxy*	Gross remuneration under the employment contract	Gross remuneration for fulfilling the function in the Management Board and the function of a proxy*	Gross remuneration under the employment contract	Gross remuneration for fulfilling the function in the Management Board and the function of a proxy*
<b>Management Board</b>						
Chuć Witold	30,281.15	300,000.00	30,000.00	2,245,373.51	30,268.09	300,000.00
Osiecki Piotr	24,000.00	5,024,334.58	24,000.00	2,634,818.46	24,000.00	0.00
Ryba Jakub	24,000.00	1,530,312.69	24,000.00	844,886.27	24,000.00	396,000.00
Zydorowicz Andrzej	24,000.00	3,160,725.90	24,000.00	1,363,289.15	24,000.00	329,000.00
<b>Proxy</b>						
Fiedoruk Aneta	108,000.00	100,000.00	0.00	0.00	0.00	0.00
Gaszyński Tomasz	72,000.00	1,960,145.03	72,000.00	474,293.85	16,600.00	0.00
<b>Supervisory Board</b>						
Brzeski Piotr	0.00	0.00	0.00	0.00	0.00	0.00
Kowalczewski Michał	0.00	0.00	0.00	0.00	0.00	0.00
Mania Rafał	0.00	0.00	0.00	0.00	0.00	0.00

\* The value of remuneration, rewards and benefits received from the Company, paid or due (including contingent or deferred benefits), in cash and in kind, or in any other form, for the last ended financial year, irrespective of whether charged to costs or from profit distribution.

**NOTE 11. Information on the value of non-returned advances, loans, borrowings, guarantees, sureties or any other agreements requiring services for the Company, provided by the Company to members of management and supervisory authorities**

No advances, loans, borrowings, guarantees, sureties or other agreement with members of management and supervisory authorities occurred as at 31 December 2013, 31 December 2012 and 31 December 2011.

**NOTE 12. Information on significant events regarding previous years included in the financial statements for the current year**

- In 2012, incorrectly recognised revenues from 2010 were corrected – adjustment – minus PLN 18,896.77 – disclosed as other operating costs.
- In 2011, the invoice documented revenues from 2010 was issued, which had been omitted in 2010 (for issuing ALTUS ASZ FIZ investment certificates, for PLN 3,719.37), the aforementioned invoice was included in other operating income for 2011. The amount of PLN 36,719.47 reduced taxable income for 2011. CIT -8/2010 was properly corrected by the amount in question.

- In 2011, incorrectly recognised interest income from 2010 was corrected (interest income for 2011 reduced by PLN 1,808.36). The amount of PLN 1,808.36 increased taxable income for 2011.

#### NOTE 13. Information on significant post-balance sheet events, not included in the financial statements

As at the balance sheet dates presented, there were no significant post-balance sheet events that would not be included in the financial statements.

#### NOTE 14. Information on relationships between the legal predecessor and the Company, and the method and scope of taking over assets and liabilities

Not applicable.

#### NOTE 15. Financial statements adjusted for the inflation rate

Financial statements presented in the Prospectus were not adjusted for the inflation rate.

#### NOTE 16. Differences between the data disclosed in the financial statements in comparable data and the financial statements drawn up and published previously

Data disclosed in the financial statements in comparable data were not adjusted vs. the financial statements drawn up and published previously.

<b>EQUITY AND LIABILITIES</b>	<b>Before adjustment</b>	<b>Adjustment</b>	<b>After adjustment</b>
<b>A. EQUITY</b>	<b>51,872,227.87</b>	<b>40,000.00</b>	<b>51,912,227.87</b>
I. Share capital	4,360,000.00	0.00	4,360,000.00
II. Called-up share capital not paid up (negative amount)	0.00	0.00	0.00
III. Treasury shares (negative amount)	0.00	0.00	0.00
IV. Supplementary capital	5,297,053.08	0.00	5,297,053.08
V. Revaluation reserve	741,960.00	0.00	741,960.00
VI. Other reserve capitals	3,909,582.33	0.00	3,909,582.33
VII. Share capital registered after the balance sheet date	0.00	40,000.00	40,000.00
VIII. Retained earnings	0.00	0.00	0.00
IX. Net profit (loss)	37,563,632.46	0.00	37,563,632.46
X. Net profit written off during the financial year (negative amount)	0.00	0.00	0.00
<b>II. LIABILITIES AND PROVISIONS FOR LIABILITIES</b>	<b>26,908,725.80</b>	<b>-40,000.00</b>	<b>26,868,725.80</b>
I. Provisions for liabilities	16,025,582.01	0.00	16,025,582.01
1. Provision for deferred income tax	359,140.00	0.00	359,140.00
2. Provision for pension and similar benefits	0.00	0.00	0.00
3. Other provisions	15,666,442.01	0.00	15,666,442.01
- long-term	0.00	0.00	0.00
- short-term	15,666,442.01	0.00	15,666,442.01
II. Long-term liabilities	0.00	0.00	0.00
1. To related entities	0.00	0.00	0.00
2. To other entities	0.00	0.00	0.00
IV. Short-term liabilities	10,883,143.79	-40,000.00	10,843,143.79
1. To related entities	0.00	0.00	0.00
2. To other entities	10,883,143.79	-40,000.00	10,843,143.79
a) loans and borrowings	0.00	0.00	0.00
b) due to issue of debt securities	0.00	0.00	0.00
c) other financial liabilities	0.00	0.00	0.00
d) trade liabilities, due:	2,228,967.28	0.00	2,228,967.28
- up to 12 months	2,228,967.28	0.00	2,228,967.28

<b>EQUITY AND LIABILITIES</b>	<b>Before adjustment</b>	<b>Adjustment</b>	<b>After adjustment</b>
- above 12 months	0.00	0.00	0.00
e) advances received on account of deliveries	0.00	0.00	0.00
f) promissory note liabilities	0.00	0.00	0.00
g) taxation, customs duty, social insurance, and other benefits liabilities	8,606,115.71	0.00	8,606,115.71
h) payroll liabilities	1,687.00	0.00	1,687.00
i) other	46,373.80	-40,000.00	6,373.80
3. Special funds	0.00	0.00	0.00
IV. Accruals	0.00	0.00	0.00
1. Negative goodwill	0.00	0.00	0.00
2. Other accruals	0.00	0.00	0.00
- long-term	0.00	0.00	0.00
- short-term	0.00	0.00	0.00
<b>Total equity and liabilities</b>	<b>78,780,953.67</b>	<b>0.00</b>	<b>78,780,953.67</b>

**NOTE 17. Changes in the accounting principles (policy) applied and the method of drawing up the financial statements made vs. previous financial years, their reasons, titles and impact of the resulting financial consequences on the economic and financial position, liquidity and financial result and profitability**

Due to requirements of the Regulation of the Minister of Finance on the scope of information presented in financial statements and consolidated financial statements, as required in prospectuses of issuers with their registered offices in the Republic of Poland, to whom Polish accounting standards apply (Journal of Laws of 2005 No. 209 item 1743, as amended), the profit and loss account will be prepared using the cost by function method. Until now, ALTUS TFI S.A. was preparing the profit and loss account using the cost by type method. Changes made had no financial consequences impacting the Company's economic and financial position.

**NOTE 18. Adjustments of fundamental errors, their reasons, titles and impact of the resulting financial consequences on the economic and financial position, liquidity and financial result and profitability**

During the reporting period presented, no adjustments of fundamental errors occurred.

**NOTE 19. In the case of uncertainties as to operating as a going concern, description of these uncertainties and the statement that such uncertainty exists**

Not applicable.

**NOTE 20. Information on business combinations**

Not applicable.

**NOTE 21. If the equity method is not used to measure shares in controlled entities in the financial statements, presentation of consequences of potential application of this method and its impact on the financial result**

The Company does not have any controlled entities.



## 20.4. Audit of historical annual financial information

### 20.4.1. Opinion from the audit of historical financial information by the Statutory Auditor

#### **INDEPENDENT STATUTORY AUDITOR'S OPINION on historical financial information for the years 2011-2013, presented in the Prospectus**

**To Shareholders, Supervisory Board, Management Board and future investors interested in acquiring shares in ALTUS TOWARZYSTWO FUNDUSZY INWESTYCYJNYCH S.A.**

For the purposes of this Prospectus and in accordance with requirements of the Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (OJ L 149 30.04.2004), we have audited the historical financial information presented therein of ALTUS Towarzystwo Funduszy Inwestycyjnych S.A. as at 31 December 2011, 31 December 2012 and 31 December 2013 and for the years ended on these dates, hereinafter referred to as historical financial information.

Historical financial information presented and its correctness is the responsibility of the Management Board of ALTUS Towarzystwo Funduszy Inwestycyjnych S.A., hereinafter referred to as the Issuer.

Our responsibility was to express an opinion on fair and clear character of the historical financial information disclosed in this Prospectus.

The audit of historical financial information was carried out in accordance with binding regulations, pursuant to provisions of:

- chapter 7 of the Accounting Act of 29 September 1994 (Journal of Laws of 2013 item 330);
- national standards of auditing issued by the National Chamber of Statutory Auditors;
- in matters not regulated by national regulations – in accordance with International Standards on Assurance Services;

in such way as to obtain reasonable sufficient basis to express an opinion whether the historical financial information is free of any material irregularities. The audit included in particular verifying the correctness of accounting principles (policy) applied by the Issuer and significant estimations, verifying – mainly on a test basis – accounting vouchers and entries providing a basis for values and information included in the historical financial information, as well as the overall assessment of the historical financial information enclosed.

We believe that our audit provided a sufficient basis for expressing an opinion on the historical financial information enclosed, as a whole.

In our opinion, historical financial information for periods from 1 January to 31 December 2011, from 1 January to 31 December 2012 and from 1 January to 31 December 2013:

- give a correct, fair and clear view of the situation and all information material for the evaluation of the Issuer's economic and financial position, and its financial result;
- in all material respects, were drawn up in accordance with the Accounting Act and national accounting standards, and in compliance with the Regulation of the Minister of Finance of 18 October 2005 on the scope of information presented in financial statements and consolidated financial statements, as required in prospectuses of issuers with their registered offices in the Republic of Poland, to whom Polish accounting standards apply (Journal of Laws of 2005 No. 209, 1743);
- comply with legal regulations influencing the content of historical financial information.

Marcin Wasil

Key Statutory Auditor no. **9846**  
carrying out the audit on behalf of

**WBS Audyt Sp. z o.o.**  
**Warszawa, ul. Grzybowska 4 lok. U9B**  
**Entity entitled no. 3685**

Warsaw, 26 March 2014

#### **20.4.2. Other information in the Prospectus that was audited by entitled statutory auditors**

Except historical financial information of the Company included in section 20.3 above, the Prospectus does not include any information that would be audited or reviewed by entitled statutory auditors or subject to their report.

#### **20.4.3. Financial details in the Prospectus not derived from financial statements audited by the entitled statutory auditors**

Historical financial information for the years 2011-2013 presented in the Prospectus was audited by the Statutory Auditor.

#### **20.5. Date of the most recent financial information**

The last annual financial statements of ALTUS TFI S.A., which was audited by the Statutory Auditor, were drawn up as at 31 December 2013.

#### **20.6. Interim financial Information**

After the date of the last financial statements audited by the Statutory Auditor, included in the Prospectus, the Company has not published any interim financial information.

#### **20.7. Policy of the Issuer with respect to dividend payment, all limitations in this respect and the value of the dividend paid in the period covered by the historical financial information**

##### **20.7.1. Policies of the Management Board with respect to dividend payments during the next three financial years**

The intent of the Management Board is to recommend the General Meeting of Shareholder to pay dividend from the profit for the particular financial year. The Management Board intends to pursue the policy setting the dividend payments on the level from 75% to 100% of the profit available for payments, provided that the Management Board would adjust the dividend policy to the present economic and business situation of the Company, while taking into account the scope of investment planned and strategic objectives of the Company.

The final decision on the dividend payment will be made by the General Meeting of Shareholders.

##### **20.7.2. Timing of decisions on the dividend payment**

In accordance with binding regulations, the General Meeting of Shareholders is entitled to pass the resolution on the dividend payment. The right to a share in the Company's profits was granted to shareholders based on Article 347 of the Code of Commercial Companies. The right shall be recognised when the profit (calculated pursuant to Article 348 § 1 of the Code of Commercial Companies) was disclosed in the financial statements audited by a statutory auditor and the general meeting of shareholders made the decision to allocate this profit, in a part or in whole respectively, for dividend payment. The annual general meeting of shareholders should be held within six months after the end of the financial year. Since the financial year of ALTUS TFI S.A. is a calendar year, the Annual General Meeting of Shareholders should be held by the end of June. In the case of passing the resolution on the dividend payment, the resolution should set the date as at which the right to dividend is determined (in the Code of Commercial Companies referred to as the "dividend date") and the dividend payment date. Pursuant to Article 348 § 3 of the Code of Commercial Companies, the dividend date may be set as at the date of adoption of the resolution or within three consecutive months thereafter. In accordance with Article 348 § 4 of the Code of Commercial Companies, the dividend shall be paid on the day set in the resolution of the General Meeting of Shareholders. If the resolution of the General Meeting of Shareholders does not set such day, the dividend shall be paid on the day set by the Supervisory Board. In accordance with the Articles of Associations, no limitations or preferences with respect to the right to dividend have been introduced.

##### **20.7.3. Conditions for collecting the dividend; deadline until the right to dividend remains valid and consequences of non-exercising the right within the deadline**

Conditions for collecting dividends by shareholders of ALTUS TFI S.A. correspond to the rules accepted for public companies. Pursuant to Article 348 §§ 3 and 4 of the Code of Commercial Companies, in the case of passing the resolution on the dividend payment, the resolution sets the date of determination of the right to dividend and the dividend payment date. If the resolution of the General Meeting of Shareholders does not set such day, the dividend shall be paid on the day set by the Supervisory Board. Subject to regulations adopted by the Central Securities Depository of Poland and the Warsaw Stock Exchange, the dividend date may be set within three consecutive months of the date of adoption of the resolution by the general meeting of shareholders.

Pursuant to Chapter 13 Section 4 § 127 of Detailed Exchange Trading Rules, the Company is obliged to immediately notify the Warsaw Stock Exchange of adoption of a resolution concerning the allocation of profit for the payment of dividend to the shareholders, amount of the dividend, date of determining the right to dividend and the dividend payment date. Additionally, § 106 of Detailed Rules of Operation of the Central Securities Depository of Poland (KDPW) imposes the duty to notify KDPW of the amount of the dividend, the date as at which the right to dividend is determined (in the

KDPW Rules referred to as the "dividend date") and the dividend payment date. The Company is obliged to adjust these dates to requirements of KDPW. Pursuant to § 106 section 2 of Detailed Rules of Operation of the Central Securities Depository of Poland (KDPW), the dividend payment date shall be no earlier than ten days after the date as at which the right to dividend is determined. It is also necessary to take into account the fact that pursuant to § 5 section 1 of the Rules of the Central Securities Depository of Poland (KDPW), whenever a number of days are specified, the number shall exclude all official holidays, specified in the applicable regulations, and Saturdays.

#### **20.7.4. Information on the value of the dividend paid during the period covered by the historical financial information**

On 24 April 2014, Ordinary General Meeting adopted resolution no. 30 authorising the Management Board to finance purchase of treasury shares by the Company for the amount no more than PLN 36,960,000 from – in accordance with resolution no. 29 of the Annual General Meeting of Shareholders – from supplementary capital and capital reserve of the Company, i.e. funds collected to this end, which can be allocated for the dividend payment pursuant to Article 348 § 1 of the Code of Commercial Companies. Pursuant to the abovementioned resolution, the Management Board was authorized to acquire no more than 3,080,000 own shares issued by the Company for their redemption under Article 6 section 4 of the Statutes and Article 359 § 1 and § 2 read with Article 360 § 2 pt. 2) of the Polish Commercial Companies Code and Article 348 § 1 of the Polish Commercial Companies Code from the shareholders who provided the Company with offers to sell their shares.

As of the Prospectus Date, the Company concluded agreements on the acquisition of shares for their redemption with the shareholders who provided the Company with offers to sell shares, on conditions specified in said agreements and in the abovementioned resolution no. 30. On the basis of said agreements, the Company a total of 3,080,000 own shares for their redemption at a price of PLN 12 per share, i.e. for the total amount of PLN 36,960,000.

On 29 May 2013, based on resolution no. 4 the Annual General Meeting of Shareholders made the decision on allocating the amount of PLN 15,042,000.00 from the profit for 2012 for payment of the dividend to shareholders.

On 4 April 2012, based on resolution no. 4 the Annual General Meeting of Shareholders made the decision on allocating the amount of PLN 6,998,400.00 from the profit for 2011 for payment of the dividend to shareholders.

On 15 April 2011, based on resolution no. 4 the Annual General Meeting of Shareholders made the decision on allocating the amount of PLN 1,000,000.00 from the profit for 2010 for payment of the dividend to shareholders.

#### **20.8. Proceedings before governmental authorities, court or arbitration proceedings, including any pending proceedings, for the period of at least the last 12 months, or proceeding that are threatened according to the issuer's knowledge, which might have had or have recently had or may have a significant impact on the financial position or profitability of the issuer or its capital group**

During the last 12 months the Company was not a party to any proceedings before governmental authorities, court, liquidation, bankruptcy, enforcement or arbitration proceedings (including any pending proceedings or proceeding that are threatened according to the Company's knowledge), which might have had or have recently had or may have a significant impact on the financial position or profitability of the Company.

As the materiality threshold, the Company assumed 10% of its equity, which was PLN 5.2 million as at 31 December 2013.

#### **20.9. Significant changes to the financial and economic position of the issuer**

No significant changes to the financial and economic position of the Company took place during the period from the end of the last financial period, for which the financial information is included in this Prospectus, i.e. from 31 December 2013, to the Prospectus Date.

### **21. Additional information**

#### **21.1. Information on the issuer's share capital**

##### **21.1.1. Value of the share capital issued**

As at the Prospectus Date, the Company's share capital was PLN 4,400,000 (four million four hundred thousand Polish zloty) and was divided into:

- 7,500,000 (seven million five hundred thousand) registered series A shares, numbers from 0000001 to 7500000, with a nominal value of 10 (ten) groszy each, with preferences to the vote, in such way that every share gives the right to two votes;

- 7,500,000 (seven million five hundred thousand) registered series B shares, numbers from 7500001 to 15000000, with a nominal value of 10 (ten) groszy each;
- 25,000,000 (twenty five million) registered series C shares, numbers from 15000001 to 40000000, with a nominal value of 10 (ten) groszy each;
- 2,800,000 (two million eight hundred thousand) registered series D shares, numbers from 40000001 to 42800000, with a nominal value of 10 (ten) groszy each;
- 1,200,000 (one million two hundred thousand) registered series E shares, numbers from 42800001 to 44000000, with a nominal value of 10 (ten) groszy each.

All shares were fully paid with cash contributions. As at the Prospectus Date, there are no shares that would not be fully paid.

The Company has not issued shares as a part of its target capital. The Articles of Association does not provide for an opportunity to increase the Company's share capital as a part of its target capital.

As at the Prospectus Date, no Company's shares are traded on a regulated market or in an organised trading system.

#### **21.1.2. Share that do not represent the capital**

Except shares making up the share capital there are no other Company's shares.

#### **21.1.3. Shares of the Company held by the issuer, other persons in behalf of the issuer or subsidiaries of the issuer**

As of the Prospectus Date, the Company acquired 2,996,000 C Series Shares and 84,000 E Series Shares, i.e. a total of 3,080,000 own shares of a nominal value of PLN 0.10 per share, of a total nominal value of PLN 308,000. The shares were purchased on the basis of the authorization granted in resolution no. 30 adopted on 24 April 2014 by the Ordinary General Meeting and pursuant to the content of Article 6 section 4 of the Statutes for redemption at a consideration.

Book value per share as of 30 April 2014 (i.e. before the share buy-back) amounted to PLN 1.43. The acquisition price of each of 2,996,000 C Series Shares and 84,000 E Series Shares amounted to PLN 12 per share. With regard to the above, the repurchase value of C Series Shares amounted to PLN 35,952,000.00, the repurchase value of E Series Shares amounted to PLN 1,008,000.00, hence the total book value of own shares amounted to PLN 36,960,000.00.

The General Meeting of Shareholders, the agenda of which will include passing the resolution on redemption of treasury shares and share capital reduction, will be convened within one year of expiry of the deadline for purchase of treasury shares, i.e. 30 May 2014.

#### **21.1.4. Convertible, interchangeable securities or securities with warrants**

Except subscription warrants described in section 17.3, chapter III of the Prospectus, there are not convertible securities of the Company, interchangeable securities or securities with warrants.

#### **21.1.5. Any purchase rights or obligations with respect to the target capital, or obligations to increase the capital**

Except the information disclosed in section 21.1.6 below, as at the Prospectus Date, there are no purchase rights or obligations with respect to the target capital, or obligations to increase the target capital of the Company.

#### **21.1.6. Capital of any member of the group that is subject to an option or with respect to whom, it was agreed – conditionally or unconditionally, that it would become an option subject**

Taking into account the fact that on 13 December 2013, the Extraordinary General Meeting of Shareholders passed resolution no. 3 amending resolution no. 32 of the Annual General Meeting of Shareholders of 15 April 2011, the valid right to issue 150 subscription warrants as a part of conditional increase of the share capital was replaced with the right to issue 226 subscription warrants.

As at the Prospectus Date, the Company has issued 150 subscription warrants – registered, series A, free warrants, entitling to take over ordinary registered series E shares. One warrant gives the right to take over 10,000 ordinary registered series E shares. As at the Date of Approval of the Prospectus, 1,200,000 Series E Shares were taken over for 120 subscription warrants issued to employees and members of the Management Board. It will be possible to take over 300,000 Series E Shares for 30 series A subscription warrants issued to employees and members of the Management Board, which are held by Mr Jakub Ryba, no earlier than on 30 May 2014, but no later than on 31 October 2014, provided that the entitled person remains only the Company's employee until the date on which shares are taken.

As at the Prospectus Date, the aforementioned 76 warrants have not been issued.

Persons entitled to take over remaining 76 subscription warrants – entitling to take over 760,000 Series E Shares – including principles and dates of their takeover are to be set in the resolution of the Supervisory Board passed at the request of the President of the Management Board.

#### **21.1.7. Historical information on the share capital**

The issue of 7,500 registered series A shares with a nominal value of PLN 100 each was entered into the register of entrepreneurs in the National Court Register on 18 October 2007. On 18 October 2007, the Company's share capital was PLN 7,500,000 and was divided into 7,500 (seven thousand five hundred) registered series A shares with a nominal value of PLN 100 each.

On 6 February 2008, the Extraordinary General Meeting of Shareholders passed resolution no. 2, based on which the Company's share capital was increased by PLN 750,000. The share capital was increased by issuing 7,500 (seven thousand five hundred) registered series B shares with a nominal value of PLN 100 each. Previous shareholders were fully deprived of the subscription right. Shares were taken in private placement, pursuant to Article 431 § 2 point 1) of the Code of Commercial Companies. The issue of 7,500 registered series B shares with a nominal value of PLN 100 each was entered into the register of entrepreneurs in the National Court Register on 17 April 2008. Since the date of registration of the change in the Company's share capital in question, the Company's share capital was PLN 1,500,000 and was divided into 7,500 (seven thousand five hundred) registered series A shares and 7,500 (seven thousand five hundred) registered series B shares with a nominal value of PLN 100 each.

On 12 January 2010, the Extraordinary General Meeting of Shareholders passed resolution no. 1, based on which the Company's share capital was increased by PLN 2,500,000. The share capital was increased by issuing 25,000 (twenty five thousand) registered series C shares with a nominal value of PLN 100 each. Shares were taken in closed offering, pursuant to Article 431 § 2 point 2) of the Code of Commercial Companies, by existing shareholders proportionally to the number of shares held. The issue of 25,000 registered series C shares with a nominal value of PLN 100 each was entered into the register of entrepreneurs in the National Court Register on 3 February 2010. Since the date of registration of the change in the Company's share capital in question, the Company's share capital was PLN 4,000,000 and was divided into 7,500 (seven thousand five hundred) registered series A shares, 7,500 (seven thousand five hundred) registered series B shares and 25,000 (twenty five thousand) registered series C shares with a nominal value of PLN 100 each.

On 15 April 2011, the Annual General Meeting of Shareholders passed resolution no. 28, based on which the Company's share capital was increased by PLN 280,000. The share capital was increased by issuing 2,800 (two thousand eight hundred) registered series D shares with a nominal value of PLN 100 each. Previous shareholders were fully deprived of the subscription right. Shares were taken in private placement, pursuant to Article 431 § 2 point 1) of the Code of Commercial Companies. The issue of 2,800 registered series D shares with a nominal value of PLN 100 each was entered into the register of entrepreneurs in the National Court Register on 17 November 2011. Since the date of registration of the increase in the Company's share capital in question, the Company's share capital was PLN 4,280,000 and was divided into 7,500 (seven thousand five hundred) registered series A shares, 7,500 (seven thousand five hundred) registered series B shares, 25,000 (twenty five thousand) registered series C shares and 2,800 (two thousand eight hundred) registered series D shares with a nominal value of PLN 100 each.

On 15 April 2011, the Annual General Meeting of Shareholders passed resolution no. 30 on conditional increase in the Company's share capital by no more than 150,000 by issuing no more than 1,500 new ordinary registered series E shares with a nominal value of PLN 100 each. Previous shareholders were fully deprived of the subscription right. In accordance with the resolution of the Annual General Meeting of Shareholders of 15 April 2011, series E shares were to be offered in private placement pursuant to Article 431 § 2 point 1) of the Code of Commercial Companies to holders of series A subscription warrants issued by the Company. As at the Prospectus Date, 1,200 series E shares were issued as a part of the contingent capital.

On 17 November 2011, pursuant to Article 452 section 1 of the Code of Commercial Companies, the Company's share capital was increased to PLN 4,320,000 in relation to taking over 400 series E shares. Since the date of issuing the shares in question, the Company's share capital was PLN 4,320,000 and was divided into 7,500 (seven thousand five hundred) registered series A shares, 7,500 (seven thousand five hundred) registered series B shares, 25,000 (twenty five thousand) registered series C shares, 2,800 (two thousand eight hundred) registered series D shares and 400 (four hundred) registered series E shares with a nominal value of PLN 100.00 each.

On 23 January 2012, the Management Board passed the resolution on determining the amount of the share capital within the contingent capital, setting its amount at PLN 4,320,000.

On 17 February 2012, the Registry Court registered the increase in the Company's share capital to PLN 4,320,000.

On 30 May 2012, pursuant to Article 452 section 1 of the Code of Commercial Companies, the Company's share capital was increased to PLN 4,360,000 in relation to taking over subsequent 400 series E shares. Since the date of issuing the shares in question, the Company's share capital was PLN 4,360,000 and was divided into 7,500 (seven thousand five hundred) registered series A shares, 7,500 (seven thousand five hundred) registered series B shares, 25,000 (twenty five thousand) registered series C shares, 2,800 (two thousand eight hundred) registered series D shares and 800 (eight hundred) registered series E shares with a nominal value of PLN 100 each.

On 7 January 2013, the Management Board passed the resolution on determining the amount of the share capital within the contingent capital, setting its amount at PLN 4,360,000.

On 21 January 2013, the Registry Court registered the increase in the Company's share capital to PLN 4,360,000.



On 5 June 2013, pursuant to Article 452 section 1 of the Code of Commercial Companies, the share capital was increased to PLN 4,400,000 in relation to taking over subsequent 400 series E shares. Since the date of issuing the shares in question, the Company's share capital was PLN 4,400,000 and was divided into 7,500 (seven thousand five hundred) registered series A shares, 7,500 (seven thousand five hundred) registered series B shares, 25,000 (twenty five thousand) registered series C shares, 2,800 (two thousand eight hundred) registered series D shares and 1,200 (one thousand two hundred) registered series E shares with a nominal value of PLN 100 each.

On 29 January 2014, the Registry Court registered the increase in the Company's share capital to PLN 4,400,000.

On 13 December 2013, the Extraordinary General Meeting of Shareholders passed resolution on conditional increase in the share capital by no more than PLN 226,000.00 by issuing no more than 2,260 (two thousand two hundred sixty) new registered series E shares with a nominal value of PLN 100.00 each.

On 29 January 2014, the Extraordinary General Meeting of Shareholders passed resolution no. 1 on preferences for 7,500 registered series A shares in such way that one shares gives the right to two votes, and resolution no. 2 on the split of series A, B, C, D shares in the Company. Each existing share with a nominal value of PLN 100 was split into 1,000 shares with a nominal value of 10 groszy each. The aforementioned amendments to the Articles of Association were registered and came into force on 14 February 2014.

Due to the split of shares, on 29 January 2014, the Extraordinary General Meeting of Shareholders passed resolution no. 3 amending resolution no. 1 of the Extraordinary General Meeting of Shareholders of 13 December 2013. In accordance with resolution no. 3 of 29 January 2014, the Extraordinary General Meeting of Shareholders decided to conditionally increase the share capital by no more than PLN 226,000.00 by issuing no more than 2,260,000 (two million two hundred sixty thousand) new registered series E shares with a nominal value of PLN 0.10 each.

On 14 February 2014, the Extraordinary General Meeting of Shareholders passed resolution no. 1 on increase in the Company's share capital up to no less than PLN 4,400,000.10 and no more than 5,720,000.00, i.e. by no less than PLN 0.010 and no more than PLN 1,320,000.00 by issuing no more than 13,200,000 (in words: thirteen million two hundred thousand) series F shares with a nominal value of PLN 0.10 (ten groszy) each, subsequently amended by resolution no. 25 of the Annual General Meeting of Shareholders of 24 April 2014.

On 24 April 2014, the Annual General Meeting of Shareholders passed resolution no. 25 on amending resolution no. 1 passed by the Extraordinary General Meeting of Shareholders of 14 February 2014, in accordance to which the Company's share capital is to be increased to no less than PLN 4,400,000.10 and no more than PLN 6,038,000.00, i.e. by no less than PLN 0.10 and no more than PLN 1,638,000.00. The capital is to be increased by issuing no more than 16,380,000 (in words: sixteen million three hundred eighty thousand) series F shares with a nominal value of PLN 0.10 (ten groszy) each. Based on the resolution in question, the Annual General Meeting of Shareholders made the decision that the Company would apply for admitting and that Series B Shares, Series C Shares, Series D Shares, Series E Shares and Series F Shares and Rights to Series F Shares will be admitted to trading on the regulated market operated by the Warsaw Stock Exchange. In accordance with this regulation, pursuant to Article 432 § 4 of the Code of Commercial Companies, the Management Board was authorised to set the ultimate amount by which the share capital is to be increased, taking into account the fact that the amount set cannot be less than PLN 0.10 (ten groszy) and more than PLN 1,638,000.00 (in words: one million six hundred thirty eight thousand Polish zloty).

On 24 April 2014, the Annual General Meeting of Shareholders passed also – pursuant to Article 362 § 1 point 5) of the Code of Commercial Companies in conjunction with Article 12 point 5) of the Articles of Association – resolution no. 30 authorising the Management Board to finance purchase of treasury shares by the Company for the amount no more than PLN 36,960,000 from – in accordance with resolution no. 29 of the Annual General Meeting of Shareholders – from supplementary capital and capital reserve of the Company, i.e. funds collected to this end, which can be allocated for the dividend payment pursuant to Article 348 § 1 of the Code of Commercial Company.

In accordance with resolution no. 30 of 24 April 2014, the Annual General Meeting of Shareholders authorised the Management Board to purchase no more than 3,080,000 (in words: three million eighty thousand) treasury shares issued by the Company for the purposes of their redemption. Shares are to be purchased by 30 May 2014 from shareholders, who submitted proposals for sale of the Company's shares to the Company, holding shares on the day of purchase of treasury shares, for PLN 12 per share, i.e. for the total amount not exceeding PLN 36,960,000. Shares will be purchased for the purposes of their redemption made pursuant to Article 6 section 4 of the Articles of Association and Article 359 § 1 and § 2 of the Code of Commercial Companies in conjunction with Article 360 § 2 point 2) of the Code of Commercial Companies and Article 348 § 1 of the Code of Commercial Companies, as voluntary redemption.

As of the Prospectus Date, the Company concluded agreements on the acquisition of shares for their redemption with the shareholders who provided the Company with offers to sell shares, on conditions specified in said agreements and in the resolution no. 30 of the Ordinary General Meeting of 24 April 2014. On the basis of said agreements, the Company acquired 2,996,000 C Series Shares and 84,000 E Series Shares, i.e. a total of 3,080,000 own shares for their redemption at a price of PLN 12 per share, i.e. for the total amount of PLN 36,960,000.

The General Meeting of Shareholders, the agenda of which will include passing the resolution on redemption of treasury shares and share capital reduction, will be convened within one year of expiry of the deadline for purchase of treasury shares, i.e. 30 May 2014.



## 21.2. Information on the Articles of Association

### 21.2.1. Description of the scope and purpose of activities of the issuer, including information on sections of Articles of Association presenting such information

In accordance with Article 5 of the Articles of Association, the scope of the Company's activities includes:

- 1) establishment and management of investment funds, including intermediation in acquiring and repurchasing participation units, representing them to third parties and managing a collective securities portfolio;
- 2) managing portfolios comprising one or more financial instruments;
- 3) investment advisory, provided that the company simultaneously applied for the permit to carry out activities referred to in point 2) or carries out such activities;
- 4) intermediation in selling and repurchasing participation units of investment funds established by other investment fund companies or participation titles in foreign funds, open-end investment funds with registered offices in member states of the EEA, and open-end investment funds from OECD countries other than member states or EEA countries;
- 5) fulfilling the function of the representative of foreign funds.

### 21.2.2. Summary of all provisions of the Articles of Association or rules of the issuer pertaining to members of administrative, management and supervisory authorities

#### Management Board

Competences, organisation and operating rules of the Management Board are governed by provisions of the Articles of Association, Rules of the Management Board and the Code of Commercial Companies.

The Management Board shall comprise no less than 2 (in words: two) members and no more than 5 (in words: five) members, including the President of the Management Board – appointed and recalled by the Supervisory Board. The term of office of members of the Management Board shall be 3 (in words: three) years. Members of the Management Board shall be appointed for a common term of office.

Remuneration and other benefits due to members of the Management Board are set in the resolution of the Supervisory Board.

Two members of the Management Board acting jointly or one member of the Management Board acting jointly with a proxy shall be authorised to make statements of will on behalf of the Company.

In the agreement between the Company and a member of the Management Board, as well as in the dispute between a member of the Management Board and the Company, the Company shall be represented by the Supervisory Board or an attorney appointed by the resolution of the General Meeting of Shareholders.

The scope of activities of the Management Board includes managing ongoing activities of the Company, representing it outside, managing all affairs of the Company and its assets.

The scope of activities of the Management Board includes, in particular: (i) making arrangements with respect to the Company's enterprise, especially accepting for use and approving rules, procedures and other internal regulations; (ii) making decisions on remuneration systems binding at the Company and their changes; (iii) developing, approving and implementing business plans of the Company; (iv) developing, approving, adjusting and implementing annual budgets of the Company, as well as monitoring their implementation; (v) final approval of investment decisions made by the Company; (vi) approving financial liabilities not included in the Company's budget; (vii) convening General Meetings of Shareholders and proposing agendas of General Meetings of Shareholders, as well as submitting motions and proposing draft resolutions of General Meetings of Shareholders; (viii) submitting motions with respect to convening meetings of the Supervisory Board; (ix) drawing up the balance sheet of the Company and the profit and loss account, and submitting reports on its activities to the Supervisory Board of the Company and the General Meeting of Shareholders, as well as submitting motions with respect to the profit distribution and loss offset; (x) examining evaluations and post-inspection recommendations, as well as their implementation; (xi) submitting motions to the Supervisory Board on selection of the entity appointed to audit the Company's financial statements in accordance with provisions of the Accounting Act; (xii) undertaking activities related to registration and information duties of the Company; (xiii) undertaking activities required by binding legal regulations and the Company's Articles of Association.

The Management Board shall make its decisions in form of resolutions, unless the Articles of Association or Rules of the Management Board require otherwise. If the Management Board comprises two persons, the Management Board shall pass resolutions unanimously. In other instances, resolutions shall be passed by an absolute majority of votes, while in the case of equal number of votes, the President of the Management Board shall have a casting vote.

## **Supervisory Board**

Competences, organisation and operating rules of the Supervisory Board are governed by provisions of the Articles of Association, Rules of the Supervisory Board (adopted by Resolution no. 8 of the Extraordinary General Meeting of Shareholders of 29 January 2014) and the Code of Commercial Companies.

The Supervisory Board exercises continuous supervision over activities of the Company in all spheres of its business. Organisation and the procedure of works of the Supervisory Board are laid down in the Rules of the Supervisory Board passed by the General Meeting of Shareholders.

The Supervisory Board shall comprise no less than 5 (in words: five) members and no more than 7 (in words: seven) members.

Members of the Supervisory Board shall be appointed and recalled by the General Meeting of Shareholders.

The term of office of members of the Supervisory Board shall be 2 (in words: two) years. Members of the Supervisory Board shall be appointed for a common term of office.

Members of the Supervisory Board may be awarded the remuneration in the amount set by the General Meeting of Shareholders.

Except matters set out in the Code of Commercial Companies, competences of the Supervisory Board include: (i) approving the annual business plan of the Company and its changes, as well as the Company's budget; (ii) passing the Rules of the Management Board and amendments thereto; (iii) appointing and recalling members of the Management Board; (iv) setting the remuneration and terms of employment of each member of the Management Board; (v) appointing and changing statutory auditors of the Company and statutory auditors of investment funds managed by the Company; (vi) approving, setting or changing the amount or structure of bonuses, right to purchase shares or another incentive system for members of the Company's Management Board; (vii) expressing consent for payment of the advance on the amount of the dividend expected as at the end of the financial year; (viii) drawing up and presenting, once a year, to the Annual General Meeting of Shareholders a brief assessment of the Company's position, taking into account assessment of the internal control system and system for managing material risks incurred by the Company; (ix) examining and expressing opinions of matters that are to be subject to resolutions of the General Meeting of Shareholders.

Resolutions of the Supervisory Board shall be passed by an absolute majority of votes, in the presence of at least a half of members of the Supervisory Board. In the case of equal numbers of votes for and against the resolution, the Chairman of the Supervisory Board shall have a casting vote.

### **21.2.3. Description of rights, preferences and limitations related to each type of existing shares**

Except preferences with respect to votes for Series A Shares, there are no rights, preferences or limitations related to the Company's shares.

### **21.2.4. Description of activities necessary to change rights of shareholders, including the rules with more significant scope than required by legal regulations**

The Articles of Association do not provide for any special rules and activities necessary to change rights of shareholders, with more significant scope than required by legal regulations.

### **21.2.5. Description of rules for convening annual general meetings of shareholders and extraordinary general meeting of shareholders, including the principles governing participation in the meetings**

Competences, organisation and operating rules of the General Meeting of Shareholders are governed by provisions of the Articles of Association, Rules of the General Meeting of Shareholders, Code of Commercial Companies and the Act on Investment Funds.

## **Principles for convening General Meetings of Shareholders**

The General Meeting of Shareholders can be held as annual or extraordinary.

The Annual General Meeting of Shareholders shall be convened within six months of the end of the financial year.

Shall the Management Board fail to convene the Annual General Meeting of Shareholders, it can be convened by the Supervisory Board.

The Extraordinary General Meeting of Shareholders shall be convened by the Management Board.

The Supervisory Board can convene the Extraordinary General Meeting of Shareholders if it considers it justified.

Shareholders representing at least half of the share capital or at least half of total votes at the Company may convene the Extraordinary General Meeting of Shareholders. Shareholders shall appoint a chairman of such meeting. If shareholders convene the Extraordinary General Meeting of Shareholders in accordance with the first sentence, the Management Board shall be obliged to immediately carry out the activities referred to in Articles 402<sup>1</sup>-402<sup>2</sup> of the Code of Commercial Companies pertaining to publishing the announcement on convening the General Meeting of Shareholders.

The Supervisory Board and a shareholder or shareholders representing at least one-twentieth of the share capital may request convening the Extraordinary General Meeting of Shareholders and placing certain matters on the agenda of this meeting.

The General Meeting of Shareholders shall be held at the registered office of the Company or in the locality where the registered office of the company managing the stock exchange on which the Company's shares are traded, or in Warsaw.

The request to convene the Extraordinary General Meeting of Shareholders submitted by the Supervisory Board or a shareholder (shareholders) should describe matters to be examined by the Meeting and present the justification of the request.

If the request to convene the Extraordinary General Meeting of Shareholders does not include the information on matters to be examined by the Meeting or the justification, the Management Board shall call the party submitting such request to properly supplement the request within seven days of the date of receiving the letter from the Management Board.

In the case of non-identifying matters to be examined by the Meeting, the Management Board shall notify the requesting party in writing of inability to convene the General Meeting of Shareholders and additionally, when the request is made by a shareholder (shareholders), shall submit such notice to the Supervisory Board for information.

Shall the requesting party fail to supplement its request by the required justification, the Management Board shall convene the General Meeting of Shareholders and in the announcement on convening the General Meeting of Shareholders shall notify shareholders of the requesting party and lack of justification of the request to convene the General Meeting of Shareholders.

The request to convene the Extraordinary General Meeting of Shareholders shall be submitted to the Management Board in writing or in electronic form.

If the Extraordinary General Meeting of Shareholders is not convened within two weeks of the date of submitting the request to the Management Board, the registry court can authorise shareholders making such request to convene the Extraordinary General Meeting of Shareholders. The chairman of such meeting shall be appointed by the court.

A shareholder or shareholders representing at least one-twentieth of the share capital may request placing certain matters on the agenda of the next General Meeting of Shareholders. The request shall be filed with the Management Board of the Company no later than twenty one days prior to the date of the General Meeting of Shareholders set. The request shall include the justification or draft resolution pertaining to the proposed matter to be placed on the agenda. The request may be sent in electronic form.

The Management Board shall be obliged to announce amendments to the agenda made at the request of shareholders immediately, but no later than eighteen days prior to the date of the General Meeting of Shareholders set. The announcement shall be made in a manner applying to convening the General Meeting of Shareholders.

Before the date of the General Meeting of Shareholders, a shareholder or shareholders representing at least one-tenth of the share capital may submit to the Company, in writing or using electronic communication means, draft resolutions on matters placed on the agenda of the General Meeting of Shareholders or matters that are to be placed on the agenda. The Company shall immediately publish draft resolutions on the Company's website.

During the General Meeting of Shareholders, any shareholder may present draft resolutions on matters placed on the agenda.

The General Meeting of Shareholders shall be convened by the announcement published on the Company's website at [www.altustfi.pl](http://www.altustfi.pl), and in a manner set for the purposes of providing current information in accordance with regulations on public offer and the conditions for introducing financial instruments to the organized trading system and on public companies.

The announcement shall be published at least twenty six days prior to the date of the General Meeting of Shareholders.

Formal requirements with respect to the announcement on convening the General Meeting of Shareholders are laid down in Article 402<sup>2</sup> of the Code of Commercial Companies.

### **Principles governing participation in the General Meeting of Shareholders**

Only persons being shareholders of the Company sixteen days before the date of the General Meeting of Shareholders (date of registration of participation in the general meeting of shareholders) are entitled to participate in the General Meeting of Shareholders.

Persons entitled based on registered shares and temporary certificates, as well as pledgees and users entitled to the voting right shall be eligible to participate in the General Meeting of Shareholders provided that they entered into the share register on the date of registration of participation in the General Meeting of Shareholders.

Bearer shares in form of a certificate give the right to participate in the General Meeting of Shareholders, provided that the share certificate is deposited with the Company no later than on the date of registration of participation in the General Meeting of Shareholders and are not collected prior to closing thereof. Instead of shares, it is possible to file the certificate attesting that shares have been deposited with a notary public, bank or investment firm having its registered

office or branch on the territory of the European Union or a country being a party to the Agreement on the European Economic Area, as specified in the announcement convening the General Meeting of Shareholders. The certificate shall disclose numbers of share certificates and confirm that share certificates would not be issued before the date of registration of participation in the General Meeting of Shareholders.

Dematerialised bearer shares shall authorise to participate in the General Meeting of Shareholders if they are entered into the list kept by Krajowy Depozyt Papierów Wartościowych S.A. in Warsaw and issued to the Company in accordance with the procedure and within deadlines set in relevant provisions of the Code of Commercial Companies.

At the request of the shareholders entitled based on dematerialised bearer shares, filed no earlier than upon the announcement convening the General Meeting of Shareholders of the Company and no later than on the first working day after registration of participation in the General Meeting of Shareholders, the entity keeping the securities account shall issue the personalised certificate of the right to participate in the General Meeting of Shareholders of the Company.

The list of persons entitled based on bearer shares to participate in the General Meeting of Shareholders shall be determined based on shares deposited with the Company and the list drawn up by Krajowy Depozyt Papierów Wartościowych S.A. in Warsaw in accordance with regulations on trading in financial instruments.

The list shall include:

- (i) first names and surnames or company names of persons entitled to participate in the General Meeting of Shareholders;
- (ii) their permanent residence or reregistered office;
- (iii) number and type of shares and number of votes to which they are entitled.

The aforementioned list shall be made generally available at the office of the Management Board, for three days before the General Meeting of Shareholders.

The right to participate in the General Meeting of Shareholders shall include (in particular) the right of a shareholder to vote, file motions and express opinions during the General Meeting of Shareholders, and the right to object resolutions of the General Meeting of Shareholders.

Participation of a shareholder's representative in the General Meeting of Shareholders shall require proper documentation of the right to act in his or her behalf. It is assumed that a written document confirming the right to represent a shareholder at the General Meeting of Shareholders is lawful and does not require additional confirmation, unless its authenticity or validity prima facie raises doubts of the Management Board of the Company or the Chairman of the General Meeting of Shareholders.

Shareholders may participate in the General Meeting of Shareholders and exercise their voting right in person or by proxy. The proxy to participate in the General Meeting of Shareholders and exercise the voting right shall be issued in writing or in electronic form. Granting a proxy in electronic form shall not require putting a secure electronic signature authenticated by a valid qualified certificate. The proxy granted in electronic form shall be sent to the address of the Company in each case identified in the announcement on convening the General Meeting of Shareholders in Polish language, within the deadline set in the announcement on convening the General Meeting of Shareholders.

#### **21.2.6. Short description of provisions of the Articles of Association or rules of the Company that might result in delay or deferral, or hinder changing control over the Company**

The Articles of Association and binding rules of the Company do not include provisions the application of which might result in delay or deferral, or hinder changing control over the Company.

#### **21.2.7. Information on provisions of the Articles of Association or rules governing threshold number of shares held, exceeding which results in a need to disclose the number of shares held by the shareholder**

There are no provisions of the Articles of Association or rules of the Company governing threshold number of shares held, exceeding which results in a need to disclose the number of shares held by the shareholder.

#### **21.2.8. Description of conditions set by provisions of the Articles of Associations and rules governing changes in the capital if they are more demanding than the ones set by the applicable law**

Neither provisions of Articles of Association nor binding rules set conditions governing increases in the Company's share capital that would be more demanding than provisions of the Code of Commercial Companies.

## **22. Summary of significant agreements other than agreements concluded during normal activities of the issuer, concluded by the issuer or any member of its capital group during two years preceding the date of publication of the Prospectus**

In the years 2011-2013, the Company did not conclude and was not bound by any significant agreements concluded outside normal activities. An agreement shall be considered significant based on the criterion of the Company's equity,

i.e. the Company recognises as significant the agreements (i) the value of which amounts to no less than 10% of the Company's equity (as at 31 December 2013, 10% of the Company's equity was PLN 5.2 million); (ii) that had a significant impact on key areas of activities of the Company.

## **23. Third parties' information and statements of experts, as well as declaration on any involvement**

### **23.1. Details of the expert**

The Prospectus does not include any statements or reports of experts, and therefore the Prospectus does not include any additional information on experts or their potential significant involvement in the Company.

### **23.2. Confirmation that information obtained from third parties is precisely quoted. Sources of this information**

Information obtained from third parties has been used in the Prospectus. We confirm that this information was precisely quoted and that – to the degree we are aware of and able to assess it based on the information published by third parties – no facts were omitted, which would make the information inaccurate or misleading.

If numerical data from external sources were processed or aggregated, we endeavoured to reflect economic reality as precisely as possible.

The following external sources of information were used:

- data published by the Central Statistical Office ([www.stat.gov.pl](http://www.stat.gov.pl)) and the National Bank of Poland ([www.nbp.pl](http://www.nbp.pl));
- annual and monthly reports of the Chamber of Fund and Asset Management (IZFA; [www.izfa.pl](http://www.izfa.pl));
- data published at Internet services: [www.analizyonline.pl](http://www.analizyonline.pl), [www.money.pl](http://www.money.pl) i [www.stooq.pl](http://www.stooq.pl).

## **24. Documents made available for review**

The following documents or their copies will be made available for the period of validity of the Prospectus at the registered office of the Company in Warsaw or on website at [www.altustfi.pl](http://www.altustfi.pl):

- Articles of Association of ALTUS TFI S.A.;
- the Company's valid transcript of the register of entrepreneurs in the National Court Register;
- rules of the Management Board, Supervisory Board and the General Meeting of Shareholders;
- financial statements of the Company for 2011, 2012 and 2013 financial years together with the Statutory Auditor's opinion from their audits.

## **25. Information on shares in other enterprises**

As at the Date of Approval of the Prospectus, the Company did not held any shares in other enterprises.

The Company holds only:

- series A investment certificates issued by ALTUS 9 Fundusz Inwestycyjny Zamknięty with its registered office in Warsaw, ul. Pankiewicza 3, 00-696 Warszawa, entered into the register of investment funds kept by the Regional Court in Warsaw, 7<sup>th</sup> Civil and Registry Department, under number RFI 596;
- series A investment certificates issued by ALTUS Absolutnej Stopy Zwrotu Fundusz Inwestycyjny Zamknięty Nowa Europa+ with its registered office in Warsaw, ul. Pankiewicza 3, 00-696 Warszawa, entered into the register of investment funds kept by the Regional Court in Warsaw, 7<sup>th</sup> Civil and Registry Department, under number RFI 835;
- category A participation units issued by ALTUS Subfundusz Absolutnej Stopy Zwrotu Dłużny separated within ALTUS Fundusz Inwestycyjny Otwarty Parasolowy with its registered office in Warsaw, ul. Pankiewicza 3, 00-696 Warszawa, entered into the register of investment funds kept by the Regional Court in Warsaw, 7<sup>th</sup> Civil and Registry Department, under number RFI 793;

that were considered significant, taking into account the threshold of 5% of the Company's equity. As at 31 December 2013, 5% of equity amounted to PLN 2.6 million.



## IV. SECURITIES NOTE

### 1. Responsible persons

#### 1.1. Issuer

Company name: ALTUS Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna  
Seat: Warsaw, Poland  
Address: Pankiewicza 3, 00-696 Warsaw, Poland  
Phone & fax: phone +48 22 380 32 85  
fax +48 22 380 32 86  
E-mail address: [biuro@altustfi.pl](mailto:biuro@altustfi.pl)  
Website: [www.altustfi.pl](http://www.altustfi.pl)

The following persons shall act on behalf of ALTUS TFI S.A.:

- **Piotr Osiecki** – President of the Management Board
- **Andrzej Zydorowicz** – Member of the Management Board
- **Jakub Ryba** – Member of the Management Board
- **Witold Chuś** – Member of the Management Board

ALTUS TFI S.A. is responsible for all the information included in the Prospectus.

The relevant declaration made by the persons responsible for the information included in the Prospectus has been included in the present Prospectus, chapter III, section 1.1.

#### 1.2. Sellers

##### 1.2.1. OSIECKI Investments S.C.Sp.

###### **akcyjna**

Company name: OSIECKI Investments S.C.Sp.  
Seat: Luxembourg  
Address: 25A, Boulevard Royal, L-2449 Luxembourg, Luxembourg

OSIECKI Investments S.C.Sp. is represented by the general partner ZORM Investments S.à.r.l. with a business seat in Luxembourg; the general partner is represented by:

- **Michał Kobus** – Director

The relevant declaration made by the persons who act on behalf of OSIECKI Investments S.C.Sp. has been included in the present Prospectus, chapter III section 1.2.1.

##### 1.2.2. ZYDOROWICZ Investments S.C.Sp.

Company name: ZYDOROWICZ Investments S.C.Sp.  
Seat: Luxembourg  
Address: 25A, Boulevard Royal, L-2449 Luxembourg, Luxembourg

ZYDOROWICZ Investments S.C.Sp. is represented by the general partner ZORM Investments S.à.r.l. with a business seat in Luxembourg; the general partner is represented by:

- **Michał Kobus** – Director

The relevant declaration made by the persons who act on behalf of ZYDOROWICZ Investments S.C.Sp. has been included in the present Prospectus, chapter III section 1.2.2.



### 1.2.3. MANIA Investments S.C.Sp.

Company name: MANIA Investments S.C.Sp.  
Seat: Luxembourg  
Address: 25A, Boulevard Royal, L-2449 Luxembourg, Luxembourg

MANIA Investments S.C.Sp. is represented by the general partner ZORM Investments S.à.r.l. with a business seat in Luxembourg; the general partner is represented by:

– **Michał Kobus** – Director

The relevant declaration made by the persons who act on behalf of MANIA Investments S.C.Sp. has been included in the present Prospectus, chapter III section 1.2.3.

### 1.2.4. RYBA Investments S.C.Sp.

Company name: RYBA Investments S.C.Sp.  
Seat: Luxembourg  
Address: 25A, Boulevard Royal, L-2449 Luxembourg, Luxembourg

RYBA Investments S.C.Sp. is represented by the general partner ZORM Investments S.à.r.l. with a business seat in Luxembourg; the general partner is represented by:

– **Michał Kobus** – Director

The relevant declaration made by the persons who act on behalf of RYBA Investments S.C.Sp. has been included in the present Prospectus, chapter III section 1.2.4.

### 1.2.5. Tomasz Gaszyński

First and last name: Tomasz Gaszyński

The relevant declaration made by Mr Tomasz Gaszyński has been included in the present Prospectus, chapter III section 1.2.5.

## 1.3. Legal counsel – Wołoszański, Rożko i Partnerzy – Kancelaria Radców Prawnych

Company name: Wołoszański, Rożko i Partnerzy – Kancelaria Radców Prawnych  
Seat: Warsaw, Poland  
Address: Kopernika 17, 00-359 Warsaw, Poland  
Phone & Fax: phone: +48 22 827 21 35  
fax: +48 22 828 27 18  
E-mail address: [biuro@wrplegal.pl](mailto:biuro@wrplegal.pl)  
Website: [www.wrplegal.pl](http://www.wrplegal.pl)

Wołoszański, Rożko i Partnerzy – Kancelarii Radców Prawnych is represented by:

– **Krzysztof Rożko** – legal counsel, partner

The relevant declaration made the persons who represent the Legal Counsel has been included in the present Prospectus, chapter III, section 1.3.

## 1.4. Legal Counsel – Domański Zakrzewski Palinka Spółka Komandytowa

Company name: Domański Zakrzewski Palinka Spółka Komandytowa  
Seat: Warsaw, Poland  
Address: Rondo ONZ 1, 00-124 Warsaw, Poland  
Phone & Fax: phone: +48 22 557 76 00  
fax: +48 22 557 76 01  
E-mail address: [dzp@dzp.pl](mailto:dzp@dzp.pl)  
Website: [www.dzp.pl](http://www.dzp.pl)

Domański Zakrzewski Palinka Spółka Komandytowa is represented by:

– **Andrzej Foltyn** – General Partner

The relevant declaration made the persons who represent the Legal Counsel has been included in the present Prospectus, chapter III, section 1.4.

### 1.5. Financial Advisor

Company name: Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością spółka komandytowa  
Seat: Warsaw  
Address: Śmiała 26, 01-523 Warsaw, Poland  
Phone & Fax: phone: +48 22 327 16 70  
fax: +48 22 327 16 71  
E-mail address: mfa@mfa.pl  
Website: [www.mfa.pl](http://www.mfa.pl)

The Financial Advisor is represented by:

- **Michał Kowalczewski** – President of the Management Board
- **Bogusław Galewski** – Vice-President of the Management Board

The relevant declaration made the persons who represent the Financial Advisor has been included in the present Prospectus, chapter III, section 1.5.

### 1.6. Offerer

Company name: Mercurius Dom Maklerski Spółka z ograniczoną odpowiedzialnością  
Seat: Warsaw  
Address: Śmiała 26, 01-523 Warsaw, Poland  
Phone & Fax: Phone: +48 22 327 16 70  
Fax: +48 22 327 16 71  
E-mail address: [mercuriusdm@mercuriusdm.pl](mailto:mercuriusdm@mercuriusdm.pl)  
Website: [www.mercuriusdm.pl](http://www.mercuriusdm.pl)

The Offerer is represented by:

- **Michał Kowalczewski** – President of the Management Board
- **Bogusław Galewski** – Vice-President of the Management Board

The relevant declaration made the persons who represent the Offerer has been included in the present Prospectus, chapter III, section 1.6.

## 2. Risk factors

A detailed description of all the risk factors has been included in chapter II – Risk factors.

## 3. Essential information

### 3.1. Working capital declaration

The Management Board of the Society declare that according to their judgment ALTUS TFI S.A. possesses working capital, understood as the Society's ability to obtain access to cash and other liquid resources in order to clear its liabilities in time, in the amount that is sufficient to meet the current needs related to maintaining business operations for at least 12 subsequent months, counting from the Day of Approval of the Prospectus.

### 3.2. Capitalization and debt

The Management Board declare that upon the Day of the Prospectus Approval, the Society has enough capital resources to finance its current business operations.

The information concerning the capitalization and debt of the Society as of 31 March 2014 has been presented in the table below.

**Table 35. Capitalization and debt of ALTUS TFI S.A. as of 31 March 2014 (thousands of PLN)\***

	31/03/2014
<b>Total long-term debt</b>	<b>1,543</b>
-guaranteed	
- secured	
- unguaranteed / unsecured	1,543
<b>Total long-term debt (except the current part of long-term debt)</b>	<b>0.00</b>
- guaranteed	
- secured	
- unguaranteed / unsecured	
<b>Total equity</b>	<b>60,447</b>
Share capital	4,400
Reserve capital	5,297
Revaluation capital	781
Remaining capital reserves	3,830
Net profit (loss) in previous years	37,564
Net profit (loss)	8,575
<b>A. Cash</b>	<b>46,304</b>
B. Cash equivalent (highlight)	
<b>C. Securities intended to be marketed</b>	<b>9,379</b>
- long-term investment certificates	3,455
- short-term investment certificates	1,019
- short-term shares	4,905
<b>D. Liquidity (A) + (B) +(C)</b>	<b>55,684</b>
E. Current financial liabilities	15,625
F. Short-term bank credits and loans	
G. Current part of long-term debt	
H. Other short-term financial debts	1,543
<b>I. Short-term financial debt (F) + (G) + (H)</b>	<b>1,543</b>
<b>J. Net short-term financial debt (I) – (E) - (D)</b>	<b>-69,766</b>
K. Long-term bank credits and loans	
L. Issued bonds	
M. Other long-term financial liabilities	
N. Net long-term financial debt (K) + (L) + (M)	
<b>O. Net financial debt (J) + (N)</b>	<b>-69,766</b>

Source: ALTUS TFI

As of 31 March 2014 the Society did not have any indirect or contingent indebtedness.

### 3.3. Description of interests of natural and legal persons involved in the issue or in the offering

Entities involved in the Offering are:

- Wołoszański, Rożko i Partnerzy – Kancelaria Radców Prawnych, with a business seat in Warsaw who act as legal counsel for the Company and who have made a contract with the Company binding them to draft selected parts of the Prospectus and to provide services in the proceedings with the Financial Supervision Authority with the purpose

of having the Prospectus approved. Wołoszański, Rożko i Partnerzy – Kancelaria Radców Prawnych is not a shareholder of the Society. The remuneration of Wołoszański, Rożko i Partnerzy – Kancelaria Radców Prawnych is not correlated with the amount of funding received following the Public Offering. There is no conflict of interest between the operations of Wołoszański, Rożko i Partnerzy – Kancelaria Radców Prawnych and the operations of the Society.

- Domański Zakrzewski Palinka Spółka Komandytowa, with a business seat in Warsaw – legal counsel related to the Company in the scope established by the counsel contract made with the Company for the purpose of introducing Offered Shares into public trading on the regulated market.

Domański Zakrzewski Palinka sp. k. is not a shareholder of the Society. Domański Zakrzewski Palinka sp. k. has no economic interest conditioned by a successful introduction of the Offered Shares into public trading. There is no conflict of interest between the operations of Domański Zakrzewski Palinka sp. k. and the operations of the Society.

- WBS Audyt Sp. z o.o. who are expert auditors analyzing of the Company's historical financial data.

The Expert Auditor is not a shareholder of the Company. The remuneration of the Expert Auditor is not correlated with the amount of funding received by the Society following the Public Offering. There is no conflict of interest between the operations of the Expert Auditor and the operations of the Society.

More entities involved in the Offering are:

- Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością sp.k. with a business seat in Warsaw who provide the Society with counselling services (Financial Counsel) and whose task is to organize and coordinate the project, i.e. to carry out the preparation and the execution of the Offering as well as the preparation and the execution of the process of introduction of Shares and Offered Shares into trading on the Warsaw Stock Exchange.
- Mercurius Dom Maklerski Sp. z o.o. with a business seat in Warsaw, whose responsibility is to act as a broker and propose the acquisition of the Offered Shares.

The above mentioned legal persons are not the Company's shareholders. However, Mr Michał Kowalczewski, the President of the Management Board both in Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością sp.k. and in Mercurius Dom Maklerski Sp. z o.o., is at the same time a member of the Society's Supervisory Board and he holds the Company's shares which entitle him to 5.24% of votes at the General Meeting. Moreover, Mr Bogusław Galewski, who is the Vice-President of the Management Board both in Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością sp.k. and in Mercurius Dom Maklerski Sp. z o.o., holds shares of the Company which entitle him to 5.24% of votes at the General Meeting. In consequence, Mr Michał Kowalczewski and Mr Bogusław Galewski, as shareholders, are interested in the shares being offered through the Public Offering to be subscribed at the highest possible price, since it will influence the value of the shares they hold.

The remuneration of the Financial Counsel and the Issue Agent are partially dependent on the success of the Offering and for this reasons both entities are interested in the greatest possible number of Offered Shares to be subscribed at the highest possible price.

There are no conflicts of interests between the operations of the Financial Counsel and the operations of the Issuing Agent and the operations of the Society.

In addition, the entities involved in the Offer include:

- Dom Inwestycyjny Investors S.A. with its registered office at Warsaw, responsible for intermediation in proposals for the acquisition of the Offer Shares;
- Trigon Dom Maklerski S.A. with its registered office at Krakow, responsible for intermediation in proposals for the acquisition of the Offer Shares;
- Dom Maklerski Raiffeisen Bank Polska S.A. with its registered office at Warsaw, responsible for intermediation in proposals for the acquisition of the Offer Shares.

The above-mentioned legal persons are not the Company's shareholders. The remuneration of the Co-offerors is partly conditional on the success of the Offer, thus the entities are interested that the Offered Shares be taken up in the highest possible number and at the highest possible price.

Due to the nature of activity of ALTUS TFI on the financial services market, the Company remains in continuous contractual relationships with the Co-offerors on its own behalf and on behalf of the managed investment funds. According to the Company no conflict of interest exists between the acts of the Co-offerors, on the one hand, and the acts of the Company, on the other hand.

Furthermore, the Company concluded an agreement with Raiffeisen Bank Polska S.A. regarding the cooperation in establishment and management of specialised open-end investment fund and closed-end fund. In performance of the Agreement, on 26 May 2014 FWR Selektywny Fundusz Inwestycyjny Zamknięty was entered into FWR. Moreover, as of the Prospectus Date, KNF approved the establishment of RAIFFEISEN Specjalistyczny Fundusz Inwestycyjny Otwarty Parasolowy. According to the Company no conflict of interest exists between Raiffeisen Bank Polska S.A., on the one hand, and the Company, on the other hand, however, the possibility of such conflict of interest arising.

### 3.4. Premises of the offering and an outline of the use to which the income will be put

ALTUS TFI foresees that following the issue of F Series Shares it can receive income amounting to, approximately, 200 million Polish zlotys. The basic goal of the Public Offering is to acquire financial means for carrying out investment plans, i.e. first of all a rapid extension of the Company's scope of activity by means of an acquisition of other investment fund societies operating on the Polish financial market.

Apart from the planned rapid increase in activity, the Company intends to maintain the present, efficient strategy of limited growth which consists of:

- a) maintaining stable and positive results of management in the long term,
- b) constant development and diversification of investment products offered to clients,
- c) acquiring new sales channels and developing the existing ones in order to increase the value of the managed assets.

At the same time, the Management Board believe that the achieved market position, the acquired experience and the created potential of sales channels provide a basis for consolidation operations which, through acquisition of other entities, will enable a visible acceleration of the Company's development. To a lesser extent, if other attractive opportunities present themselves, the Company can focus only on the acquisition of assets and investment funds without taking over the entities managing those assets.

The current situation in the Polish sector of investment fund societies, which in recent years has been experiencing dynamic and multidirectional changes, favours the acquisition plans:

- Firstly, following mergers and takeovers, the Polish financial market has seen changes in the shareholding of several Polish banks, which are selling are might soon start the procedure of selling some segments of their operations, which will result in opportunities for acquisition of investment fund societies, as they are or will be sold so as to reorganize the structure of capital groups of banks that are being consolidated.
- Secondly, restructuring processes carried out by financial groups operating in Poland can also constitute a source of important sale transactions of investment fund societies.
- Thirdly, in recent years, there has been a boom of new investment fund societies. With growing competition, some of the newly created societies will not stand a chance of independent operation in the long run. The company assumes that already in 2014 and 2015, some of the newly created societies will be interested in finding a new investor with strong capital.

Even now, the Society is analyzing two potential takeover transactions concerning investment fund societies. Taking into account the market situation and the high probability that in the 12-18 months to come more, attractive targets for acquisition will emerge, the objective of the Offer is to acquire financial means that will allow the Company to actively search and efficiently negotiate transactions of acquisition. Aggregating enough equity, before the date of possible acquisitions and in an amount that matches the scope of the prepared takeovers, is one of the key factors prerequisite for the success of the operation, the other conditions being:

- **Credibility in negotiations** – available funds of appropriate value undoubtedly increase the credibility in negotiations (actually, if such means are unavailable, it practically rules out the potential bidders), especially in talks with foreign shareholders of investment fund societies that might be the object of a takeover transaction.
- **Approval of the regulator** – with equity that makes it possible to finance the transaction of acquiring an investment fund society's shares, one can be practically sure that the Financial Supervision Authority will approve of the transaction. If the acquisition transaction is financed from other sources (including the participation of external financial partners), there is a risk that the regulator will not grant approval. Moreover, if one negotiates the acquisition of an investment fund society with foreign shareholders, a bidder that owns appropriate equity ex ante is more credible in face of such shareholders as it can be expected that the buying entity will obtain the final approval of the Financial Supervision Authority and thus it will be possible to finalize the negotiated transaction.
- **Quick buy** – some tender procedures of the offered investment fund societies or their sale without a tender require very fast negotiations and it is possible to receive a better buying price if one has appropriate funds at their disposal beforehand.

Having taken the above premises into consideration, having analyzed the development strategy based on takeovers, and having started preliminary talks about several acquisition projects, the Management Board have decided to proceed with the Public Offering; the received cash will be used to take over one or more investment fund societies operating in Poland within the period from 12 to 24 months.

Another objective of the company – once the Public Offering has been carried out and the shares have been introduced to the Warsaw Stock Exchange – is to increase the information transparency, which will increase credibility in negotiations concerning takeover transactions. A greater recognition, transparent financial results and the credibility of an entity listed on the Warsaw Stock Exchange will enable the Company to acquire new clients and increase the value of the managed assets. It is especially important from the point of view of foreign funds, whose investment strategy in Poland consists in choosing a local partner to whom such funds commission the management of often considerable resources meant for investment on the Polish capital market.

Until the Day of Approval of the Prospectus, the Management Board have not made the final decision concerning the entity they want to take over and they have not taken any binding obligations. For this reason, the Management Board is unable to define unequivocally the amount of cash necessary to finance the planned takeover of another investment fund society or societies. Moreover, achieving the objective that has inspired the issue of F Series Shares is conditional on numerous factors independent of the Society and unpredictable, such as an occurrence of an investment opportunity.

If the issue of shares yields a lower return than predicted, the Company intends to finance the gap from the financial surplus generated in subsequent years.

As of the Day of Approval of the Prospectus, the Company does not intend to change the objective of the issue. In case the Society does not carry out the planned acquisition operations until the end of Q3 2015, the Company will proceed with repurchase and retirement of shares (in accordance with the applicable legal provisions in this respect) with a total value not smaller than the value of the income received following the issue of F Series Shares. The repurchase of shares for redemption will be performed at a price equal to the Series F Share Issue Price increased by the value of the money in time, specified with the use of the WIBOR 3M rate, whereas in accordance with the provisions of the lock-up agreements, the persons and entities who are shareholders of ALTUS TFI as of the Prospectus Approval Date shall not participate.

The Management Board's declaration concerning the possible payout of cash, unused due to the impossibility of achieving the objective of issue, to the Company's shareholders is based on many years of investment experience, which suggests that too much liquid cash decreases the return on equity for shareholders.

Until the objective of the issue have started being carried out, the financial means obtained following the issue of F Series Shares will be invested in low-risk financial instruments available on the market, i.e. bank deposits.

## 4. Information about the securities offered or admitted for trading

### 4.1. Basic information relative to the shares offered or admitted for trading

The Prospectus has been drafted so that the Company can apply the following securities to be admitted for trading:

1. 7,500,000 B series shares (which as of the Day of Prospectus Approval are registered shares, but upon dematerialization they will become bearer shares), at the nominal value of 10 (ten) Polish groszy each;
2. 25,000,000 C series shares (which as of the Day of Prospectus Approval are registered shares, but upon dematerialization they will become bearer shares), at the nominal value of 10 (ten) Polish groszy each;
3. 2,800,000 D series shares (which as of the Day of Prospectus Approval are registered shares, but upon dematerialization they will become bearer shares), at the nominal value of 10 (ten) Polish groszy each;
4. 1,200,000 E series shares (which as of the Day of Prospectus Approval are registered shares, but upon dematerialization they will become bearer shares), at the nominal value of 10 (ten) Polish groszy each;
5. no more than 16,380,000 F series shares (which will be issued as common bearer shares intended for dematerialization) at the nominal value of 10 (ten) groszy each, and no more than 16,380,000 Subscription Rights to the F Series Shares.

Paper B, C, D and E series shares will become bearer shares upon the moment of dematerialization. As of the Day of Approval of the Prospectus, the Society's shares are registered shares.

The Prospectus has been drafted in order to offer:

- an acquisition through public subscription of no more than 16,380,000 common bearer F series shares intended for dematerialization at the nominal value of 10 (ten) groszy each and a total nominal value not greater than 1,638,000 (one million six hundred thirty eight thousand) Polish zlotys;
- an acquisition through the offer for sale:
  - up to 1,931,428 C series shares (which as of the Day of Approval of the Prospectus are registered shares, but upon dematerialization they will become bearer shares) at the nominal value 10 (ten) groszy each and a total nominal value not greater than 193,142.80 (one hundred ninety three thousand one hundred and forty-two 60/100) Polish zlotys.
  - up to 68,572 E series shares (which as of the Day of Approval of the Prospectus are registered shares, but upon dematerialization they will become bearer shares) at the nominal value 10 (ten) groszy each and a total nominal value not greater than 6,857.20 (six thousand eight hundred and fifty seven 20/100) Polish zlotys.

### 4.2. Legal regulations authorizing the creation of shares

Article 431.1 coupled with Article 430.1 of the Polish Commercial Companies Code (CCC) stipulates that in order to increase the share capital, the general meeting has to make a resolution and the entry in the business registry needs to be updated. The resolution, in line with Article 415.1 of the CCC, is adopted when supported by  $\frac{3}{4}$  (three-quarters) of the



votes cast. The company submits the resolution concerning an increase of the share capital to the registration court within six months of the resolutions' adoption and in the case of newly issued shares – which under the regulations relative to the public offering and the conditions of introduction of financial instruments into the organized trading system and under the regulations on public companies constitute a public offering under a prospectus – within twelve months from the day of approval of the prospectus and not later than one month from the day of the allocation of shares; however the application for the prospectus approval cannot be submitted if four months have lapsed from the date of the resolution concerning the increase of the share capital, as stipulated in Article 431.4 of the CCC.

As stipulated in Article 448.1 of the CCC, the General Meeting can decide in favour of increasing the share capital with a provision that the persons who have been granted the right to the acquisition of shares will exercise this right under the conditions provided in the resolution, in line with the procedure set forth in Articles 448-452 of the CCC (conditional increase of share capital). The resolution on the conditional increase of the share capital has been made in order to grant the rights to the acquisition of shares to the holders of subscription warrants.

According to Article 451.1 of the CCC the persons entitled to acquire shares, as laid down in the resolution made by the General Meeting, acquire the shares in the conditionally increased share capital by a written declaration made on a form prepared by the Company. Pursuant to Article 452 of the CCC, at the moment of giving out share documents in line with Articles 451.2 and 451.3 of the CCC, the acquisition of rights granted by the shares takes place and the capital of the Company is increased by the nominal value of shares acquired pursuant to the resolution on the conditional increase of the share capital. Every calendar year, within thirty days of its lapse, the Management Board have to submit to the registration court the list of shares acquired in the given year in order to update the entry concerning the share capital. The data has to be accompanied by a list of persons who have exercised their right to the acquisition. The list should contain the first and the last name or the company name of each shareholder, the number of the shares acquired and the value of each shareholder's contribution. This information should be supplemented by the Management Board's declaration that the shares have been given out to shareholders who have paid a full contribution. The Management Board of a public company have to submit the notification laid down in Articles 452.2 and 452.3 of the CCC within the first week after the lapse of every subsequent month, counting from the day the first share document is given out, pursuant to Article 452.1 of the CCC.

#### **4.3. Information regarding the type and form of offered or admitted shares**

B, C, D and E Series Shares are registered shares which at the moment of dematerialization will become bearer shares. F Series Shares will be issued as common registered shares intended for dematerialization due to the planned application for admittance of the said shares for trading on the regulated market.

Pursuant to Article 5.4 of the Polish Act on Trading in Financial Instruments and relative to the admittance of B, C, D, E, F Series Shares, the Company is obliged to conclude with the National Depository for Securities an agreement concerning the registration of the shares in the depository for securities, since securities admitted for trading on the regulated market from the moment of their registration cease to exist as physical documents. In other words, upon the moment of registration the shares are dematerialized, and what will be traded on the regulated market are bearer shares.

#### **4.4. Currency of issued shares**

Physical shares are issued in Polish zlotys (PLN).

#### **4.5. Description of rights, including all limitations, relative to shares and the procedure of exercise thereof**

The rights related to the owned shares are granted to shareholders pursuant to the state and company regulations. They can be classified, first of all, as incorporating property rights and corporate rights connected to the participation in the Company. The section below showcases the main rights that shareholders enjoy in line with the provisions of the CCC, other acts and the Company's Statute.

##### **4.5.1. Property rights**

##### **The right to dividend**

Pursuant to the provisions of Article 347.1 of the CCC, the right to dividend is the right to participation in the net profit that has been revealed in the financial report reviewed by an expert auditor and that has been intended by the General Meeting to be paid out to the shareholders. The provisions of the CCC imply that the profit is distributed among the shareholders according to the number of shares they hold; the Company's Statute does not stipulate differently.

In line with Article 348.1 of the CCC, the sum intended for distribution cannot exceed the profit for the last business year summed with undistributed profit from the previous years and with the sums transferred from the supplementary and reserve capital which have been created from the profit and which can be used to pay out the dividend. From the sum one should deduce the uncovered losses, own shares and the part of the profit from the previous business year that according to the law or to the statute should be transferred to the supplementary or reserve capital.

The shareholders entitled to the dividend for the given business year are those persons who had the rights to shares on the dividend day. The dividend day can be fixed by the Ordinary General Meeting as the date when the resolution on the distribution of shares is adopted or within the three oncoming months counting from this date, as laid down in Article 348.3 of the CCC.

When naming the dividend day, the General Meeting should adapt the payment schedule to the regulations of the National Depository for Securities and the Stock Exchange. Pursuant to the provisions of section 4.2 of the Detailed Rules of the National Depository for Securities, the Company has to inform the Depository about the amount of dividend per share and about the dividend day and the payout day. The payout should take place not earlier than ten days after the dividend day. In line with the provisions included in Chapter 13.4 of the Detailed Exchange Trading Rules, the Company has to inform the Warsaw Stock Exchange immediately about its intention to earmark the profit for paying a dividend to its shareholders, about the number of shares entitled to the dividend, about the value of the dividend per share, the day when the decision was made and the payout day.

Article 20.6 of the Statute entitles the Management Board – with the approval of the Supervisory Board – to pay the shareholders an advance on the planned dividend at the end of the business year, provided it has enough cash at its disposal, and provided that the Supervisory Board's have given their indispensable approval.

As laid down in Article 349 of the CCC the advance on the planned dividend can be made, if the financial report from the previous business year has been approved and the report demonstrates profit. The paid advance cannot constitute more than a half of the profit generated until the end of the previous business year, as demonstrated in the financial report reviewed by an expert auditor, and summed with the reserve capital created from the profit that the Management Board have at their disposal less the uncovered losses and own shares. The Management Board have to inform about the planned advance at least four weeks before the payment and inform about the day as for which the financial report was drafted, about the amount intended for payment, and the reference day for checking who is entitled to receive an advance. This date should be fixed within seven days before the payments start. On the day fixed in the resolution of the General Meeting, the claim for the dividend payment becomes due and it is subject to limitation according to general rules. There are no relevant regulations defining the deadline of the expiry of the right to dividend.

The income from dividends with respect to shareholders who are non-residents and who are remitters of personal income tax is taxed according to the same regulations as the income of residents who are subject to the 19% rate of the advance income tax. However, the taxation of non-residents is subject to treaties that the Republic of Poland has concluded to avoid double taxation. In principle, the corporate income tax remitters whose seat or board is located outside the Republic of Poland are taxed as provided in the regulations relative to the entities subject to the unlimited tax liability. The above principle is applicable if the treaties regarding the avoiding of double taxation do not stipulate otherwise. The application of the rate pursuant to a relevant treaty or not levying the tax pursuant to such a treaty is conditional on providing by a foreign tax authority the documents concerning the place of residence of the person receiving the dividend (the so called residence certificate). The relevant exemptions are subject to Article 22.4 of the Polish Act on Corporate Income Tax and they are described in detail in section 4.11.6 of the present chapter of the Prospectus.

### **The right to sell shares**

Pursuant to the provisions of Article 337.1 of the CCC shares are transferable. Pursuant to Article 337.2 of the CCC, the statute can make the possibility to dispose of registered shares conditional on a company's approval or it can limit the possibility to dispose of registered shares in a different way. In case of the Company's shares, there are no statutory limitations regarding the disposition of registered shares.

### **The right to subject the shares to pledge or usufruct**

The Statute does not stipulate that a preliminary approval of a relevant body is necessary in this respect. Pursuant to the provisions of Article 340.3 of the CCC, in the period when a public company's shares which are the subject of pledge or usufruct, are registered on the securities account held by a body entitled to do it, pursuant to the regulations regarding trading in financial instruments the shareholder enjoys the right to vote granted by those shares.

### **Subscription rights**

The pre-emptive right to acquire new shares in proportion to the number of the shares already held, i.e. the subscription right, is guaranteed to shareholders under Article 433.1 of the CCC. However, Article 433.2 enables a serious limitation thereof, since it stipulates that in the Company's interest the General Meeting can totally or partially deprive the shareholders of the subscription right. In order to be adopted, the resolution of the General Meeting must receive the majority of at least 4/5 (four fifths) of the votes. The shareholders can be deprived of the subscription right, provided it has been announced at the beginning of the General Meeting. The Management Board puts forward to the General Meeting a written opinion justifying the reasons behind the deprivation and the suggested issue price of shares or the mode of defining it.

The provisions of Article 433.2 of the CCC are not applicable when:

- 1) the resolution regarding the increase of the capital stipulates that the new shares are to be acquired in bulk by a financial institution (underwriter) which shall offer them to the shareholders so that they can exercise the subscription right under the conditions defined in the resolution;
- 2) the resolution stipulates that the new shares are to be acquired by an underwriter in the event that the shareholders who enjoy the subscription right do not acquire a part or all of the offered shares.

In the event described above, for the sake of a top down decision, the exclusion of the subscription right will not be necessary.

#### **The right to participation in the bankruptcy estate**

Pursuant to Article 474.2 of the CCC, in the event of the Company's liquidation, the assets remaining after satisfying or securing the creditors are divided among the shareholders in proportion to their contributions to the share capital.

The Statute does not stipulate otherwise with respect to the apportionment of property.

#### **The right to a voluntary redemption of shares**

As stipulated in Article 6.4 of the Statute, shares can be redeemed by means of their acquisition by the Company with the approval of the shareholder. The redemption procedure is carried out pursuant to a resolution of the General Meeting. Article 359.1 of the CCC implies that a voluntary redemption can be carried out no more than once in a business year.

#### **Conversion of bearer shares to registered shares**

Pursuant to Article 53 of the Act on Investment Funds, the Society's shares can be only registered shares, unless they are dematerialized. Article 334.2 of the CCC stipulates that a conversion of registered shares to bearer shares or vice versa can be carried out following the shareholder's demand, if the act of the statute do not stipulate otherwise.

#### **4.5.2. Corporate rights**

##### **Participation in the General Meeting and the right to vote**

Article 412.1 of the CCC stipulates that shareholders enjoy the right of participation in the General Meeting and of exercising their right to vote in person or through a proxy. It is impossible to limit the right to appoint a proxy at the General Meeting or to limit the number of proxies. The power of attorney to represent the shareholder at the General Meeting should be granted in writing under the pain of invalidity.

Pursuant to Article 11.2 of the Statute, each share – apart from A Series Shares – grants the right to one vote at the General Meeting. In case of public companies, only the persons who were the company's shareholders sixteen days before the date of the General Meeting (the day of registration of General Meeting participants) have the right to participate in the proceedings, as laid down in Article 406<sup>1</sup> of the CCC. The day of registration of participants of the General Meeting is identical for the entitled holders of bearer shares and registered shares.

In line with Article 406 of the CCC, public companies' shareholders can transfer the shares between the day of registration for participation in the General Meeting and the day on which the meeting ends.

Article 406<sup>2</sup> of the CCC provides a mandate for participation in the General Meeting to the entitled holders of registered shares and of temporary certificates and to pledgees and usufructuaries who are entitled to vote if they are listed in the share register on the day of registration for participation in the General Meeting.

Upon request of an entitled holder of dematerialized bearer shares of a public company, if the request is submitted not earlier than after the announcement of the General Meeting and not later than on the first working day after the day of registration for participation in the General Meeting, the entity managing the securities account provides a written certificate confirming the right to participate in the general meeting in line with the provisions of Article 406<sup>3</sup>.2 of the CCC.

The said certificate should include:

- 1) company name, seat, address, the seal of the issuer of the certificate, the certificate number,
- 2) amount of shares,
- 3) type and code of shares,
- 4) name, seat and address of the public company that issued the shares,
- 5) nominal value of shares,
- 6) first and last name or the company name of the shareholder,
- 7) seat (town of residence) and the address of the shareholder,
- 8) purpose of the certificate,
- 9) date and place of issue of the certificate,
- 10) signature of the person entitled to issue the certificate.

### **The right to convene an Extraordinary General Meeting**

Pursuant to Article 399.3 of the CCC, shareholders who represent at least one half of the share capital or at least one half of all the votes in the Company can convene an Extraordinary Shareholder Meeting. The chairperson of such a meeting is appointed by the shareholders.

### **The right to demand the convocation of an Extraordinary General Meeting and incorporating particular issues on the agenda**

The right to demand the convocation of an Extraordinary General Meeting and incorporating particular issues on the agenda of the Meeting has been granted to shareholders who represent at least one twentieth of the share capital, pursuant to Article 400.1 of the CCC. The demand shall be submitted to the Management Board in hard copy or electronic form.

Pursuant to Article 400.3 of the CCC, if the Extraordinary General Meeting is not convened within two weeks from the day of the submission of the demand to the Management Board, the registration court can entitle the shareholders who have submitted the demand to convene an Extraordinary General Meeting. The court appoints the chairperson of the meeting.

### **The right to demand the incorporation of particular issues on the agenda of the following General Meeting**

Pursuant to Article 401.1 of the CCC, a shareholder or shareholders who represent at least one twentieth of the share capital can demand a particular issue to be included on the agenda of the following General Meeting. The demand should be submitted to the Management Board not later than fourteen days before the date of the meeting. In a public company this period is twenty one days. The demand should include a justification or a draft resolution concerning the proposed item on the agenda. The demand can be submitted in electronic form.

Article 401.2 of the CCC stipulates that the Management Board of a public company has to announce the changes made to the agenda following a request from the shareholders immediately, but not later than four days before the fixed date of the general meeting. In a public company this period is eighteen days. The announcement is made according to the procedure of the general meeting convocation.

The above mentioned regulations do not apply to a General Meeting convened pursuant to Article 402.3 of the CCC.

Article 401.4 of the CCC stipulates that a shareholder or shareholders of a public company who represent at least one twentieth of the share capital, before the date of the general meeting, can submit to the company draft resolutions concerning the issues introduced into the agenda of the general meeting of the issues that are to be included on the agenda. It can be done in hard copy or electronic form. The company immediately publishes draft resolutions on their website.

Pursuant to Article 401.5 of the CCC, during the General Meeting, each shareholder can submit draft resolutions concerning the issues introduced into the agenda.

### **The right to request that the attendance list be checked during the General Meeting**

Upon request of shareholders who hold one tenth of the share capital represented at the General Meeting, the attendance list should be checked by a committee appointed for this purpose and composed of at least three people. The applicants have the right to appoint one member of the committee, as laid down in Article 410.2 of the CCC.

### **The right to inspect the list of shareholders entitled to participate in the General Meeting and to request a copy of the applications concerning the matters covered by the agenda**

Pursuant to Article 407.1 of the CCC the list of shareholders entitled to participate in the General Meeting – signed by the Management Board and listing the first and last names, or company names of the shareholders, their place of residence (seat), amount and type of shares, shares numbers and the number of votes they are entitled to – should be made available in the office of the Management Board during three working days preceding the General Meeting. A natural person can give an address for correspondence instead of their address of residence. A shareholder can inspect the shareholder list in the Management Board's office or request a copy of the list, provided they cover the cost of drafting it.

Moreover, a shareholder of a public company can provide an email address and request that the list of shareholders be sent to them by email without incurring any charges; they also have the right to request a copy of the applications concerning the matters included on the agenda within one week preceding the general meeting.

### **The right to request a secret ballot**

In line with Article 420.4 of the CCC, if at least one of the shareholders present or represented at the General Meeting wishes so, a secret ballot should be organized.

### **The right to inspect the book of General Meeting minutes**

Pursuant to Article 421.3 of the CCC, the Management Board has to attach to the minutes book a copy of the minutes, the evidence of convening the General Meeting and the letters of proxy granted by the shareholders. Shareholders can inspect the book of minutes and request copies of resolutions certified by the Management Board.

### **The right to bring suit to have a resolution repealed or declared invalid**

Pursuant to Article 422 of the CCC, a shareholder has the right to bring suit against the Company to have the General Meeting's resolution repealed if it is contradictory to the statute or to good practice and if it compromises the Company's interest or if it is intended to harm the shareholder.

In line with Article 422.2 of the CCC, the right to bring suit to have a resolution of the General Meeting repealed is granted to:

- 1) the Management Board, the Supervisory Board, and to individual members of these bodies;
- 2) a shareholder who voted against the resolution and, once it was adopted, requested that their objection be recorded in the minutes; the voting condition does not apply to holder of non-voting shares;
- 3) a shareholder who was unreasonably prevented from participation in the general meeting;
- 4) shareholders who were absent at the General Meeting, only provided that the General Meeting had not been convened appropriately or in case of adoption of a resolution not included on the agenda.

The entities enumerated above also have the right, as laid down in Article 425.1 of the CCC, to bring suit against the Company to have a resolution of the General Meeting declared invalid if this resolution contradicts the law.

The detailed provisions and the deadlines that have to be observed when bringing suit are laid down in Articles 422-477 of the CCC.

### **The right to request that the Supervisory Board be appointed by voting in separate groups**

Article 385.3 of the CCC stipulates that upon request of shareholders who represent at least one fifth of the share capital, the following General Meeting should appoint the Supervisory Board by voting in separate groups, even if the Statute provides for a different procedure of appointing the Supervisory Board.

The appointment by voting in separate groups cannot apply to the member of the Supervisory Board who is appointed by the body defined in the separate act.

### **The right to request information about the Company**

Pursuant to Article 428.1 of the CCC, during the General Meeting, the Management Board is obliged to give information about the Company upon a shareholder's request, if it can help to judge an issue included on the agenda.

The following provisions of Article 428 of the CCC imply that the Management Board can refuse to disclose information if it might be detrimental to the Company, to an affiliate company or to a subsidiary company or cooperative, especially if technical, business or organizational secrets are concerned. Members of the Management Board can refuse to disclose information, if such act would provide grounds for criminal, civil or administrative liability.

In the event described in Article 428.1 of the CCC, the Management Board can give information to the shareholder in writing outside the General Meeting, if there are important reasons to do so. The Management Board is obliged to provide the shareholder with information not later than within two weeks from the day of submitting the request during the General Meeting, as laid down in Article 428.5 of the CCC.

In case a shareholder applies for information concerning the Company outside the General Meeting, the Management Board can provide the information in writing, subject to the limitations resulting from the provisions that justify the right to refuse the disclosure of such information.

In the documents put forth to the following General Meeting, the Management Board has to reveal in writing the information they disclosed to the shareholder outside the General Meeting, together with the date of disclosure and the name of the person who received the information. The information put forth to the following General Meeting do not have to include information disclosed to the general public and revealed during the General Meeting, as laid don in Article 428.7 of the CCC.

Pursuant to Article 429.1 of the CCC, a shareholder who was refused requested information during the seating of the General Meeting and who had their objection recorded in the minutes can apply to the registration court to have the Management Board compelled to reveal information. Pursuant to Article 429.2, the application has to be submitted within one week from the end of the General Meeting, during which the shareholder was refused information. The shareholder can also apply to the registration court to have the information that had been revealed to another shareholder outside the General Meeting disclosed.



#### **The right to a registered deposit certificate**

Pursuant to Article 328.6 of the CCC, a shareholder of a public company who holds dematerialized shares has the right to a registered deposit certificate issued in line with the regulations on trading in financial instruments and to a registered certificate confirming the right to participate in the general meeting in the public company.

Detailed regulations regarding the issue of registered deposit certificate are provided for in Article 9 et seq. of the Act on Trading in Financial Instruments.

#### **The right to request a copy of the Management Board's report on the Company's operations and of the financial report, along with a copy of the Supervisory Board's report and the expert auditor's opinion**

Pursuant to Article 395.4 of the CCC, copies of the Management Board's report on the Company's operations and of the financial report, along with a copy of the Supervisory Board's report and the expert auditor's opinion are issued upon shareholders' request, not later than fifteen days before the General Meeting.

#### **The right to bring suit to claim reparation for damage suffered by the Company**

Relevant provisions regarding the right to bring suit are laid down in Articles 486 and 487 of the CCC. Pursuant to those provisions, if the Company does not bring suit to claim reparation for the damage it suffered within one year from the day of disclosure of the harmful deed, each shareholder or individual who enjoys other rights to participate in the company's profit or division of property can bring suit to claim reparation for damage suffered by the Company.

#### **The right to inspect documents regarding a merger, a division or a transformation of the Company**

Shareholders have the right to inspect the documents and to request in the company's Office copies of the following documents free of charge:

- in case of merger – as laid down in Article 505.1 of the CCC;
- in case of the Company's division – as laid down in Article 540.1 of the CCC;
- in case of the Company's transformation – as laid down in Article 561.1 of the CCC.

#### **The right to inspect the share register**

As laid down in Article 341.7 of the CCC, each shareholder can inspect the share register and request a copy, if they bear the cost of drafting such a copy.

#### **The right to request that a commercial company who holds shares in the company provide information if it remains in the dominance or dependence relation with respect to a particular commercial company**

Pursuant to Article 6.4 of the CCC a shareholder, a partner, a board member or a supervisory board member can request that a commercial company who is a partner or who holds shares in the company provide information if it remains in the dominance or dependence relation with respect to a particular commercial company or cooperative that is a partner or shareholder in the same capital company. Entitled persons can also request that the number of shares, votes, or the number of holdings and votes that the commercial company owns in the capital company mentioned in the first sentence, including the cases of pledge, usufruct or agreements with other persons. The request that information and reply be provided should be submitted in writing.

#### **The right to request to appoint a special purpose auditor**

Pursuant to Article 84.1 of the Act on Public Offering, upon request of one or more shareholders of the public company that hold at least 5% of total votes, the general meeting can adopt a resolution in order to have an auditor inspect a particular matter related to the creation of the company or its management at the company's expense (special purpose auditor). To this end, shareholders can demand that an extraordinary general meeting be convened or demand that the question of such a resolution be included in the agenda of the following general meeting.

If a resolution compliant with the application is not adopted or if the adopted resolution infringes Article 84.4 of the Act on Public Offering, the shareholder can, within 14 days from the day of the resolution's adoption, apply to the registration court requesting the appointment of a given body as the special purpose auditor, as laid down in Article 85.1 of the Act on Public Offering.

#### **4.6. Legal basis for the shares issue**

On 14 February 2014 the Extraordinary General Meeting adopted a resolution regarding the increase of the Company's share capital, depriving the shareholders of the subscription right, a change of the Statute, application for admittance and introduction of shares into trading on the regulated market managed by the Stock Exchange, and dematerialization of shares, which was subsequently amended by resolution 25 of the Ordinary General Meeting from 24 April 2014 which repealed the previous content of the resolution and provided it with the following wording:



**Resolution 25**

**of the Ordinary General Meeting of Shareholders  
ALTUS Towarzystwo Funduszy Inwestycyjnych S.A.  
with a seat in Warsaw, of 24 April 2014, regarding the amendment of Resolution no.1 of the Extraordinary  
General Meeting of Shareholders of 14 February 2014  
regarding the increase of the Company's share capital, depriving the shareholders of the subscription right, a  
change of the Statute, the application for admittance and introduction of shares into trading on the regulated  
market managed by Giełda Papierów Wartościowych S.A. [Stock Exchange], and dematerialization of shares**

The Ordinary General Meeting of Shareholders decides to amend Resolution 1 of the Extraordinary General Meeting from 14 February 2014 by repealing the previous content of the resolution and provide it with the following wording:

The Extraordinary General Meeting of the Company, acting pursuant to Articles 430, 431, 432 and 433.2 of the CCC (CCC), Article 27.2.3a and 3b of the Act on Public Offering and the conditions of introducing financial instruments into organized trading and on public companies from the 29 July 2005 (Journal of Laws 2009, No. 185, item 1439 as amended)(Offering Act), Article 5.8 of the act on trading in financial instruments from 29 July 2005 (Journal of Laws 2010, No. 211, item 1384 as amended) and Article 53 of the investment societies act from 27 May 2004 (Journal of Laws 2014 item 157), decides what follows:

**§ 1.**

The Ordinary General Meeting of Shareholders decides:

1. To increase the share capital of the Company from 4,400,000.00 Polish zlotys (four million four hundred thousand) to an amount not less than 4,400,000.10 Polish zlotys (four million four hundred thousand and ten groszy) and not greater than 6,038,000.00 (six million thirty eight thousand) Polish zlotys, i.e. by an amount not less than 0.10 Polish zlotys (ten groszy) and not greater than 1,638,000.00 Polish zlotys (one million six hundred thirty eight thousand).
2. The increase of the capital shall be effectuated by means of an issue of no more than 16,380,000 (sixteen million three hundred eighty thousand) F series shares at the nominal value of 0.10 Polish zlotys (ten groszy) each.
3. Pursuant to Article 432.4 of the CCC, the Company's Board is entitled to define the final amount by which the share capital will be increased; however, this amount cannot be less than 0.10 Polish zlotys (ten groszy) and cannot be greater than 1,638,000.00 Polish zlotys (one million six hundred thirty eight thousand).
4. F series shares, issued pursuant to the present resolution of the Extraordinary General Meeting, are ordinary bearer shares.
5. F series shares, issued pursuant to the present resolution of the Extraordinary General Meeting, shall participate in the dividend starting from the distribution of profit from the business year 2014, i.e. starting from 1 January 2014.
6. Pursuant to Article 433.2 of the CCC, having considered the written opinion of the Company's Board justifying the reasons for depriving the shareholder of subscription rights to F series shares and the method of defining the issue price of F series shares, in the best interest of the Company, the present shareholders of the Company are hereby totally deprived of the subscription rights to F series shares, issued pursuant to the present resolution of the Extraordinary General Meeting.
7. F series shares will be issued as dematerialized shares in open subscription, within the meaning of Article 431.2.3 of the CCC, and offered through public offering, pursuant to the prospectus that will be approved by the Financial Supervision Authority, in line with the Offering Act.
8. The Company's Management Board is hereby entitled to:
  - a) define the range of the issue price, the maximum issue price and the final issue price of F series shares, provided that the final issue price of F series shares will be set after taking into consideration the results of the book-building process among investors (the method of setting the issue price);
  - b) define the opening and closing dates for subscription and the dates of accepting subscription orders for F series shares;
  - c) conclude an agreement for a standby underwriting or firm commitment underwriting, or any other agreement guaranteeing the success of the issue or the public offering of F series shares;
  - d) carry out any other operations related to the procedure of subscription and public offering of F series shares.
9. The Company's Management Board is hereby entitled to set the rules for subscription, distribution, and allocation of F series shares, including:
  - a) possible breakup of the F series shares issue into tranches and making shifts between the F series shares tranches when deemed necessary;
  - b) defining the procedure and conditions of subscriptions for F series shares, including defining the persons entitled to subscribe for F series shares;

- c) defining the principles of allocation of F series shares, bearing in mind the provisions of the Commercial Companies Code with respect to subscription of shares.
  - d) The Company's Board is entitled to make the decision on withdrawing from the public offering of F series shares or to suspend it at any time, provided that the withdrawal from the offering or its suspension after the subscriptions have started is motivated by important reasons given by the Company's Board. In the event of suspension of the public offering of F series shares, the Company's Board is also entitled to refrain from setting new dates of the public offering of F series shares; the new dates can be decided upon and announced by the Company's Board at a later time.
10. Pursuant to the issue of F series shares, the Extraordinary General Meeting hereby amends the Company's Statute by giving a new wording to Article 6.1 of the Company's Statute:
- „1. The Company's share capital amounts to not less than 4,400,000.1 Polish zlotys (four million four hundred thousand zlotys and ten groszy) and not more than 6,038,000 Polish zlotys (six million thirty eight thousand) and it is divided into:
- 1) 7,500,000 (seven million five hundred thousand) registered A series shares numbered from 0000001 to 7500000 at the nominal value of 0.10 Polish zlotys (ten groszy) each, with a voting privilege, i.e. each share grants two votes;
  - 2) 7,500,000 (seven million five hundred thousand) registered B series shares numbered from 7500001 to 15000000 at the nominal value of 0.10 Polish zlotys (ten groszy) each;
  - 3) 25,000,000 (twenty five million) registered C series shares numbered from 15000001 to 40000000 at the nominal value of 0.10 Polish zlotys (ten groszy) each;
  - 4) 2,800,000 (two million eight hundred thousand) registered D series shares numbered from 40000001 to 42800000 at the nominal value of 0.10 Polish zlotys (ten groszy) each;
  - 5) 1,200,000 (one million two hundred thousand) registered E series shares numbered from 42800001 to 44000000 at the nominal value of 0.10 Polish zlotys (ten groszy) each;
  - 6) not less than 1 (one) and not more than 16,380,000 (sixteen million three hundred eighty thousand) F series bearer shares”.
11. Pursuant to Article 310.2 and 310.4 in conjunction with Article 431.7 of the CCC, the Company's Board will submit by means of a notarial deed a declaration on the amount of the share capital held and on the update of the Statute with respect to the amount of the share capital and the number of F series shares as defined in the present resolution.

## § 2.

1. It is hereby resolved that the Company will apply for admittance and introduction into trading on the regulated market managed by the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A., referred to as the WSE) after fulfilling the conditions laid down in relevant rules of the WSE and relevant legal regulations:
  - a) 7,500,000 (seven million five hundred thousand) of B series shares at the nominal value of 0.10 Polish zlotys (ten groszy) each (B Series Shares)
  - b) 25,000,000 (twenty five million) C series shares at the nominal value of 0.10 Polish zlotys (ten groszy) each (C Series Shares)
  - c) 2,800,000 (two million eight hundred thousand) D series shares at the nominal value of 0.10 Polish zlotys (ten groszy) each (D Series Shares)
  - d) 1,200,000 (one million two hundred thousand) of E series shares at the nominal value of 0.10 Polish zlotys (ten groszy) each (E Series Shares)
  - e) all F series shares at the nominal value of 0.10 Polish zloty (ten groszy) (F Series Shares).
2. The Company's Board is hereby entitled to apply for admittance and introduction of B Series Shares, C Series Shares, D Series Shares, E Series Shares, F Series Shares and the rights to F Series Shares into trading on the regulated market managed by the WSE.
3. The Company's Board is hereby entitled to undertake any necessary real or legal action, other than laid down in section 2.2 above, with respect to the application for admittance and introduction of B Series Shares, C Series Shares, D Series Shares, E Series Shares, F Series Shares and the rights to F Series Shares into trading on the regulated market managed by the WSE.
4. It is hereby decided that B Series Shares, C Series Shares, D Series Shares, E Series Shares, F Series Shares and the rights to F Series Shares will be dematerialized and the Company's Board is hereby obliged to conclude a registration agreement concerning the aforementioned Company's shares with Krajowy Depozyt Papierów Wartościowych S.A. (the National Depository for Securities) and to undertake any other real and legal action indispensable for dematerialization of the aforementioned securities.

5. The Supervisory Board is hereby entitled to draft a uniform text of the Company's Statute which will take into account the amendments introduced by the present resolution and the Management Board's declaration, that updates the Statute with respect to the amount of the share capital and the number of shares.

### § 3.

The present resolution comes into effect upon the day of its adoption and the amendments made to the Company's Statute pursuant to Article 1.11 of the present resolution come into effect upon the day of their registration in the business registry of the National Court Register."

The Company's Board has adopted a resolution in which it abandons the right laid down in Article 432.4 of the CCC to define the final amount by which the share capital is to be increased by means of F Series Shares issue, granted pursuant to Article 1.3 of the Issue Resolution.

## 4.7. Scheduled date of shares issue

The Society intends to carry out the issue of F Series Shares in the third quarter of 2014.

## 4.8. Description of the share lock-up

To the Management Board's knowledge, there are no actual lockups with respect to the shares.

The Statute does not stipulate lock-ups with respect to the shares issued by the Company.

### 4.8.1. Obligations and limitations related to a purchase of investment fund societies' shares as laid down in the Act on Investment Funds

Pursuant to the provisions of Article 52.2 of the Act on Investment Funds, the persons acquiring or purchasing shares of a society are obliged to document the sources of means paid to cover the share capital of the society or paid as the buying price and to submit a tax clearance certificate or a declaration establishing the claims situation in line with the regulations of the General Tax Code. In case of non-residents who are non-taxable in the Republic of Poland the appropriate certificate should be issued by the fiscal control authority competent for the state of residence or seat of such persons.

Article 54 of the Act on Investment Funds obliges the entity that intends to acquire or purchase, be it directly or indirectly, shares or the rights to the Society's shares in a number allowing them to achieve or exceed the threshold of 10%, 20%, one third, 50% of all the votes at the General Meeting or of participation in the share capital to notify the Commission every time about the intention to acquire or purchase the shares.

An entity becoming indirectly the dominant entity of the Society or an entity indirectly acquiring or purchasing the Society's shares or rights from shares is is deemed a dominant undertaking of the entity which acquires or purchases the Society' shares or rights from shares directly or an entity which undertakes action that leads to becoming a dominant entity with respect to the entity that is the dominant entity in the Society or who holds the Society's shares or rights from shares.

Pursuant to Article 54.3 of the Act on Investment Funds, in the event that an entity which intends to:

- 1) acquire or purchase a society's shares or rights from shares directly or to become the dominant entity of the society is a subsidiary, the notification should be made only by this entity and its original parent entity;
- 2) acquire or purchase a society's shares or rights from shares indirectly or to become the dominant entity of the society is a subsidiary, the notification should be made only by its original parent entity.

Moreover, pursuant to subsequent provisions the obligation to notify the Commission concerns also:

- 1) the pledgee or the usufructuary of the shares, provided that pursuant to Article 340.1 of the CCC they are entitled to exercise the right of vote from the shares;
- 2) the entity that has been granted the right to vote at the General Meeting at the threshold laid down in section 1 above as a result of circumstances other than an acquisition or purchase of the Society's shares or rights from shares, especially following an amendment of the statute or following an expiry of privilege or a limitation of voting rights related to the shares, and following a purchase of the Society's shares or rights from shares in a number that allows achieving or exceeding the threshold laid down in section 1 of the total number of votes at the General Meeting or in case of participation in the share capital due to inheritance.

The above situation imposes the obligation of submitting a notification which arises even before the entity starts to exercise the right to vote related to the shares or to exercise their rights as a dominant entity in relation to the Society.

In line with Article 54.9 of the Act on Investment Funds, the provision laid down in section 1 does not apply if the acquisition or purchase of the Society's shares is made by a national bank, a credit institution, a brokerage house or investment company with the seat on a member state's territory under a commitment underwriting within the meaning of the Act on Public Offering if:

- 1) rights related to shares are not exercised in order to interfere with the Society's management and
- 2) the Society's shares will not be sold within one year from the day of their purchase or acquisition.

The abovementioned regulations, i.e. Article 54.1-54.6 and 54.9 of the Act on Investment Funds in the case when two or more entities act in agreement that aims at exercising the share-related right to vote at the thresholds aforementioned in section 1 or at exercising the rights of the dominant entity of the Society.

The notification submitted to the Commission shall be prepared in line with the provisions of Article 54a – 54e of the Act on Investment Funds.

The Commission may, by means of a decision, object against the planned purchase or acquisition of the Society's shares. The Commission may issue a decision declaring there are no grounds for objection, but at the same time it has the right to set the appropriate date, when the purchase or acquisition of the Society's shares can take place.

If the Commission does not raise an objection within 60 working days from the notification, the intention presented in the notification can be carried out.

Pursuant to the provisions of Article 54l.1 of the Act on Investment Funds, if the shares or the rights related to them have been purchased or acquired:

- 1) in contravention of Article 5.1 or
- 2) in spite of the Commission's objection described in Article 54h.1 or
- 3) before the lapse of the period when the Commission can raise objection described in Article 54h.1 or
- 4) after the date of purchase or acquisition of shares or of the rights related to them set by the Commission, as laid down in Article 54h.5,

those shares do not grant the voting right, subject to Article 54m of the Act on Investment Funds.

Further notification obligation is provided for in Article 57.1 of the Act on Investment Funds. Pursuant to this Article, an entity that intends to directly or indirectly dispose of the Society's shares or the rights related to them is obliged to declare the intention to do so to the Commission, not later than 14 days before the planned disposal, every time when the disposal results in:

- 1) the entity's participation in the total number of votes at the general meeting or in the share capital dropping below 10%, 20%, one third, 50% or
- 2) the society ceasing to be the entity's subsidiary.

The above reservation does not apply to a situation when the shares are admitted to trading on the regulated market.

Pursuant to Article 57.2 of the Act on Investment Funds, a subsidiary's intention to dispose of the Society's shares or the rights related to them are deemed respectively as the parent undertaking's intention to dispose of the shares or their disposal.

An entity that disposes of a society's shares or of the rights related to them is obliged to notify the society in question within 14 days of the disposal, as laid down in Article 57.4 of the Act on Investment Funds.

#### **4.8.2 Limitations set by the generally applicable legislation**

##### **Act on Trading in Financial Instruments**

The relevant conditions concerning the freedom to transfer the rights related to securities are laid down in Article 19 of the Act on Trading in Financial Instruments and they imply that, unless stipulated otherwise:

- 1) securities offered under an approved prospectus can be traded on the regular market only if they have been admitted to such trading;
- 2) an investment company must broker a public offering, subscription or sale following the offering, excluding a public offering described in Article 7.4.4 and 7.4.5 and 7.8 of the Act on Public Offering.

Article 159.1 of the Act on Trading in Financial Instruments puts major limitations to a free purchase of the Company's shares. Pursuant to this Article, the members of the Management Board and of the Supervisory Board, the Company's or the seller's holders of procuration or proxies, employees, expert auditors or other persons related to the Company or the seller by a mandate contract or other legal relation of similar nature during the quiet period may not, neither for their own account nor for the account of a third party, purchase or sell the Company's shares, derivative rights related thereto or any other financial instruments related thereto and, neither for their own account nor for the account of a third party, they may not take any legal action that result or might result in the disposal of such financial instruments.

The quiet period shall be understood as:

- 1) the period between the moment when a natural person mentioned above takes possession of confidential information about the Company or about financial instruments mentioned in Article 159.1 of the Act on Trading in Financial Instruments which fulfil the conditions laid down in Article 156.4 of the Act on Trading in Financial Instruments and the moment of disclosure of this information to the public;

- 2) in case of an annual report – two months before disclosing the report to the public or the period between the end of the business year and the disclosure of the report to the public, if the latter period is longer than the first one – unless the natural person mentioned above had no access to the financial data on which the report has been based;
- 3) in case of a mid-year report – one month before the report is disclosed to the public or the period between the last day of the six month period in question and the disclosure of the report to the public if the latter period is shorter than the first one– unless the natural person mentioned above had no access to the financial data on which the report has been based;
- 4) in case of a quarterly report – two weeks before the disclosure of the report to the public or the period between the last day of the given quarter and the disclosure of the report to the public, if the latter period is shorter than the first one– unless the natural person mentioned above had no access to the financial data on which the report has been based.

Pursuant to Article 160.1 of the Act on Trading in Financial Instruments, persons duty-bound to notify the Commission and the Company about the transactions of purchase or sale of the Company's shares, derived rights related to the Company's shares and of any other financial instruments related to those securities, admitted for trading on the regulated market or awaiting the admittance for trading on this market, made to their own account or to the account of persons closely connected to them are:

- 1) members of management or supervisory bodies of the issuer or the issuer's holders of procuration,
- 2) other persons working in the issuer's organization on managerial positions, who have constant access to confidential information concerning the issuer directly or indirectly and who are competent to make decisions affecting the issuer's development and the perspective for business operations.

### Act on Public Offering

Pursuant to Article 69 sec. 1 of the Act on Public Offering, every entity which:

- 1) reaches or exceeds 5%, 10%, 15%, 20%, 25%, 33%, 33 and 1/3%, 50%, 75% or 90% of the total number of votes in a public company, or
- 2) held at least 5%, 10%, 15%, 20%, 25%, 33%, 33 and 1/3%, 50%, 75% or 90% of the total number of votes in a public company and as a result of a reduction of its equity interest holds 5%, 10%, 15%, 20%, 25%, 33%, 33 and 1/3%, 50%, 75% or 90% or less of the total number of votes, respectively

is obligated to notify the Polish Financial Supervision Authority (Supervision Authority) and the Company of that fact no later than within four days from the date on which said entity becomes or by exercising due diligence could become aware of the change in its share in the total number of votes immediately or, in case of a change arising from the acquisition of shares in a public company by way of a regulated market transaction, not later than within 6 trading days from the date of concluding such transaction.

As regards the above, trading days are considered to be days determined by the company managing the regulated market in its regulations in accordance with the provisions of the Act on Trading in Financial Instruments and announced by the Supervision Authority by way of a post on its website.

A similar reporting obligation arises under Article 69 sec. 1 of the Act on Public Offering in case of:

- 1) a change in the previously held equity interest exceeding 10% of the total number of votes by at least:
  - a) 2% of the total number of votes: in case of a public company whose shares have been admitted to trading on the official stock-exchange listing market,
  - b) 5% of the total number of votes: in case of a public company whose shares have been admitted to trading on a regulated market other than specified under a);
- 2) a change in the previously held equity interest exceeding 33% of the total number of votes by at least 1% of the total number of votes.

Detailed provisions regarding the information to be contained in the report delivered to the Supervision Authority are stipulated under Article 69 sec. 4 of the Act on Public Offering; it includes:

- 1) date and type of the event resulting in the change of the equity interest to which the report pertains;
- 2) number of shares held before the equity interest change and their percentage share in the Company's share capital as well as the number of votes attached to these shares and their percentage share in the total number of votes;
- 3) number of currently held shares and their percentage share in the Company's share capital as well as the number of votes attached to these shares and their percentage share in the total number of votes;
- 4) information on the intent to increase further the share in the total number of votes over the period of 12 months from submitting the report and the purpose of increasing such share: if the report is submitted in connection with achieving or exceeding the 10% threshold of the total number of votes;
- 5) information on the subsidiaries of the shareholder submitting the report and holding the Company's shares;
- 6) information on persons stipulated under Article 87 sec. 1 item 3 c) of the Act on Public Offering.

The aforementioned obligations stipulated under Article 69 of the Act on Public Offering are vested under Article 69a sec. 1 of said Act also with any entity which achieves or exceeds a specific threshold of the total number of votes in connection with:

- 1) a legal occurrence other than a legal transaction;



- 2) the acquisition or sale of financial instruments connected with unconditional right or obligation to purchase already issued shares in a public company;
- 3) indirect acquisition of shares in a public company.

A notification submitted by an entity which holds shares of various kinds should also include information stipulated separately for each kind of shares regarding the number of shares held before the change in equity interest and their percentage share in the Company's share capital and the number of votes attached to these shares and their percentage share in the total number of votes as well as about the number of currently held shares and their percentage share in the Company's share capital and about the number of votes attached these shares and their percentage share in the total number of votes.

The notification submitted in connection with achieving or exceeding 10% of the total number of votes covers also information on the intent to increase further the share in the total number of votes over the period of 12 months from submitting the report and the purpose of increasing such share. The shareholder is required to notify the Supervision Authority and the Company upon each change of such intentions or goals immediately and not later than within 3 business days from the occurrence of such change.

Pursuant to the assumption made under Article 69 sec. 3 of the Act on Public Offering, the aforementioned notification obligation does not apply if upon settling several transactions concluded on the regulated market on the same day in the depository for securities the change of share in the total number of votes in a public company at the end of the settlement day does not result in achieving or exceeding the threshold of the total number of votes triggering the notification obligations

Pursuant to Article 69a sec. 1 of the Act on Public Offering, the notification obligations are vested also with any entity which achieves or exceeds a specific threshold of the total number of votes in connection with:

- 1) a legal occurrence other than a legal transaction;
- 2) the acquisition or sale of financial instruments connected with unconditional right or obligation to purchase already issued shares in a public company;
- 3) indirect acquisition of shares in a public company.

If the notification obligation arises in connection with the purchase or sale of financial instruments giving rise to the unconditional right or obligation to purchase already issued shares in a public company, the notification submitted to the Supervision Authority should include information on:

- 1) the number of votes and the percentage share in the total number of votes the holder of the financial instrument will achieve through purchasing shares;
- 2) the date or time-limit of purchasing the shares;
- 3) the date of financial instrument expiry.

Obligations stipulated under Article 69 of the Act on Public Offering arise also if voting rights are attached to securities constituting the object of collateral; this does not apply to situations when an entity in whose favour the collateral has been established is entitled to exercise the voting right and declares its intention to exercise said right. In such a case, voting rights are deemed to be vested with the entity in whose favour the collateral is established.

Under Article 72 sec. 1 of the Act on Public Offering, purchasing shares in a public company in a number resulting in an increase in the share in the total number of votes by more than:

- 1) 10% of the total number of votes in a period shorter than 60 days by an entity whose share in the total number of votes in said company amounts to less than 33%;
- 2) 5% of the total number of votes in a period shorter than 12 months by an entity whose share in the total number of votes in said company amounts to at least 33%;

– may take place solely as a result of announcing a call for shares or exchange call in a number not lower than respectively 10% or 5% of the total number of votes.

Furthermore, exceeding 33% of the total number of shares in a public company may take place solely by way of announcing a call for shares or exchange call in a number ensuring that the 66% threshold of the total number of votes is achieved, with the exception of instances when exceeding 33% of the total number of votes takes place through announcing a call for shares stipulated under Article 74 of the Act on Public Offering. If exceeding the 33% threshold of the total number of votes results from an indirect acquisition of shares, taking up shares from a new issue, purchasing shares as a result of a public offering, through making a contribution-in-kind to the company, a merger or division of the company, an amendment of the company's statutes, an expiry of preference rights attached to shares or a legal event other than a legal transaction, the shareholder or entity acquiring the shares indirectly is obligated within three months from the date of exceeding 33% of the total number of votes to:

- 1) announce a call for shares or an exchange call in the number resulting in achieving 66% of the total number of votes, or
- 2) sell shares in the number resulting in achieving no more than 33% of the total number of votes

– unless within the same time-limit the share of the shareholder or entity acquiring the shares indirectly in the total number of votes is decreased to no more than 33% of the total number of votes as a result of an increase of the share capital, an amendment to the company's statutes or the expiry of preference rights attached to the shares, respectively.



Meanwhile, exceeding 66% of the total number of votes in a public company may take place solely as a result of call for shares or exchange call regarding all the remaining shares in such company. If exceeding the threshold stipulated under Article 74 sec. 1 of the Act on Public Offering resulted from an indirect acquisition of shares, taking up shares from a new issue, acquiring shares as a result of a public offering or making a contribution-in-kind to the company, through a merger or division of the company, amending the company's statutes, expiry of the preference rights attached to the shares or a legal occurrence other than a legal transaction, the shareholder or entity which acquired the shares indirectly is obligated within three months from the date of exceeding 66% of the total number of votes to announce a call for shares or an exchange call regarding all the remaining shares in the company, unless within the same time limit the share of the shareholder or entity acquiring the shares indirectly in the total number of votes is decreased to no more than 66% of the total number of votes as a result of an increase of the share capital, an amendment to the company's statutes or the expiry of preference rights attached to the shares, respectively.

A shareholder who within 6 months after announcing the call for shares in accordance with Article 74 sec. 1 or 2 of the Act on Public Offering acquires further shares in the same company at a price higher than the price stipulated in said call for shares in a way other than through calls for shares or through discharging the obligation stipulated under Article 83 is obligated within one month from such acquisition to pay the difference in the price to all persons who sold shares to such shareholder under said call for shares, with the exception of persons whose shares were acquired at a decreased price in instances stipulated under Article 79 sec. 4 of the Act on Public Offering.

If exceeding 33% of 66% of the total number of votes, respectively, results from inheritance, the obligations stipulated under Article 73 sec. 2 and Article 74 sec. 2 of the Act on Public Offering apply if after such acquisition of shares the share in the total number of votes is increased further; the time-limit for discharging such obligations runs from the date on which the event resulting in the increase of the share in the total number of votes took place.

Pursuant to the provisions of Article 75 sec. 1 of the Act on Public Offering, the obligations stipulated under Article 72 of the Act on Public Offering do not apply if shares are acquired in primary trading, through making a contribution-in-kind to the company or in case of a merger or division of the company.

Furthermore, the obligations stipulated under Article 72 and 73 of the Act on Public Offering do not apply if shares are acquired from the State Treasury:

- 1) as a result of an initial public offering;
- 2) within 3 years from the day on which the share sale by the State Treasury resulting from the initial public offering is ended.

Further exclusions are provided for under Article 75 sec. 3 of the Act on Public Offering, according to which obligations stipulated under Articles 72-74 of the Act on Public Offering do not apply in case of acquiring shares:

- 1) in a company whose shares have been introduced solely to an alternative trading system or are not subject to organised trading;
- 2) from an entity belonging to the same capital group; in that case, Article 5 does not apply;
- 3) in the mode stipulated in the provisions of bankruptcy and recovery law and through enforcement proceeding;
- 4) pursuant to an agreement on establishing financial security concluded by authorised entities under the terms stipulated in the Act dated 2 April 2004 on certain financial securities (Journal of Laws Dz.U. No. 91 item 871, from 2005 No. 83 item 719, and No. 183, item 1538 and from 2009 No. 42 item 341);
- 5) encumbered with a lien in order to satisfy the lienholder authorised under other acts to use the mode of satisfaction consisting in taking over the ownership of the object of lien;
- 6) by way of inheritance, with the exception of instances stipulated under Article 73 sec. 3 and Article 74 sec. 5.

In case of lien, until its expiry shares encumbered with it cannot be traded, with the exception of instances when the acquisition of such shares ensues by way of performing the agreement on establishing financial security in the meaning of the Act stipulated under sec. 3 item 4 of the Act on Public Offering. Those shares are subject to the mode of proceeding stipulated in the regulations issued under Article 94 sec. 1 item 1 of the Act on Trading in Financial Instruments.

Pursuant to the provisions of Article 76 of the Act on Public Offering, only dematerialised shares in another company, depositary receipts, letters of lien or bonds issued by the State Treasury may be acquired in exchange for shares constituting the object of a call for shares or exchange call.

In case of a call for shares stipulated under Article 74 of the Act on Public Offering, only dematerialised shares in another company or other dematerialised negotiable securities with attached voting rights may be acquired in exchange for shares constituting the object of a call for shares or exchange call.

If the object of the call for shares comprises all the remaining shares in the company, the call for shares must provide for the possibility of share sale by the entity replying to the call at the price determined in accordance with Article 79 sec. 1-3 of the Act on Public Offering.

Pursuant to Article 77 sec. 1 of the Act on Public Offering, announcing the call for shares ensues after establishing a security in the amount not lower than 100% of the value of shares constituting the object of the call. Establishing the security should be documented by a certificate of a bank or other financial institution providing the security or participating in its provision.

Pursuant to further provisions of Article 77 sec. 1 of the Act on Public Offering, the call for shares is announced and conducted through the agency of an entity providing brokerage operations within the territory of the Republic of Poland which is obligated to notify the Supervision Authority and the company managing the regulated market on which given shares are listed of the intent to announce such call for shares not later than 14 business days before the date of subscription start. The content of the call for shares is enclosed to such notification.

Meanwhile, withdrawing from an announced call for shares is not permissible unless after its announcement a different entity announces a call for shares regarding the same shares. Withdrawing from an announced call for shares regarding all the remaining shares in the company is permissible only if another entity announced a call for all the remaining shares in the same company at a price not lower than stipulated in the first call.

After announcing the call for shares, the entity obligated to announce it and the management board of the company whose shares are subject to the call relay the information on said call for shares together with its contents to the representatives of the company's employee organisations or, should there be no such organisations, directly to the company's employees.

If the shares constituting the object of the call are admitted for trading on the regulated market within the territory of the Republic of Poland and in another Member State, the entity announcing the call for shares is required to ensure within the territory of said Member State fast and easy access to any and all information and documents which is made publicly available in relation to the call for shares in the mode established in the regulations of said Member State.

In the period between making the notification stipulated above and closing the call for shares, the entity obligated to announce the call and the entities stipulated under Article 79 sec. 2 item 1 of the Act on Public Offering:

- 1) may acquire shares in the company to which the call for shares pertains solely within the scope of said call and in the mode stipulated therein;
- 2) may not sell shares in the company to which the call for shares pertains or conclude agreements which could impose on them the obligation to sell such shares during the term of the call;
- 3) may not acquire indirectly shares in the public company to which the call for shares pertains.

After receiving the aforementioned notification, at least 3 business days before the date on which subscription starts the Supervision Authority may request the implementation of necessary changes or supplements in the contents of the tender offer or explanations regarding its contents within the time-limit stipulated in such request, not shorter than 2 days. A request stipulated under Article 78 sec. 1 of the Act on Public Offering served to the entity pursuing brokering operations stipulated under Article 77 sec. 2 thereof is deemed served to the entity obligated to announce the call for shares.

It is required that the share price proposed in the call for shares as stipulated under Article 72-74 of the Act on Public Offering be determined under the terms established under Article 79 thereof.

The aforementioned obligations, subject to the assumptions of Article 87 of the Act on Public Offering, are vested respectively:

- 1) also with an entity which reached or exceeded the statutorily established threshold of the total number of votes in connection with acquiring or selling depositary receipts issued in relation to the shares in a public company;
- 2) with the investment fund: also if reaching or exceeding the given threshold of the total number of votes stipulated in these provisions results from holding the shares jointly by:
  - a) other investment funds managed by the same investment fund company,
  - b) other investment funds created outside the territory of the Republic of Poland and managed by the same entity;
- 3) also with an entity in whose case reaching or exceeding the given threshold of the total number of votes stipulated in these provisions results the shares being held:
  - a) by a third party in its own name but upon the commission or in favour of said entity, excluding shares acquired by way of performing the transactions stipulated under Article 9 sec. 2 item 2 of the Act on Trading in Financial Instruments,
  - b) by way of performing transactions consisting in managing portfolios comprising one or more financial instruments in accordance with the provisions of the Act on Trading in Financial Instruments and the Act on Investment Funds: with regard to shares included in the managed securities portfolios under which said entity as the manager may exercise voting rights at the general shareholders meeting on behalf of its patrons.
  - c) by a third party with whom said entity concluded an agreement regarding the transfer of authorisation to exercise voting right;
- 4) also with a proxy who within the scope of representing a shareholder at the general shareholders meeting has been authorised to exercise voting rights attached to shares in a public company, if said shareholder has not issued binding written instructions regarding the voting mode;
- 5) also jointly with all entities bound by a written or oral agreement regarding the acquisition of shares in the public company or unanimous voting at the general shareholders meeting or pursuing consistent policy towards the company even if only one of these entities undertakes or intends to undertake actions aimed at triggering these obligations;
- 6) with entities concluding the agreement stipulated under item 5 above which hold shares in a public company in the number resulting in their jointly reaching or exceeding the given threshold of the total number of votes stipulated in these provisions.

Additionally, obligations stipulated under the provisions of Chapter 4 of the Act on Public Offering arise also if voting rights are attached to securities deposited or registered with an entity which can administer them at its own discretion.

In instances stipulated under Article 87 sec. 1 item 5 and 6 of the Act on Public Offering, obligations described in said Chapter may be discharged by one of the parties to the agreement appointed by the parties thereto.

Another reservation consists in considering the agreement stipulated under Article 87 sec. 1 item 5 of the Act on Public Offering to be implicit if shares in the public company are held by:

- 1) spouses, their ancestors, descendants, siblings and persons related through marriage in the same line or degree of kinship, or relatives under adoption, custody or guardianship;
- 2) persons living in the same household;
- 3) principal or his proxy other than an investment company, authorised to sell or acquire shares on the securities account;
- 4) affiliates in the meaning of the Accounting Act. Pursuant to the provisions of Article 87 sec. 5 of the Act on Public Offering, the number of votes triggering the obligations stipulated in Chapter 4 of the Act on Public Offering:
  - 1) on the part of the controlling entity: includes the number of votes held by its subsidiaries;
  - 2) on the part of the proxy authorised to exercise voting rights pursuant to sec. 1 item 4: includes the number of votes attached to shares covered by the power of attorney;
  - 3) includes the number of votes attached to all shares, even if exercising the voting rights attached to them is limited or excluded under statutes, agreement or legal regulations.

Pursuant to Article 89 sec. 1 of the Act on Public Offering, a shareholder may not exercise voting rights attached to:

- 1) shares in a public company constituting the object of a legal transaction or other legal occurrence resulting in reaching or exceeding the given threshold of the total number of votes, if reaching or exceeding such threshold took place in violation of obligations stipulated respectively under Article 69 or Article 72 of the Act on Public Offering;
- 2) all shares in a public company if exceeding the threshold of the total number of votes took place in violation of obligations stipulated respectively under Article 73 sec. 1 or Article 74 sec. 1 of the Act on Public Offering;
- 3) shares in a public company acquired through a call for shares at a price established in violation of Article 79 of the Act on Public Offering.

Pursuant to Article 90 sec. 1 of the Act on Public Offering, subject to sec. 1a, provisions of Chapter 4 of the Act on Public Offering do not apply if shares are acquired by an investment company for the purpose of discharging tasks connected with the organisation of the regulated market provided for in the relevant rules and regulations as stipulated respectively under Article 28 sec. 1 and Article 37 sec. 1 of the Act on Trading in Financial Instruments.

Article 69 does not apply if shares are acquired or sold by the investment company in order to discharge tasks stipulated under Article 90 sec. 1 of the Act on Public Offering which together with shares already held by such investment company for said purpose authorise it to exercise no more than 10% of the total number of votes in a public company, provided that:

- 1) voting rights attached to these shares are not exercised, and
- 2) within 4 business days from the date of concluding the agreement with the issuer regarding the discharge of tasks stipulated under sec. 1 the investment company notifies the authorities of the country of origin competent for the issuer as stipulated under Article 55a of its intent to discharge the tasks connected with organising the regulated market, and
- 3) the investment company ensures the identification of shares held in order to discharge the tasks stipulated under sec. 1.

Provisions of Chapter 4 of the Act on Public Offering, except for Article 69 and Article 70 as well as Article 89 of the Act on Public Offering in the scope pertaining to Article 69, do not apply to the acquisition of shares by way of short sale stipulated under Article 3 item 47 of the Act on Trading in Financial Instruments.

Provisions of Chapter 4 of the Act on Public Offering do not apply also in case of acquiring shares within the scope of the system for securing the liquidity of transaction clearance under the terms stipulated by:

- a) the national depository for securities in the rules and regulations stipulated under Article 50 of the Act on Trading in Financial Instruments,
- b) a company appointed by the national depository for securities to discharge activities in the scope of tasks stipulated under Article 48 sec. 2 of the Act on Trading in Financial Instruments in the rules and regulations stipulated under Article 48 sec. 15 thereof;
- c) a company managing the clearing chamber in the rules and regulations stipulated under Article 68b sec. 2 of the Act on Trading in Financial Instruments.

Moreover, it should be noted that provisions of Chapter 4 of the Act on Public Offering do not apply to the controlling entity of the investment fund company or the controlling entity of the investment company discharging activities stipulated under Article 87 sec. 1 item 3 b) of the Act on Public Offering, if:

- 1) the managing company or investment company exercises voting rights it is entitled to in connection with the managed portfolios independently from the controlling entity;

- 2) the controlling entity does not give any direct or indirect instructions regarding voting at the general shareholders meeting of a public company;
- 3) the controlling entity delivers to the Supervision Authority a representation on meeting the conditions stipulated under item 1 and 2 together with a list of subsidiary investment fund companies, managing companies and investment companies managing portfolios, identifying the relevant supervisory bodies of these entities.

The conditions stipulated under item 1 and 2 are deemed met if:

- 1) the organisational structure of the controlling entity and the investment fund company or an investment company ensures independent exercise of voting rights attached to shares in a public company;
- 2) persons determining the mode of exercising voting rights by an investment fund company or an investment company act independently;
- 3) if the controlling entity concludes an agreement on managing financial instrument portfolios with an investment fund company or an investment company: independence is preserved in relations between said entity and the investment fund company or the investment company.

The provisions of Chapter 4 of the Act on Public Offering, with the exception of Article 69, Article 70 and Article 87 sec. 1 item 6 and Article 89 sec. 1 item 1 in the scope pertaining to Article 69, do not apply also to agreements stipulated under Article 87 sec. 1 item 5 concluded for the protection of the rights of minority shareholders for the purpose of joint exercising of their rights stipulated under Articles 84 and 85 and under Article 385 § 3, Article 400 § 1, Article 422, Article 425, and Article 429 § 1 of the Code of Commercial Companies and Partnerships.

The provisions of Chapter 4 of the Act on Public Offering, with the exception of Articles 69 and 70 as well as of Article 89 in the scope pertaining to Article 69, do not apply to powers of attorney stipulated under Article 87 sec. 1 item 4 granted for only one general shareholders meeting. Notifications made in connection with granting or receiving such power of attorney should contain information on changes in the scope of voting rights after the proxy loses the authorisation to exercise the voting rights.

Pursuant to the provisions of Article 97 sec. 1 of the Act on Public Offering, by way of a decision the Supervision Authority may impose a financial penalty of up to PLN 1,000,000 on anyone who:

- 1) acquires or sells securities in violation of the prohibition stipulated under Article 67 of the Act on Public Offering,
- 2) fails to submit the notification stipulated under Article 69 of the Act on Public Offering or submits such notification in violation of the terms stipulated under the provisions thereof,
- 3) exceeds the established threshold of the total number of votes without observing the conditions stipulated under Article 72-74 of the Act on Public Offering,
- 4) fails to observe the conditions stipulated under Article 76 or 77 of the Act on Public Offering,
- 5) fails to announce or hold the call for shares in the time prescribed or fails to discharge the obligation to sell the shares within the time prescribed in situations stipulated under Article 73 sec. 2 or 3 of the Act on Public Offering,
- 6) fails to announce or hold the call for shares in the time prescribed in situations stipulated under Article 74 sec. 2 or 5 of the Act on Public Offering,
- 7) fails to announce or hold the call for shares in the time prescribed in situations stipulated under Article 90a sec. 1 of the Act on Public Offering,
- 8) in violation of the request stipulated under Article 78 of the Act on Public Offering, fails to introduce the necessary changes or supplements in the contents of the call for shares or fails to provide explanations regarding its contents within the time prescribed;
- 9) fails to settle the difference in the share price in cases stipulated under Article 74 sec. 3 of the Act on Public Offering in the time prescribed;
- 10) in the call for shares stipulated under Article 72-74 or Article 91 sec. 6 of the Act on Public Offering proposes a price lower than specified under Article 79;
- 11) purchases or takes up shares directly or indirectly in violation of Article 77 sec. 4 item 1 or item 3 or Article 88a of the Act on Public Offering;
- 12) purchases own shares in violation of the mode, prescribed times and conditions stipulated under Article 72-74, Article 79 or Article 91 sec. 6 of the Act on Public Offering,
- 13) performs mandatory buyout in violation of the conditions stipulated under Article 82 of the Act on Public Offering;
- 14) does not meet the demand stipulated under Article 83 of the Act on Public Offering;
- 15) fails to provide documents or explanations to expert auditor in violation of the obligation stipulated under Article 86 sec. 1 of the Act on Public Offering;
- 16) fails to discharge the obligation stipulated under Article 90a sec. 3 of the Act on Public Offering;
- 17) perpetrates the act specified under item 1-11a of the Act on Public Offering, acting on behalf or in the interest of a legal person or organisational unit without legal personality.

The financial penalty in the amount stipulated under Article 97 sec. 1 of the Act on Public Offering may be imposed separately for each of the acts specified under this provision and may also be imposed individually on each entity being party to the agreement stipulated under Article 87 sec. 1 item 5 of the Act on Public Offering.

#### **Act on Competition and Consumer Protection**

Pursuant to Article 13 sec. 1 of the Act on Competition and Consumer Protection, the concentration intent must be reported to the President of the Office for Competition and Consumer Protection (UOKiK) if:



- 1) the total global turnover of entrepreneurs participating in the concentration in the accounting year preceding the notification year exceeds the equivalent of EUR 1,000,000,000, or
- 2) the total turnover within the territory of the Republic of Poland of entrepreneurs participating in the concentration in the accounting year preceding the notification year exceeds the equivalent of EUR 50,000,000.

The aforementioned turnover covers the turnover of both entrepreneurs participating in the concentration directly and other entrepreneurs belonging to capital groups comprising entrepreneurs participating in the concentration directly; pursuant to Article 5 of the Act on Competition and Consumer Protection, the amount in EUR is translated into PLN according to the average conversion rate announced by the National Bank of Poland on the last day of the calendar year preceding the year in which the notification on concentration intent is submitted or in which the penalty is imposed.

Pursuant to the above regulations, the notification obligation pertains to an intent consisting in the merger of two or more independent entrepreneurs, the takeover (through acquisition or taking up shares, other securities, stock or in any other way) of direct or indirect control over one or more entrepreneurs by one or more entrepreneurs, the establishment of a common organisation by entrepreneurs, and the acquisition by one entrepreneur of a part of property of another entrepreneur (the whole or a part of the enterprise) if the turnover generated by that property in any of two accounting years preceding the notification exceeded the equivalent of EUR 10,000,000 within the territory of the Republic of Poland.

It should be noted that pursuant to Article 15 of the Act on Competition and Consumer Protection, concentration performed by a subsidiary is considered to be performed by the controlling entity.

Article 14 of the Act on Competition and Consumer Protection provides for an exemption under which a concentration intent does not have to be reported:

- 1) if the turnover of the entrepreneur which is to be taken over under Article 13 sec. 2 item 2 has not exceeded the equivalent of EUR 10,000,000 within the territory of the Republic of Poland in any of the two accounting years preceding the notification;
- 2) if the concentration consists in a financial institution temporarily acquiring or taking up shares or stock in order to resell them, if the object of business activity pursued by that institution consists in investing in shares or stock of other entrepreneurs on own account or on behalf of other entities, subject to the stipulation that said resale takes effect before the lapse of one year from acquiring or taking up the shares; and that
  - a) said institution does not exercise the rights attached to said shares or stock, except for the right to dividend, or
  - b) said institution exercises said rights only in order to prepare the resale of the whole or a part of the enterprise, its property or said shares or stock;
- 3) if the concentration consists in an entrepreneur acquiring or taking up shares or stock in order to secure its receivables, subject to the stipulation that said entrepreneur does not exercise rights attached to said shares or stock, with the exception of the right to sell them;
- 4) if the concentration occurs in the course of bankruptcy proceeding, excluding instances when the entity intending to take over control is a competitor or belongs to the capital group comprising the competitors of the entrepreneur subject to the takeover;
- 5) if the concentration pertains to entrepreneurs belonging to the same capital group.

The reporting obligation is vested with:

- 1) merging entrepreneurs jointly: in the instance stipulated under Article 13 sec. 2 item 1 of the Act on Competition and Consumer Protection;
- 2) the entrepreneur taking over control: in the instance stipulated under Article 13 sec. 2 item 2 of the Act on Competition and Consumer Protection;
- 3) all entrepreneurs participating in the establishment of a common organisation jointly: in the instance stipulated under Article 13 sec. 2 item 3 of the Act on Competition and Consumer Protection;
- 4) the entrepreneur acquiring a part of the property of another entrepreneur: in the instance stipulated under Article 13 sec. 2 item 4 of the Act on Competition and Consumer Protection.

Pursuant to Article 96 sec.1 of the Act on Competition and Consumer Protection, an anti-trust proceeding in concentration issues should be completed no later than within 2 months from the date of its instigation.

Article 97 of the Act on Competition and Consumer Protection stipulates that entrepreneurs who are subject to the obligation to report a concentration intent are obligated to suspend the execution of such concentration until the President of UOKiK issues the relevant decision or the time-limit by which such decision should be issued lapses. Meanwhile, the legal transaction on the basis of which the concentration is to take place may be executed provided that the President of UOKiK issues a decision consenting to such concentration or that the time-limits stipulated under Article 96 of the Act on Competition and Consumer Protection lapse.

The President of UOKiK is authorised to issue decisions granting consent or conditional consent to concentration or refusing to grant such consent which for entrepreneurs is tantamount to a concentration prohibition.

Decisions issued by the President of UOKiK granting consent to concentration expire if such concentration is not effected within 2 years from their issue.

In case of failure to discharge the obligations arising from the Act on Competition and Consumer Protection, under Article 106 of said Act the President of UOKiK may impose on the entrepreneur by way of a decision a financial penalty in the

amount not exceeding 10% of revenues generated in the accounting year preceding the year in which the penalty is imposed if said entrepreneur performs concentration (even unintentionally) without the consent of the President of UOKiK.

The President of UOKiK may also impose by way of a decision a financial penalty on the entrepreneur in the amount constituting the equivalent of up to EUR 50,000,000 if said entrepreneur (even unintentionally) submits untrue data in the application stipulated under Article 23 of the Act on Competition and Consumer Protection or in the report stipulated under Article 94 sec. 2.

The President of UOKiK may also impose by way of a decision a financial penalty on entrepreneurs in the amount constituting the equivalent of up to EUR 10,000 per each day of delay in executing the decisions issued under Article 19 sec. 1, Article 20 sec. 1, Article 21 sec. 2 and 2 or court verdicts in cases regarding concentration; the financial penalty is imposed for the period as from the date stipulated in the decision.

If in situations stipulated under Article 21 sec. 1 of the Act on Competition and Consumer Protection the concentration has already been performed and reinstating competition on the market is not possible otherwise, by way of a decision and specifying the time-limit for its execution under the terms stipulated therein the President of UOKiK may order in particular:

- 1) a division of the merged entrepreneur under the terms specified in the decision;
- 2) a sale of the whole or a part of the entrepreneur's property;
- 3) a sale of shares or stock ensuring control over the entrepreneur or entrepreneurs or a dissolution of the company over which the entrepreneurs exercise common control.

The aforementioned decision may not be issued after the lapse of 5 years from the date on which the concentration is performed.

The aforementioned provisions apply as appropriate if the concentration intent stipulated under Article 13 sec. 1 of the Act on Competition and Consumer Protection is not reported to the President of UOKiK or if the decision on the concentration prohibition is not followed.

Finally, pursuant to Article 99 of the Act on Competition and Consumer Protection, if the decision stipulated under Article 21 sec. 1 or 4 is not followed, the President of UOKiK may by way of a decision perform a division of the entrepreneur. The division of the company is subject to the provisions of Articles 528-550 of the Code of Commercial Companies and Partnerships, as appropriate. The President of UOKiK is assigned the competences of the governing bodies of companies participating in the division. Furthermore, the President of UOKiK may apply to a court to rule on the invalidity of the agreement or undertake other legal remedies aimed at reinstating the previous status quo.

#### **Council Regulation (EC) no. 139/2004 of 20 January 2004 on the control of concentrations between undertakings**

Next to the requirements and principles pertaining to the concentration of entrepreneurs specified in the provisions of the Act on Competition and Consumer Protection, the above scope is regulated also by the provisions of the Regulation on the Control of Concentrations.

The Regulation on the Control of Concentrations regulates concentrations in the Community scope which pursuant to Article 1 sec. 2 thereof is characterised by the following features:

- a) The combined aggregate worldwide turnover of all the undertakings concerned exceeds EUR 5,000 million; and
- b) The aggregate Community-wide turnover of each of at least two of the undertakings concerned exceeds EUR 250 million,

unless each of the undertakings concerned achieves more than two-thirds of its aggregate Community-wide turnover within one and the same Member State.

A concentration that does not meet the thresholds laid down above has a Community dimension when:

- a) the combined aggregate worldwide turnover of all the undertakings concerned exceeds EUR 2,500 million;
- b) in each of at least three Member States the combined aggregate turnover of all the undertakings concerned exceeds EUR 100 million;
- c) in each of at least three Member States included for the purpose of b), the aggregate turnover of each of at least two of the undertakings concerned is more than EUR 25 million; and
- d) the aggregate Community-wide turnover of each of at least two of the undertakings concerned is more than EUR 100 million,

unless each of the undertakings concerned achieves more than two-thirds of its aggregate Community-wide turnover within one and the same Member State.

Pursuant to Article 3 sec. 5 (a) of the Regulation on the Control of Concentrations, it is considered that a concentration is not deemed to arise if credit institutions or other financial institutions or insurance companies, the normal activities of which include transactions and dealing in securities for their own account or for the account of others, hold on a temporary basis securities which they have acquired in an undertaking with a view to reselling them, provided that they do not exercise voting rights in respect of those securities with a view to determining the competitive behaviour of that



undertaking or provided that they exercise such voting rights only with a view to preparing the disposal of all or part of that undertaking or of its assets or the disposal of those securities and that any such disposal takes place within one year of the date of acquisition; that period may be extended by the Supervision Authority on request where such institutions or companies can show that the disposal was not reasonably possible within the period set.

#### **4.9. Binding regulations on mandatory takeover offers or mandatory share buyout or buyback offers**

The provisions on mandatory share buyout and buyback are contained in the Act on Public Offering. Pursuant to Article 82 sec. 1 thereof, a shareholder in a public company who individually or jointly with its subsidiaries or controlling entities or entities with which the shareholder has concluded the agreement stipulated under Article 87. Sec. 1 item 5 of the Act on Public Offering has reached or exceeded 90% of the total number of votes in said company, has the right to demand within three months from reaching or exceeding said threshold that the other shareholders sell all the shares held in the company (mandatory buyout).

Further legal norms indicate that acquiring shares through mandatory buyout is effected without the consent of the shareholder to whom the buyout demand is addressed. Announcing the call for shares under mandatory buyout is effected after establishing a collateral in the amount no lower than 100% of the value of shares subject to the mandatory buyout. Establishing the collateral should be documented by a certificate of a bank or other financial institution providing the collateral or participating in its provision.

A mandatory buyout is announced and held through the agency of an entity conducting brokerage operations within the territory of the Republic of Poland; said entity is obligated not later than 14 days prior to the commencement of the mandatory buyout to notify simultaneously the Supervision Authority and the company operating the regulated market on which given shares are listed or, if the shares in the company are listed on more than one regulated market, to notify all such companies of the intent to announce the mandatory buyout. Information on the mandatory buyout is enclosed to the notification. It is not permissible to withdraw from an announced mandatory buyout.

Pursuant to Article 83 of the Act on Public Offering, a shareholder in a public company may demand that his shares be acquired by another shareholder who has reached or exceeded 90% of the total number of votes in the company. Such demand is submitted in writing within three months from the date on which said threshold is reached or exceeded by another shareholder. The obligation to satisfy such demand is vested jointly and severally with the shareholder who has reached or exceeded 90% of the total number of votes as well as its subsidiaries and controlling entities within 30 days from the date of the demand. The obligation to acquire shares from the shareholder is vested jointly and severally also with all parties to the agreement stipulated under Article 87 sec. 1 item 5 of the Act on Public Offering, if the parties to such agreement hold together with their subsidiaries and controlling entities at least 90% of the total number of votes.

#### **4.10. Identification of public takeover offers regarding the issuer's equity made by third parties during the last and current accounting year**

No public takeover offers regarding the Company's equity were made during the last accounting year and the current accounting year.

#### **4.11. Information on income tax withheld at source**

The information presented below has been characterised in a general manner, based solely on the provisions of tax regulations binding as at Prospectus Approval Date. In order to establish the tax consequences of holding and trading in shares and of the tax obligation connected with acquiring shares for investment purposes, potential investors should obtain individual consultations from their tax and legal advisors.

##### **4.11.1. Personal Income Tax**

The principles of imposing personal income tax on incomes generated through disposal of shares against payment and through dividends on shares depend on whether the given natural person has the status of a Polish resident for tax purposes. Pursuant to the provisions of Article 3 of the Act on Personal Income Tax, natural persons who have a place of residence within the territory of the Republic of Poland are subject to the tax obligation regarding all their income (revenues) irrespective of the location of income sources (unlimited tax obligation). Natural persons who do not have the status of a Polish resident for tax purposes are subject only to a limited tax obligation. The above assumptions apply taking into consideration agreements on the avoidance of double taxation to which the Republic of Poland is party.

As a rule, the status of the Polish resident for tax purposes is held by persons who have a place of residence within the territory of the Republic of Poland and who consequently have the centre of their personal or economic interests (are domiciled) within the territory of the Republic of Poland or who stay within the territory of the Republic of Poland for longer than 183 days in a tax year. However, respective agreements on the avoidance of double taxation may modify this principle.

#### **4.11.2. Tax on dividends**

Pursuant to Article 30a sec. 1 item 4 of the Act on Personal Income Tax, income (revenues) from dividends are subject to a 19% flat-rate income tax and are not subject to deductible costs.

Pursuant to Article 41 sec. 4 of the Act on Personal Income Tax, entities obligated to withhold flat-rate income tax on dividend payments are the entities making such payments, unless the shares on account of which dividends are paid are recorded on the securities account of the given natural person managed by an entity providing securities accounts management services and subject to the stipulation that the payment of dividend on said shares is made through the agency of the entity managing securities accounts. In such cases, the withholding agent of the flat-rate tax is not the entity paying out the dividend but the entity managing the securities account. A natural person generating income on account of dividends is not obligated to disclose such income or the amount of the withheld flat-rate tax in his annual tax return if said tax has been withheld by the withholding agent.

The above principle applies also to natural persons who do not have the resident status unless the relevant agreement on the avoidance of double taxation provides for different regulations in this respect. The condition necessary for applying the tax rate arising from the relevant agreement on the avoidance of double taxation or for not withholding tax under such agreement is the documentation (with the so-called certificate of residence) of the dividend recipient's country of residence for tax purposes by the competent authority of the foreign tax administration.

#### **4.11.3. Tax on income from disposal of shares against payment**

The object of taxation on account of disposal of shares against payment by a Polish tax resident under Article 30b sec. 2 item 1) of the Act on Personal Income Tax is the income constituting the difference between the sum of revenues generated from the sale of shares and the deductible costs which constitute expenses incurred for acquiring or taking up shares.

Income generated from the sale of shares is subject to a 19% tax rate unless the disposal of shares against payment ensues within the scope of business operations (in which case said income is settled in the similar manner as other income generated through such operations and the tax rate depends on the taxpayer's choice and may consist in (i) taxation according to the tax scale provided for in the Act on Personal Income Tax, or (ii) taxation according to 19% flat rate).

Pursuant to the provisions of Article 30b sec. 6 of the Act on Personal Income Tax, the taxpayer is obligated to disclose income and calculate output tax in a separate annual tax return stipulated under Article 45 sec. 1a item 1 of the Act on Personal Income Tax. If the disposal of shares against payment takes place within the scope of business operations pursued, the income is disclosed in the annual tax return stipulated respectively under Article 45 sec. 1 or sec. 1a item 2 of the Act on Personal Income Tax.

Pursuant to Article 30b sec. 3 of the Act on Personal Income Tax, the condition necessary for applying the tax rate arising from the relevant agreement on the avoidance of double taxation or for not withholding tax under such agreement is the documentation (with the so-called certificate of residence) of the taxpayer's country of residence for tax purposes issued by the competent authority of the foreign tax administration.

#### **4.11.4. Tax on additional payments**

Pursuant to Article 24 sec. 5 item 6) of the Act on Personal Income Tax, the income (revenue) from the share in the profits of legal persons is the income (revenue) actually achieved from such share, including (in case of a merger or division of companies) additional payment received by the shareholders of the company taken over and of merged or dividend companies. Additional payments are taxed under the terms analogous to dividend taxation.

#### **4.11.5. Corporate Income Tax**

Similarly as in the case of natural persons, the terms of taxation of income generated by legal persons from disposal of shares against payment and from dividends on shares depend on whether these legal persons hold the status of Polish resident for tax purposes (unlimited tax obligation) or not (limited tax obligation).

As a rule, the status of a Polish resident for tax purposes is held by legal persons with registered seat or place of management within the territory of the Republic of Poland. However, respective agreements on the avoidance of double taxation may provide for different regulations in this respect.

#### **4.11.6. Tax on dividends**

Article 22 sec. 1 of the Act on Corporate Income Tax stipulates that the tax on income (revenues) from dividends and other revenues on account of sharing in the profits of legal persons with their registered seat or place of management within the territory of the Republic of Poland is established at 19% of the generated revenues and is not subject to deductible costs.

Pursuant to Article 26 sec. 1 of the Act on Corporate Income Tax, in case of dividend payment the withholding agent of the flat-rate income tax is the company paying such dividend.

The above principle applies also to foreign legal persons (non-residents) unless the relevant agreement on the avoidance of double taxation provides for different regulations in this respect.

The condition necessary for applying the tax rate arising from the relevant agreement on the avoidance of double taxation or for not withholding tax under such agreement is the documentation (with the so-called certificate of residence) of the dividend recipient's country of residence for tax purposes by the competent authority of the foreign tax administration.

According to Article 22 sec. 4 of the Act on Corporate Income Tax, income (revenues) from dividends and other revenues from sharing in the profits of legal persons are exempted from income tax if the following conditions are met jointly:

- 1) the entity paying out the dividend and other revenues on account of sharing in the profits of legal persons is a company which is an income tax payer with its registered seat or place of management within the territory of the Republic of Poland;
- 2) the entity obtaining the income (revenues) from dividends as well as other revenues on account of sharing in the profits of legal persons as stipulated under item 1 is a company subject to income tax on all its income irrespective of the place of its generation in the Republic of Poland or another EU Member State or another EEA country;
- 3) The company stipulated under item 2 holds directly no less than 10% shares (stock) in the equity of the company stipulated under item 1;
- 4) The company stipulated under item 2 does not exercise the exemption from income tax on all its income irrespective of the source of its generation.

The aforementioned exemption pursuant to Article 22 sec. 4a of the Act on Corporate Income Tax applies when a company generating income (revenues) from dividends and other revenues on accounting of sharing in the profits of legal persons having their registered seat or place of management within the territory of the Republic of Poland holds shares (stock) in the company paying out such dividends or other revenues up to the threshold stipulated under sec. 4 item 3 of the Act on Corporate Income Tax uninterruptedly for the period of two years.

Meanwhile, pursuant to Article 22 sec. 4b of the Act on Corporate Income Tax, said exemption applies also if the period of two years of uninterrupted ownership of shares (stock) in the amount of 10% of shares (stock) in the equity of the company paying out the dividend by the company generating income (revenues) on account of sharing in the profit of a legal person having its registered seat or place of management within the territory of the Republic of Poland lapses after the date on which said income (revenue) is obtained. If the condition of holding the shares (stock) in the number specified under Article 22 sec. 4 item 3 of the Act on Corporate Income Tax for an uninterrupted period of two years is not met, the company stipulated under sec. 4 item 2 of the Act on Corporate Income Tax is obligated to pay the tax together with interest for the delay on the income (revenues) specified under sec. 1 at the rate of 19% of the income (revenues) by the 20<sup>th</sup> day of the month ensuing after the month in which the company lost the right to exemption. Interest is charged from the day ensuing after the day in which the company applied the exemption for the first time.

Additionally, the exemption applies only if there exists a legal basis arising from the agreement on the avoidance of double taxation or another ratified international agreement to which the Republic of Poland is party for the tax authority to obtain tax information from the tax authority in the country other than the Republic of Poland where the taxpayer has its seat or where the income is generated.

The application of the above exemption is possible provided that the location of the Company's seat for tax purposes in EU/EEA is documented with a certificate of residence delivered by the Company and that the Company with its seat in EU/EEA submits a written representation stipulated under Article 26 sec. 1f of the Act on Corporate Income Tax.

If the condition for holding shares (stock) in the number corresponding with the Share for an uninterrupted period of two years is not met, the Company with its seat in EU/EEA is obligated to pay the tax together with the interest for the delay on the income (revenues) from dividends and other revenues on account of sharing in the profits of legal persons with their registered seat or place of management within the territory of the Republic of Poland at the rate of 19% of income (revenues) by the 20<sup>th</sup> day of the month ensuing after the month in which the Company lost its right to exemption. Interest is charged from the day ensuing after the day in which the company applied the exemption for the first time.

By the end of the first month of the year ensuing after the tax year in which the tax settlement obligation arose, taxpayers stipulated under Article 26 of the Act on Corporate Income Tax as well as taxpayers stipulated in the preceding paragraph are obligated to deliver annual tax returns drafted in accordance with the approved template to the tax office headed by the head of the tax office competent for the seat of the taxpayer or, in case of non-residents, to the tax office headed by the head of the tax office competent for the taxation of foreign persons.

#### **4.11.7. Tax on income from disposal of shares against payment**

Tax on the disposal of shares against payment by legal persons who are Polish residents for tax purposes are subject to taxation under general principles, i.e. according to Article 7 of the Act on Corporate Income Tax. Pursuant to Article 16 sec. 1 item 8 of the Act on Corporate Income Tax, costs incurred for taking up or acquiring shares are not considered to be the taxpayer's deductible costs at the date of incurring them but are considered to constitute deductible costs upon the disposal of shares against payment.

The taxpayers of the corporate income tax who are subject to the limited tax obligation and who generate income on account of disposal of securities against payment within the territory of Poland are subject to regulations on the taxation

of income on the disposal of securities against payment in the aforementioned mode, unless the agreements on the avoidance of double taxation do not stipulate otherwise.

#### **4.11.8. Tax on additional payments**

Pursuant to Article 10 sec. 1 item 5 of the Act on Corporate Income Tax, in case of a merger or division of companies additional cash payments received by the shareholders (stockholders) of the company subject to the takeover or of the merged or divided companies are considered to constitute income (revenues) from participating in the profits of legal persons). Additional payments are taxed under the terms analogous to dividend taxation.

## **5. Information on the terms of the offering**

### **5.1. Terms, parameters and the planned schedule of the offering and the activities required during subscription**

#### **5.1.1. Terms of the offering**

Under this Prospectus, the Company wishes to apply for the following to be admitted to trading on a regulated market:

- 7,500,000 B-Series Shares,
- 25,000,000 C-Series Shares,
- 2,800,000 D-Series Shares,
- 1,200,000 E-Series Shares,
- up to 16,380,000 F-Series Shares,
- up to 16,380,000 allotment certificates for F-Series Shares,

Furthermore, under this Prospectus, the following are comprised in the offering:

- 16,380,000 F-Series Shares, offered by the Company through public subscription and
- up to 1,931,428 C-Series Shares and up to 68,572 E-Series Shares offered for sale by Sellers (a total of up to 2,000,000 Sold Shares).

The Management Board did not exercise the right specified in § 1 pt. 3 of the Issue Resolution. The number of F-Series Shares offered for subscription under the Prospectus (i.e. 16,380,000 shares) is due to the amount of increase in the share capital of the Company as specified in § 1 pt. 1 and 2 of the Issue Resolution.

The Offered Shares are offered to investors in two instalments:

- Retail Tranche – up to 2,880,000 F-Series Shares and
- Institutional Tranche – up to 15,500,000 Offered Shares, including 13,500,000 F-Series Shares and 2,000,000 Sold Shares.

The F-Series Shares are offered with the exclusion of subscription rights of the existing shareholders.

F-Series Shares and Sold Shares are offered within the Institutional Tranche jointly, without differentiation at the stage of subscription by the investors. As a result, both F-Series Shares and Sold Shares may be allotted to the investors who subscribe for shares in this instalments. F-Series Shares shall be allotted to investors first. Sold Shares shall be allotted next, if all the F-Series Shares have been subscribed for.

The nominal value of each share is PLN 0.10.

Before the subscription, the Issue Agent and the Co-offerors shall perform the so-called book building – a process of creating of “Order Book” for Offered Shares in order to:

- specify the investors interested in subscribing for the Offered Shares,
- specify the potential demand for Offered Shares.

Before the start of the “book building” process, the Company shall make public, in the form of an annex to this Prospectus, the maximum price for an Offered Share (as understood in Article 54 section 1 pt. 1 of the Act on Public Offering).

In the course of “book building” process regarding Offered Shares, the Issue Agent and the Co-offerors shall submit proposals of participation in the Offering to potential investors. The form and the mode of the submission of proposals of participation in the Offering to potential investors and calls to subscribe for Offered Shares shall be specified by the Issue Agent and the Co-offerors.

After assessing the demand for shares, the Company shall specify the issue price of the F-Series Shares. The information regarding the final issue price of F-Series Shares shall be provided before the commencement of subscriptions for Offered Share by submitting the information (in accordance with Article 54 section 3 of the Act on Public Offering) to KNF and publicizing it the same manner in which the Prospectus was made available, as well as in the mode specified in Article 56 section 1 of the Act on Public Offering. Selling price of the Sold Shares shall be equal to the issue price of F-Series Shares.

A submitted declaration may be withdrawn or modified only during the “book building” period, i.e. as long as declarations of interest in the purchase of the Offered Shares are accepted. Information regarding withdrawal or modification should be submitted to by the entity accepting declarations, in the form specified by that entity

Acceptance of a declaration of interest in the purchase of the Offered Shares shall not be binding upon the Issue Agent or the Co-offerors. The Issue Agent and the Co-offerors shall not be obliged to direct a call to subscribe for Offered Shares to investors who participated in “book building” and it may also call to subscribe for a number of shares smaller than the one specified by the investor in the declaration of interest in the purchase of shares submitted in the course of the “book building” process.

At the same time, the investors are advised that the participation in the “book building process regarding Offered Shares shall be the basic factor taken into account during the elaboration of the initial allotment list and the additional initial allotment list, resulting in the investor receiving preferential treatment during the allotment of the Offered Shares - in accordance with the principles specified in pt. 5.2.3.4 of this Chapter of the Prospectus.

### **5.1.2. Total amount of the issue/offering**

F-Series Shares issue includes 16,380,000 shares of a nominal value of PLN 0.10 each. The Sold Shares sales offer includes up to 2,000,000 shares of a nominal value of PLN 0.10 each, including up to 1,931,428 C-Series Shares and up to 68,572 E-Series Shares.

### **5.1.3. Offering period and description of the subscription procedure**

The offering shall be conducted in accordance with the following schedule:

Until 12.06.2014	publication of the maximum price
13-25.06.2014 until 3 PM	book building process
25.06.2014	publicizing the final price and the final number of the Offered Shares
26-30.06.2014	accepting subscriptions and payments within the Retail Tranche
27.06-04.07.2014	accepting subscriptions and payments within the Institutional Tranche, including:  until 01.07.2014 - accepting submissions and payments in response to calls made on the basis of the initial allotment list and made by investors who did not participate  until 04.07.2014 – accepting subscriptions and payments in response to calls made on the basis of the additional initial allotment list.
Until 07.07.2014	allotment of shares within the Institutional Tranche and planned allotment of shares within the Retail Tranche through the Warsaw Stock Exchange system.  closing of the Offering

The Company reserves a right to change the Offering dates, including deadlines for subscription acceptance. The new dates shall be made public not later than on a given deadline in the form of a communication updating the Prospectus, in accordance with the provisions of Article 52 section 2 of the Act on Public Offering. Changes in the Offering deadlines may only be introduced during the Prospectus validity period.

Information regarding the suspension of the Offering after the commencement of subscription acceptance shall be made public by way of an annex to the Prospectus, in the same manner in which the Prospectus was made available.

### **5.1.4. Acting through representatives**

An investor may make a subscription through a duly authorized representative.

The representative performing the subscription on behalf of the investor is obliged to provide a written power of attorney authorizing him to perform the subscription at the place of subscription for Offered Shares. In case of subscriptions performed within the Institutional Allocation, the power of attorney should also include authorization to specify account number for funds reimbursement and to submit a shares deposit instruction.



The power of attorney should be issued in the form of a notarial deed or contain a signature certified by a notary or by the employee of the brokerage house accepting the subscription.

Apart from the appropriate authorization to perform the subscription, the power of attorney should contain the following data regarding the representative and the principal:

- for natural persons: name, surname, PESEL – Personal Identification Number (or date of birth in case of lack thereof), serial number of identity document, permanent residence address and correspondence address,,
- for legal persons: company name and organizational form of the conducted activity, REGON Statistical Number, national court register number, country and address of the registered seat and the data specified above regarding natural persons representing the legal person,
- for an entity without legal personality: company name and organizational form of the conducted activity, REGON Statistical Number, country and address of the registered seat and the data specified above regarding natural persons representing the legal person,

A power of attorney issued outside the Republic of Poland and other documents related to such power of attorney must be certified must be certified by Polish diplomatic or consular services to confirm their compliance with local regulations.

Documents drawn up in foreign languages must be translated to Polish by a sworn court translator, unless the brokerage house unless the brokerage house accepting the subscription order agrees to waive this condition.

The power of attorney may also be drawn up in a different form, only if it is accepted by the brokerage house accepting the subscription order.

The number of plenipotentiaries and the powers of attorney held is unlimited. The power of attorney or a copy thereof remain at the brokerage house accepting the subscription order.

The abovementioned requirements regarding the power of attorney are not applicable in case of subscription orders placed on behalf of entities providing asset management services. In such case, the power of attorney is not required.

#### **5.1.5. Procedure of subscription order placement in the Retail Tranche**

Due to the fact that in the Retail Tranche, the shares are going to be allotted by the Warsaw Stock Exchange IT system, the investors submitting subscription orders for F-Series Shares must own a securities account at the brokerage house accepting the subscription order or with a depositary.

Within the Retail Tranche, subscription orders may be placed for not less than 100 shares. Subscription orders for less than 100 shares shall be deemed null and void. The investor shall be entitled to submit several subscription orders, however, the total number of orders submitted to one entity accepting orders may not exceed the number of F-Series Shares in the Retail Tranche. Subscription orders placed with one entity for a bigger number of shares shall be treated as subscriptions for a number of F-Series Shares in the Retail Tranche. Submission of a subscription order within the Retail Tranche with one entity accepting orders remains without prejudice to the submission of a subscription order or of subscription orders in other entities accepting orders within the Retail Tranche. Submission of a subscription order within the Retail Tranche remains without prejudice to the submission of a subscription order or of subscription orders within the Institutional Tranche.

Subscription orders for F-Series Shares in the Retail Tranche shall be accepted at the Customer Service Points of brokerage houses, whose list, in accordance with Article 52 section of the Act on Public Offering, shall be published in the form of an updating communication (in the same manner in which the Prospectus was made available) and posted on the Company's and the Issue Agent's websites until the date of commencement of subscriptions for F-Series Shares.

Subscription for F-Series Shares in Retail Tranche is unconditional, irrevocable (subject to the circumstances specified in pt. 5.1.10 of this chapter of the Prospectus) and may not include any reservations.

The investor should submit three copies of completed subscription order form in the place of subscription for F-Series Shares in Retail Tranche and sign a declaration, which constitutes an integral part of the subscription order form, stating that:

- he became acquainted with the contents of the Prospectus and accepts the wording of the Prospectus and the terms of the Public Offering,
- he agrees to the allotment of F-Series Shares offered in the Public Offering, including the allotment of fewer F-Series Shares than comprised in the subscription order or allotment of no shares, in accordance with the principles specified in the Prospectus,
- agrees to the processing of his personal data within the scope necessary to conduct the Public Offering, accepts that he is entitled to access and rectify his data and that the data entered into the subscription order form was disclosed voluntarily,
- agrees for the Issue Agent or brokerage houses accepting subscription orders to shift the information covered by professional secrecy and information regarding his subscription order, within the scope necessary to conduct the Public Offering, and authorizes the abovementioned entities to receive such information.



The investors who concluded an agreement with the brokerage house accepting the subscription order allowing to place instructions via the Internet, telephone, fax or other technical means may subscribe for F-Series shares by such means, specifying all the data necessary to submit subscription order for F-Series Shares, in accordance with the provisions of the Prospectus.

The investor or his plenipotentiary submitting the subscription order are obliged to provide documents required for unambiguous identification of the customer in accordance with the relevant regulations of the brokerage house accepting the placement order, with the reservation that the investor is obliged to submit all the information required to complete the F-Series Shares subscription order.

If the account is kept with a depositary, the subscription order should be placed in accordance with the principles regarding order placement by the customers of the depositary bank.

Any consequences regarding mistakes in completion of the F-Series Shares Subscription Order Form shall be borne by the investor. Subscription order omitting any of the elements may be deemed null and void. Subscription orders made conditionally or with reservations concerning dates shall be deemed null and void.

As proof of subscription order acceptance, the investor shall receive one copy of the submitted subscription order form, certified by the person accepting the subscription order.

#### **5.1.6. Procedure of subscription order placement in the Institutional Tranche**

Investors who received a call to subscribe should place subscription orders for the Offered Shares in Institutional Tranche in a number not exceeding the one specified in the call to subscribe. If the investor places a subscription order for a number of shares exceeding the one specified in the call to subscribe, the investor must be aware of the possibility of allotment of fewer shares, however, not less than guaranteed in the call to subscribe received. If the investor places a subscription order for fewer shares than specified in the call to subscribe, the investor must be aware of the possibility of allotment of fewer shares than requested in the subscription order or allotment of no shares due to the lack of preference resulting from the participation in the "book building" process.

The investors who received no call to subscribe may place orders for Offered Shares in the Institutional Tranche, however, such orders should concern not less than 20,000 shares. The investors must be aware of the possibility of allotment of fewer shares or allotment of no shares due to the lack of preference resulting from the participation in the "book building" process

Submission of a subscription order within the Institutional Tranche remains without prejudice to the submission of a subscription order or of subscription orders within the Retail Tranche.

The entities managing securities portfolio placing one collective subscription order must submit the list of persons on whose behalf they are purchasing the Offered Shares, including the number of shares purchased on behalf of each of the customers.

Subscription orders for shares placed by investment fund companies in their own name, separately on behalf of respective investment funds managed by a given company, constitute placement orders of separate investors within the meaning of the Prospectus.

Subscriptions for Offered Shares in Institutional Tranche shall be accepted at:

- the registered seat of Mercurius Dom Maklerski Sp. z o.o. in Warsaw, 26 Śmiała St, from 10.00 AM to 5.00 PM.
- the registered seat of Dom Inwestycyjny Investors S.A. in Warsaw, 1 Mokotowska St.,
- the the registered seat of Dom Maklerski Raiffeisen Bank Polska S.A. in Warsaw, 20 Piękna St.
- the branch of Trigon Dom Maklerski S.A. in Warsaw, 2 Puławska St., building B.

Subscription for F-Series Shares in Institutional Tranche is unconditional, irrevocable (subject to the circumstances specified in pt. 5.1.10 of this chapter of the Prospectus) and may not include any reservations.

The investor should submit three copies of completed subscription order form in the place of subscription for F-Series Shares in Institutional Tranche and sign a declaration, which constitutes an integral part of the subscription order form, stating that:

- he became acquainted with the contents of the Prospectus and accepts the wording of the Prospectus and the terms of the Public Offering,
- he agrees to the allotment of Offered Shares, including the allotment of fewer Offered Shares than comprised in the subscription order or allotment of no shares, in accordance with the principles specified in the Prospectus,
- agrees to the processing of his personal data within the scope necessary to conduct the Public Offering, accepts that he is entitled to access and rectify his data and that the data entered into the subscription order form was disclosed voluntarily,

- agrees for the Issue Agent or brokerage houses accepting subscription orders to shift the information covered by professional secrecy and information regarding his subscription order, within the scope necessary to conduct the Public Offering, and authorizes the abovementioned entities to receive such information.

The investor or his plenipotentiary placing the order is obliged to present an identity card or a passport in order to verify the data contained in the subscription order form. A person acting on behalf of a legal person is also obliged to submit a current copy from the relevant register and a document confirming its authorization to represent the legal person. A person acting on behalf of an organizational entity without legal personality is also obliged to submit the statutes of such entity or another document containing information regarding its organizational form and registered seat, as well as confirming the authorization of a given person to represent such entity.

An investor or his plenipotentiary placing subscription order for Offered Shares is obliged to submit an irrevocable share deposit instruction which will allow to enter all the allotted shares to the investor's securities account without the necessity to collect share purchase confirmation.

The deposit instruction submitted by the investor may not be modified. Submission of a share deposit instruction is equivalent to the submission of a deposit instruction regarding F-Series Shares Allotment Certificates. If the subscription order and the deposit instruction are submitted by a plenipotentiary, the power of attorney should include express authorization to perform such activities.

An investor who owns no securities account is obliged to open one at the latest on the subscription order placement date so as to be able to submit the share deposit instruction while placing the subscription order. Lack of share deposit instruction shall result in refusal to accept the subscription order.

Any consequences regarding mistakes in completion of the Offered Shares subscription order form shall be borne by the investor. Subscription order omitting any of the elements may be deemed null and void. Subscription orders made conditionally or with reservations concerning dates shall be deemed null and void.

As proof of subscription order acceptance, the investor shall receive one copy of the submitted subscription order form, certified by the person accepting the subscription order.

#### **5.1.7 Cancellation or suspension of the offering**

Until the date of commencement of acceptance of subscription orders for Offered Shares, the Company may cancel or suspend the Public Offering without justification.

The Company may also decide to cancel or to suspend the Public Offering before the commencement of subscription for Offered Shares if the result of the "book building" process proves unsatisfactory, i.e. in particular if it fails to guarantee obtaining financial means in the appropriate amount.

The Company or the Seller may also decide to cancel the Offering after the commencement of acceptance of subscription orders for Offered Shares, however, only until the subscription closing date or refuse the allotment, however, only the allotment date of such shares. In such case, the Offering may only be cancelled or the allotment refused for important reasons, including:

- sudden and unforeseen changes in the economic or political situation of the country, the world or the Company which may significantly adversely affect financial markets, the economy of the country or further activity of the Company, including the representations made,
- sudden and unforeseen events directly affecting the Company's operation,
- other unforeseen causes which would prevent the Public Offering and the allotment of Offered Shares or make it harmful to the interests of the Company or of its investors.

The Company's decision to cancel the Public Offering shall also entail the cancellation of the Sales Offer by all the Sellers. The Company's decision to suspend the Offering shall also entail the suspension of the Sales Offer by all the Sellers.

The cancellation of the Sales Offer by the Sellers does not entail cancellation of F-Series Shares offering by the Company.

The decisions of the respective Sellers with regard to the cancellation of the Sales Offer are independent of each other.

Information regarding the suspension of the Offering after the commencement of subscription acceptance shall be made public by way of an annex to the Prospectus.

In case of suspension of the Offering, the Management Board shall not be obliged to simultaneously specify the new dates of its performance.

If the Offering is suspended after the commencement of subscription acceptance, all the subscription orders placed shall remain effective and the persons who placed the orders shall be entitled to avoid the submitted declaration of will within 2 working days of the date of publication of an annex to this Prospectus as stipulated in Article 51 of the Act on Public Offering. The persons who submit an effective declaration on avoidance of the placed order shall obtain the reimbursement of the amounts paid within 7 days of the submission of such declaration, by bank shift to the account number specified in the subscription order form (in case of Institutional Tranche) or to the account used to pay for the

subscribed Offered Shares (in case of Retail Tranche). The funds shall be reimbursed without any interests or compensation.

The cancellation of the Offering shall be made public by means of an annex to the Prospectus.

In case of cancellation of the Offering or refusal of the allotment, the investors who placed subscription orders and pay for them shall obtain the reimbursement of the amounts paid within 7 days of the submission of such declaration, by bank shift to the account number specified in the subscription order form (in case of Institutional Tranche) or to the account used to pay for the subscribed Offered Shares (in case of Retail Tranche). The funds shall be reimbursed without any interests or compensation.

#### **5.1.8. Description of possibilities of subscription reduction and of the reimbursement of overpaid amounts**

##### **5.1.8.1. Retail Tranche**

If the number of subscribed shares exceeds the number of F-Series Shares in the Retail Tranche, the shares shall be allotted in accordance with proportionate reduction principles.

In case of a subscription reduction, the unused part of the amount paid for the subscription to F-Series Shares shall remain on the investor's account at the brokerage house accepting the subscription order. The means shall be unblocked on the date of allotment of F-Series Shares, after the reception of the contract notes with the Warsaw Stock Exchange by the brokerage house accepting the order.

##### **5.1.8.2. Institutional Tranche**

Subscription reduction in this offering may occur if the investor places a subscription order for a number of shares exceeding the one specified in the call to subscribe issued by the Issue Agent or the Co-offerors (by the number exceeding the number of shares specified in the call). In such case, the reduction of the part of the subscription order exceeding the number of shares specified in the call to subscribe shall be performed at the Company's discretion.

Furthermore, the subscriptions in this offering may also be reduced at the Company's discretion if:

- the investor places a subscription order for fewer shares than specified in the call to subscribe issued by the Issue Agent or the Co-offerors,
- the investor places a subscription order despite the lack of the call to subscribe issued by the Issue Agent or the Co-offerors.

In case of subscription reduction, the overpaid amounts shall be reimbursed to the investors within 7 days of the allotment of shares, to the bank or investment accounts specified in the subscription order forms. The overpaid amounts shall be reimbursed without any compensation or interests.

#### **5.1.9. Minimum or maximum subscription**

##### **5.1.9.1. Retail Tranche**

The investor may place a subscription order for at least 100 shares. Subscription orders for fewer than 100 shares shall be deemed null and void. In case of order (or orders) placed in a single entity accepting subscription orders for a number of shares exceeding the total number offered in the Retail Tranche, the subscription order shall be deemed to concern all the shares offered in the Retail Tranche.

##### **5.1.9.2. Institutional Tranche**

An investor who received a call to subscribe should place a subscription order for the number of shares specified in the call to subscribe issued by the Issue Agent or the Co-offerors. If the investor places a subscription order for fewer shares than specified in the call to subscribe, the investor shall not be covered by preferential share allotment specified in pt. 5.2.3.4 of this chapter of the Prospectus. If the investor places a subscription order for a number of shares exceeding the one specified in the call to subscribe, the number of shares specified in the call to subscribe shall be allotted to the investor and the part of the subscription order exceeding the number of shares specified in the call to subscribe shall be covered by preferential share allotment specified in pt. 5.2.3.4 of this chapter of the Prospectus.

An investor who received no call to subscribe may place a subscription order for a number of shares not smaller than 20,000 and not exceeding the number of shares offered in the Institutional Tranche. If the investor places a subscription order for a number of shares exceeding the total number offered in the Institutional Tranche, the subscription order shall be deemed to concern all the Offered Shares in the Institutional Tranche.

#### **5.1.10. Deadline for subscription order withdrawal**

The person who placed a subscription order for the Offered Shares before the publication of the annex may avoid the placed order by a written declaration submitted in one of the customer service points of the investment company offering the Offered Shares, within 2 working days of the annex publication date. In such case, the allotment of the Offered

Shares may be performed not earlier than upon the lapse of the deadline for avoidance of the order placed by the investor. The right to avoid the order placed does not apply if the annex is published due to errors in the contents of the Prospectus of which the Company became aware after the allotment of the Offered Shares or due to circumstances which arose or of which the Company became aware after the allotment of the Offered Shares.

The person who placed a subscription order for the Offered Shares before the publication of the information on the final issue price of the Offered Shares or the final number of the Offered Shares may avoid the placed order by a written declaration submitted in one of the customer service points of the investment company offering the Offered Shares, within 2 working days of the publication date of such information. In such case, the allotment of the Offered Shares may be performed not earlier than upon the lapse of the deadline for avoidance of the order placed by the investor.

The shift of the Offered Shares between the offerings at the share allotment stage may only be performed in order to balance the supply and the demand in respective offerings. Information regarding such shift of Offered Shares shall not be made public pursuant to Article 52 section 2 of the Act on Public Offering. In such case, the participants of the offerings who placed a subscription order before such shift shall not be entitled to avoid the placed order.

#### **5.1.11. Mode and deadlines for payments toward shares and for the delivery of shares**

##### **5.1.11.1. Payment principles**

###### *Retail Tranche*

Due to the fact that the F-Series Shares in the Retail Tranche shall be allotted by the Warsaw Stock Exchange IT system, at the moment of placing a subscription order for F-Series Shares in the Retail Tranche, the investor must have on his account in the brokerage house accepting the subscription order financial means in the amount equivalent to the product of the number of shares included in the order and the issue price, increased by the amount equivalent to the commission of the brokerage house accepting the order. The means shall be blocked at the moment of order submission for F-Series Shares.

The subscription order may be covered by receivables due to concluded but not yet settled sales transactions if the settlement date for such transactions is not later than the settlement date of the Warsaw Stock Exchange session during which the F-Series Shares in the Retail Tranche shall be allotted.

If the subscription order is placed by a customer who owns an account at a depositary, the payment towards the shares, including the commission of the brokerage house accepting the order, must be shifted, at the latest on the last day of the acceptance of orders in the Retail Tranche, to the account number which (pursuant to Article 52 section 2 of the Act on Public Offering) shall be published as communication updating the Prospectus (in the same manner, in which the Prospectus was made available) and posted on the Company's and the Issue Agent's websites until the date of commencement of subscriptions for F-Series Shares.

If, in accordance with the specified allotment principles, no F-Series Shares are allotted to the investor placing the order or if the number of allotted shares is smaller than the one for which the subscription order was placed, the unused part of the amount paid towards the subscription shall remain on the account in the brokerage house accepting the order. The means shall be unblocked on the date of allotment of F-Series Shares, after the reception of the contract notes with the Warsaw Stock Exchange by the brokerage house accepting the order.

The amount equivalent to the product of the number of shares included in the order and the issue price, increased by the amount equivalent to the commission of the brokerage house accepting the order, shall be derecognized from the account of the given investor on the date of settlement of the transactions concluded within the framework of F-Series Shares allotment.

###### *Institutional Tranche*

In order for the subscription order to be made effectively, it needs to be paid for, in the amount equivalent to the product of the number of shares covered by the subscription and their issue price to the account indicated in the call to pay for subscription received from the Issue Agent or from the Co-offerors.

If the subscription is made with the Issue Agent, payments should be made to the account:

**Mercurius Dom Maklerski Sp. z o.o., address: ul. Śmiała 26, 01-523 Warszawa**  
**no. PL 78 1160 2202 0000 0000 9152 5690**  
**maintained by Bank Millennium S.A.**  
**with a note: Altus TFI S.A. – the investor's name and surname (company name)**

If the subscription is made with the Co-offerors, payments should be made accordingly:

(i) if the subscription is made with Dom Inwestycyjny Investors S.A., to the account:

**Dom Inwestycyjny Investors S.A., adres ul. Mokotowska 1, 00-640 Warszawa**  
**nr PL 58 1050 0086 1000 0090 3028 5358**

**maintained by: ING BANK ŚLĄSKI S.A.**

**with a note: Altus TFI S.A. – the investor's name and surname (company name)**

(ii) if the subscription is made with Dom Maklerski Raiffeisen Bank Polska S.A., to the account:

**Dom Maklerski Raiffeisen Bank Polska S.A., adres ul. Piękna 20, 00-549 Warszawa**

**nr PL 30 1750 1497 0000 0000 1338 7777**

**maintained by: Raiffeisen Bank Polska S.A.**

**with a note: Altus TFI S.A. – the investor's name and surname (company name)**

(iii) if the subscription is made with Trigon Dom Maklerski S.A., to the account:

**Trigon Dom Maklerski S.A., adres ul. Mogilska 65, 31-545 Kraków**

**nr PL 28 1090 2053 0000 0001 1089 1080**

**maintained by: Bank Zachodni WBK S.A.**

**with a note: Altus TFI S.A. – the investor's name and surname (company name)**

The payment must be performed by bank shift in Polish zlotys, at the latest on the last day of acceptance of orders in the Institutional Offering, i.e.

- until 01.07.2014 in case of orders placed in response to initial allotment list and by investors who did not participate in the "book building" process,
- until 04.07.2014 in case of subscription orders placed in response to calls made on the basis of the additional initial allotment list.

The date of crediting the relevant account of the entity accepting the subscription order with the funds is considered the date of payment.

Lack of payment within the deadline specified in the Prospectus results in the invalidity of the entire subscription order. In case of an incomplete payment, the subscription order remains valid, with the reservation that in the course of share allotment, the allotment shall be based on the number of shares for which a payment was made. Payments towards shares are not subject to interests.

In case of subscription reduction, the unused part of the amount paid towards the subscription order for Offered Shares shall be reimbursed to the investors within 7 days of the allotment of shares, to the bank or investment accounts specified in the subscription order forms.

#### **5.1.11.2. Share allotment and registration**

The investor placing the subscription order is obliged to submit an irrevocable instruction regarding share deposit on the securities account. Submission of a F-Series Shares deposit instruction is tantamount to the submission of a F-Series Shares Allotment Certificate deposit instruction.

##### *Retail Tranche*

If the number of subscribed shares exceeds the number of F-Series shares offered in the Retail Tranche, the unsubscribed shares from the Institutional Tranche shall first be shifted to that Offering. Next, if the number of subscribed shares in the Retail Tranche still exceeds the number of F-Series shares offered in that offering (having taken account of the shift of shares from the Institutional Tranche), the shares shall be allotted in accordance with the proportionate reduction principles.

On the settlement date of the transactions concluded within the framework of the F-Series Shares allotment via the Warsaw Stock Exchange IT system, the F-Series Shares Allotment Certificates shall be entered on the securities accounts of the investors placing subscription orders in the Retail Tranche. F-Series Allotment Certificates shall be booked on the investors' securities accounts on the basis of a resolution of the management board of KDPW adopted within 5 working days of the day of delivery by the Company of a declaration of successful F-Series Shares issue and accounting letter, if the applications for agreements on the registration of F-Series Shares and Allotment Certificates are submitted at least 10 working days before the subscription for F-Series Shares opens.

F-Series Shares shall be booked on the investment accounts of the owners of F-Series Shares Allotment Certificates after the amendments in the statutes regarding the F-Series Shares issue are registered by the Court and after the F-Series Shares are registered by the National Depository of Securities (KDPW).

##### *Institutional Tranche*

After the Company and the Sellers perform the allotment of the Offered Shares in the Institutional Tranche, the Management Board shall take action in order to register the Sold Shares and the F-Series Shares Allotment Certificates on the investment accounts of persons to whom the shares were allotted.

Immediately after the share capital increase performed by issuing the F-Series Shares is registered by the Registry Court, the Management Board shall take action in order for the KDPW to register such shares. Execution of the F-Series Shares Allotment Certificates shall consist in registration of F-Series Shares on the investors' accounts. One F-Series



Share shall be registered accordingly for each F-Series Share Allotment Certificate on the investor's account, which shall result in the expiry of the F-Series Allotment Certificate.

#### **5.1.12. Description of the means of publicizing the results of the offering**

The issue of F-Series Shares shall not become effective if:

- subscription orders for at least one F-Series Share are not duly placed and paid until the Offering closing date; or
- the Management Board of the Company does not file an application for F-Series Shares issue registration with the Court within 12 months of the date of approval of this Prospectus by the Polish Financial Supervision Authority (KNF) and within one month of the F-Series Shares allotment date; or
- a decision of the Registry Court regarding refusal to register the Company's share capital increase by means of F-Series Shares issue becomes legally binding.

Sales Offer regarding the Shares Sold will not become effective if all F-Series Shares are not subscribed.

Information regarding the abovementioned circumstances shall be made public (in accordance with 52 section 2 of the Act on Public Offering) by means of a communication updating the Prospectus (in the same manner in which the Prospectus was made available).

Furthermore, if the abovementioned circumstances arise and the Offering fails to become effective after the Company commences the publication of current reports (in accordance with Article 56 of the Act on Initial Offering), the Company shall inform the KNF and the Warsaw Stock Exchange of that fact and publish a current report within 24 hours of the occurrence of the abovementioned circumstances or of becoming aware of such circumstances.

Furthermore, in accordance with Article 439 of the Polish Code of Commercial Companies and Partnerships ("KSH"), subscriber lists specifying the number and type of shares allotted to each subscriber shall be laid out within a week of the shares allotment date and left for browsing during the next two weeks in the places in which the subscriptions were accepted.

If the F-Series Shares issue fails to become effective after the F-Series Shares Allotment Certificates are placed on the stock market, the Company shall apply for the F-Series Shares Allotment Certificates to discontinue to be quoted on the Warsaw Stock Exchange on the day of publication of the information of ineffective issue. In such circumstances, payments shall be reimbursed to the investors who had F-Series Shares Allotment Certificates registered on their accounts as of the settlement date for the transactions concluded on the last day the F-Series Shares Allotment Certificates were quoted on the Warsaw Stock Exchange. The amount of reimbursed payments shall be determined by multiplication of the number of F-Series Shares Allotment Certificates registered on the investor's account by the F-Series Shares issue price. The payments shall be reimbursed within 14 days of the notification of ineffective issue to the investment accounts on which the F-Series Shares Allotment Certificates were registered.

The payments shall be reimbursed without any compensation or interests.

Detailed results of the Offering shall be published in the form of current report within 2 weeks of the subscription closing date.

#### **5.1.13. Procedures regarding the execution of pre-emption rights, marketability of share subscription rights and mode of procedure with share subscription rights which have not been performed**

The Offering of F-Series Shares is conducted with the exclusion of subscription rights of the existing shareholders.

### **5.3. Price**

#### **5.3.1. Specification of the price at which the shares will be offered**

Before the commencement of the "book building" process, the Company shall make public, in accordance with the principles specified in pt. 5.3.2 of this chapter of the Prospectus, the maximum price for one Offered Share, within the meaning of Article 54 section 1 pt. 1 of the Act on Public Offering.

The price of the Offered Shares shall be established by the Management Board, in agreement with the Selling Shareholders before the commencement of the subscription for the Offered Shares, on the basis of the assessment of the demand for Offered Shares as referred to in pt. 5.1.1 of this chapter of the Prospectus.

#### **5.3.2. Principles of publicizing the price of shares in the offering**

The maximum price shall be made public by the Company in the form of an annex to this Prospectus, in accordance with the provisions of Article 51 of the Act on Public Offering.

The information on the final issue price of the Offered Shares shall be provided before the commencement of subscription for the Offered Shares by providing the information (in accordance with Article 54 section 3 of the Act on



Public Offering) to KNF and making it public in the same manner in which the Prospectus was made available, as well as in the manner specified in Article 56 section 1 of the Act on Public Offering.

The Offered Share price shall be fixed and identical for both tranches.

### 5.3.3. Basis for issue price in case of limitation or exclusion of the pre-emptive right

In accordance with § 1 section 8 pt. a) of the Resolution no. 1 of the Extraordinary General Meeting of 14 February 2014, the issue price of F-Series Shares shall be determined by the Management Board.

### 5.3.4. Comparisons of payments made by the investors in public offering and effective cash payments made with regard to securities purchase by the members of the administrative, governing or supervisory bodies, management executives or affiliated persons in the course of transactions concluded during the last year or securities which they are entitled to purchase

Payments made by investors shall be equal to the issue price specified in accordance with pt. 5.3.3. above.

To the best of the Company's knowledge, during the last year, the members of administrative and governing bodies and of the supervisory board as well as affiliated persons purchase the shares of ALTUS TFI S.A. in accordance with the list below:

**Table 36. Effective cash payments of the members of the Company's bodies in transactions concluded in 2013**

	Number of shares purchased	Average purchase price per share (PLN)
Piotr Osiecki	1,128,000	0.39545
Bogusław Galewski	120,000	0.39545
Jakub Ryba	300,000	0.10

*Źródło: ALTUS TFI*

Mr Jakub Ryba is entitled to acquire, until 31 October 2014, 300,000 E-Series Shares of the Company at an issue price of PLN 0,10 per share within the framework of the adopted conditional increase in the Company's share capital (described in more detail in pt. 17.3 of chapter III of the Prospectus) subject to the condition of remaining the Company's employee up to and including the day of share acquisition.

## 5.4. Placement and underwriting

### 5.4.1. Data regarding the coordinators of the entirety and of respective parts of the offering and the entities dealing with placement in various countries in which the offering is performed

The Offering is offered and managed by:

Mercurius Dom Maklerski Sp. z o.o.  
ul. Śmiała 26,  
01-523 Warszawa

e-mail: [mercuriusdm@mercuriusdm.pl](mailto:mercuriusdm@mercuriusdm.pl)

The Offering is co-offered and co-managed by:

Dom Inwestycyjny Investors S.A.  
ul. Mokotowska 1  
00-640 Warszawa  
e-mail: [sebastian.siejko@investors.pl](mailto:sebastian.siejko@investors.pl)

Dom Maklerski Raiffeisen Bank Polska S.A.  
ul. Piękna 20  
00-549 Warszawa  
e-mail: [dom.maklerski@raiffeisen.pl](mailto:dom.maklerski@raiffeisen.pl)

Trigon Dom Maklerski S.A.  
ul. Mogilska 65  
31-545 Kraków  
e-mail: [m.skwarczynska@trigon.pl](mailto:m.skwarczynska@trigon.pl)

Subscriptions for Offered Shares in the Institutional Tranche shall be accepted at:

- the registered seat of Mercurius Dom Maklerski Sp. z o.o. in Warsaw, 26 Śmiała St.
- the registered seat of Dom Inwestycyjny Investors S.A. in Warsaw, 1 Mokotowska St.,
- the the registered seat of Dom Maklerski Raiffeisen Bank Polska S.A. in Warsaw, 20 Piękna St.
- the branch of Trigon Dom Maklerski S.A. in Warsaw, 2 Puławska St., building B.

Subscriptions for Offered Shares in the public offering in Retail Tranche shall be accepted at Customer Service Points of the brokerage houses whose list, in accordance with Article 52 section 2 of the Act on Public Offering, shall be published in the form of an updating communication (in the same manner in which the Prospectus was made available) and posted on the Company's and the Issue Agent's websites until the date of commencement of subscriptions for Offered Shares.

#### **5.4.2. Data regarding paying agents and depository agents**

The Company does not foresee using the services of paying agents.

Depository agent is the National Depository of Securities (KDPW).

#### **5.4.3. Data regarding the entities which undertook to underwrite the issue and the entities which undertook to place the offering**

As of the Prospectus Approval Date, the Management Board concluded no service underwriting or investment underwriting agreements.

The placement of the Offering is performed by Mercurius Dom Maklerski Sp. z o.o. as well as by oraz Dom Inwestycyjny Investors S.A., Dom Maklerski Raiffeisen Bank Polska S.A. and Trigon Dom Maklerski S.A.

The amounts of placement commission depend on the value of the Offering. As of the Prospectus Approval Date, neither the final number of shares to be acquired nor the price of the Offered Shares are known. The estimated total amount of placement commission is c.a. PLN 3.7 million. The Company shall publish the information regarding the final costs of the Offering in the form of a current report in accordance with § 33 section 1 of the Report Regulation.

#### **5.4.4. Underwriting agreement finalization date**

As of the Prospectus Approval Date, the Management Board concluded no service underwriting or investment underwriting agreements.

### **5.2. Distribution and allotment principles**

#### **5.2.1. Types of investors to whom the shares are offered**

##### **5.2.1.1. Retail Tranche**

The persons authorized to place subscription orders for F-Series Shares in Retail Tranche are natural persons, legal persons and entities without legal personality, both residents and non-residents within the meaning of the Foreign Exchange Law act, with the reservation that the person authorized to place subscription orders is obliged to own a securities account at the brokerage house accepting the order or with a depository.

Non-residents intending to subscribe for F-Series Shares should become acquainted with the relevant provisions of their country of origin.

##### **5.2.1.2. Institutional Tranche**

The persons authorized to place subscription orders for Offered Shares in Institutional Tranche are:

- natural persons, legal persons and entities without legal personality, both residents and non-residents within the meaning of the Foreign Exchange Law act,
- entities managing others' portfolio of securities.

Non-residents intending to subscribe for Offered Shares should become acquainted with the relevant provisions of their country of origin.

Subscription orders for Offered Shares placed by investment fund companies in their own name, separately on behalf of respective investment funds managed by a given company, constitute placement orders of separate investors within the meaning of the Prospectus.

The persons authorized to place subscription orders for Offered Shares in the Institutional Tranche are the investors who receive a call to subscribe issued by the Issue Agent, specifying the number of shares which the subscription order should cover.

Furthermore, investors who have not received a call to subscribe shall be authorized to place subscription orders in the Institutional Tranche if they place an order for at least 20,000 shares, with the reservations that they shall not be covered by the preferential share allotment specified in pt. 5.2.3.4 of this chapter of the Prospectus.

### **5.2.2. Intentions of significant shareholders and members of the issuer's governing, supervisory or administrative bodies with regard to participation in the subscription.**

To the Company's best knowledge, neither the Company's significant shareholders nor the Management Board and Supervisory Board members intend to participate in the Offered Shares offering.

### **5.2.3. Information provided before allotment:**

#### **5.2.3.1. Division of the offering into tranches**

The Offering comprises:

- Retail Tranche, within whose framework 4,000,000 shares are offered,
- Institutional Tranche, within whose framework 17,853,768 shares are offered.

F-Series Shares and Sold Shares are offered jointly within the Institutional Tranche, without differentiation at the stage of subscription order placement by investors. As a result, both F-Series Shares and Sold Shares may be allotted to the investors who subscribe for shares in this instalments. F-Series Shares shall be allotted to investors first. Sold Shares shall be allotted next, if all the F-Series Shares have been subscribed for.

#### **5.2.3.2. Tranche size modification**

The Company and the Sellers may decide to modify the number of Offered Shares in respective tranches after assessing the demand for shares. At the latest on the working day preceding the day of commencement of subscription for F-Series Shares offered in the Retail Tranche, the Sellers may cancel the Sales Offer or decide to decrease the number of Sold Shares. In such circumstances, the information regarding the maximum number of Offered Shares in respective tranches shall be made public in accordance with Article 52 section 2 of the Act on Public Offering, before the commencement of acceptance of subscriptions for Offered Shares.

At the date of allotment of Offered Shares, the Company may decide to shift shares between tranches. Shifts between tranches may be performed only if the Offered Shares in a given tranche are not subscribed for until the subscription deadline. In such case, only the Offered Shares which have not been subscribed for by investors in a given tranche may be shifted. The Company shall not inform of such shift of Offered Shares between tranches in the mode indicated above.

#### **5.2.3.3. Allotment of shares offered in the Retail Tranche**

Shares in the Retail Tranche, after the possible shifts between tranches performed in accordance with pt. 5.2.3.4 above, shall be allotted by the Warsaw Stock Exchange IT system.

Brokerage houses accepting subscription orders for F-Series Shares shall enter F-Series Shares purchase instructions, issued on the basis of duly placed and paid orders placed by the investors, into the Warsaw Stock Exchange IT system. On the allotment date, the relevant F-Series Shares sales instruction shall be entered into the Warsaw Stock Exchange IT system.

The allotment shall be performed as follows:

- if the number of F-Series Shares for which duly paid subscription orders were placed in the Retail Tranche does not exceed the number of F-Series Shares covered by the Retail Tranche, the shares in this tranche shall be allotted to investors in the number they ordered;
- if the number of F-Series Shares for which duly paid subscription orders were placed in the Retail Tranche exceeds the number of F-Series Shares covered by the Retail Tranche, taking into account shifts between the tranches, the shares in this tranche shall be allotted to investors in accordance with proportionate reduction principles.

Shares which have not been allotted as a result of rounding, shall be allotted to investors in accordance with the allotment principles used by the Warsaw Stock Exchange.

Exclusively F-Series Shares shall be allotted in the Retail Tranche.

#### **5.2.3.4. Allotment of shares offered in the Institutional Tranche**

The allotment of Offered Shares shall be based on:

- duly completed Offered Shares subscription order form;
- payment for the subscription in accordance with the principles presented in the Prospectus.

In the Institutional Tranche the Offered Shares from that tranche shall be allotted first, the Offered Shares unsubscribed for in the Retail Tranche after the possible shifts between tranches shall be allotted in accordance with the provisions of pt. 5.2.3.2 of this chapter of the Prospectus.

An initial allotment list, i.e. a list of investors to whom the Offered Shares shall be allotted in case of placement and payment of purchase order, shall be elaborated on the basis of the "Order Book", in accordance with the principles presented in pt. 5.1.1 of this chapter of the Prospectus. The list shall specify the number of Offered Shares to be allotted to a given investor in case of placement of and payment for a subscription order for a number of shares equal to the number of shares specified in the call to subscribe. The initial allotment list shall comprise the investors who participated in the "book building" process and declared a share price equal to or higher than the finally specified one. The number of shares suggested for subscription to a given investor included in the initial allotment list shall not exceed the number declared by him at a given price and shall be determined at the discretion of the Management Board of the Company.

Furthermore, if in the course of the "book building" process, the demand is found to significantly exceed the number of Offered Shares offered in the Institutional Tranche, the Issue Agent shall elaborate the so-called additional initial allotment list. The additional initial allotment list shall include the investors whose declarations of interest in subscribing for the Offered Shares were reduced during the elaboration of the initial allotment list. The additional initial allotment list shall comprise the investors who participated in the "book building" process and declared a share price equal to or higher than the finally specified one. The number of shares suggested for subscription to a given investor included in the additional initial allotment list shall not exceed the number equivalent from the difference between: (i) the number of shares declared by a given investor at a given price and (ii) the number of shares allotted to the given investor on the initial allotment list and shall be determined at the at the discretion of the Management Board of the Company.

Additional initial allotment list shall be elaborated in order to enable the investors who participated in the "book building" process, whose declarations of interest in subscribing for the Offered Shares were reduced in the course of elaboration of the initial allotment list, to subscribe for additional Offered Shares (unsubscribed for by other investors).

In case of oversubscription in the Institutional Tranche, the Offered Shares in the Institutional Tranche, the Offered Shares shall be allotted as follows:

- first, Offered Shares shall be allotted to the investors who participated in the "book building" process who were included in the initial allotment list and who place and pay for subscription order in the amount not smaller than the one specified on that list. such investors have the guarantee of allotment of Offered Shares in the number specified in the initial allotment list,
- if after the allotment of Offered Shares in accordance with the abovementioned principles any Offered Shares remain unsubscribed for, the next Offered Shares shall be allotted to investors participating in the "book building" process who were included in the additional initial allotment list and who placed and paid for the subscription order in the amount specified by the Issue Agent in the call to subscribe.
- if after the allotment of Offered Shares in accordance with the abovementioned principles any Offered Shares remain unsubscribed for, the next Offered Shares shall be allotted to investors participating in the "book building" process who were included in the initial allotment list – with regard to the part of the subscription order which exceeded the amount specified in the initial allotment list or additional initial allotment list. If oversubscription occurs at this stage of the allotment, the proportionate reduction principle shall be applied to the parts of subscription orders that exceeded the amounts specified in the initial allotment list or additional initial allotment list, having taken into account the Offered Shares shifted from the Retail Tranche,
- if after the allotment of Offered Shares in accordance with the abovementioned principles any Offered Shares remain unsubscribed for, the next Offered Shares shall be allotted to investors participating in the "book building" process, but placed and paid for the subscription order in the amount lower than the specified in the initial allotment list. If oversubscription occurs at this stage of the allotment, the proportionate reduction principle shall be applied.
- if after the allotment of Offered Shares in accordance with the abovementioned principles any Offered Shares remain unsubscribed for, the next Offered Shares shall be allotted to investors who received no call to subscribe, but placed and paid for the subscription orders - proportionately to the size of the placed and paid order. If oversubscription occurs at this stage of the allotment, the proportionate reduction principle shall be applied.

Fractions of Offered Shares shall not be allotted. Offered Shares which have not been allotted as a result of rounding, shall be allotted respectively to the investors whose subscription orders have been reduced and who subscribed for the highest number of Offered Shares in Institutional Tranche.

Allotment of a lower number of Offered Shares than declared in the subscription order does not provide basis for

As a result, both F-Series Shares and Sold Shares may be allotted to the investors who subscribe for shares in the Institutional Tranche.

#### 5.2.3.5. Treatment in the course of allotment

Treatment in the course of allotment of the Offered Shares is not conditional upon the entity through which the subscription order for the Offered Shares is placed.

The allotment of the Offered Shares in the Institutional Tranche depends on the investor's participation in the "book building" process.

#### 5.2.3.6. Minimum single allotment

There is no minimum single allotment.

#### 5.2.3.7. Offering closing date

The Offering shall be closed on the date specified in pt. 5.1.3 of this chapter of the Prospectus, subject to the modification of that date in accordance with the principles specified in the abovementioned point.

#### 5.2.3.8. Multiple subscriptions

In Retail Tranche, the investor may place any number of subscription orders, provided that the sum of F-Series Shares covered by the subscription orders placed with a single entity accepting the orders does not exceed the total number of F-Series Shares in that tranche. If the limit is exceeded, the subscription orders placed by that investor shall be deemed to cover the number of F-Series Shares equal to the number of all F-Series Shares offered in the Retail Tranche.

In the Institutional Tranche, the investor may place any number of subscription orders, with the reservation that the subscription orders for the number of Offered Shares specified in the call to subscribe for Offered Shares received by that investor shall be covered by preferential treatment in the course of share allotment, in accordance with the principles specified in pt. 5.1.1 of this chapter of the Prospectus.

#### 5.2.4. Procedure regarding the notification of investors of the number of allotted shares

On the settlement date of the transactions concluded within the framework of the allotment of the Offered Shares, the F-Series Shares Allotment Certificates shall be recorded on the securities accounts of the investors placing subscription orders within the framework of the Retail Tranche. The investors shall be notified of that fact in accordance with the regulations applicable at the brokerage house accepting the subscription order.

After the allocation of the Offered Shares in the Institutional Tranche, the F-Series Shares Allotment Certificates shall be booked on the investor's investment account specified in the subscription order form regarding Offered Shares or Sold Shares. The investors shall be notified of that fact in accordance with the regulations applicable at the brokerage house maintaining the account specified by the investor.

F-Series Shares shall be booked on the investment accounts of the owners of F-Series Shares Allotment Certificates after the increase in the share capital by F-Series Shares issue is registered by the Registry Court and after the F-Series Shares are registered by the National Depository of Securities (KDPW). Owners of F-Series Shares Allotment Certificates shall be notified of that fact in accordance with the regulations applicable at the brokerage house in which their F-Series Shares will be registered.

It is permissible to commence trading in F-Series Shares Allotment Certificates and F-Series Shares before the abovementioned notifications are made. Within 2 working days of the allotment of the Offered Shares, the Company shall make public the information regarding the allotment date and the total number of allotted shares - in the form of updating communication in accordance with Article 52 section 2 of the Act on Public Offering.

Furthermore, in accordance with Article 439 of the Polish Code of Commercial Companies and Partnerships ("KSH"), subscriber lists specifying the number and type of shares allotted to each subscriber shall be laid out within a week of the shares allotment date and left for browsing during the next two weeks in the places in which the subscriptions were accepted.

#### 5.2.5. Over-allotment and option of additional allocation of the "greenshoe" type

No over-allotment and option of additional allocation of the "greenshoe" type is foreseen.

## 6. Admission of shares to trading and arrangements regarding trading

### 6.1. Admission of securities to trading

The Company intends to introduce B-Series Shares, C-Series Shares, D-Series Shares, E-Series Shares, F-Series Shares and F-Series Shares Allocation Certificates to trading on the market of the official quotation on the Warsaw Stock Exchange (main market).

As of the Prospectus Date (i.e. without the F-Series Shares issue), the company meets the requirements for admission to trading on the main market with regard to capitalization. In accordance with the Stock Market Regulations, the minimum capitalization is PLN 60,000,000. In the opinion of the Management Board, after the issue of F-Series Shares and acquisition by investors, each of whom shall own shares entitling to less than 5% of the votes at the General Meeting, at least 2,500,000 B-Series Shares, C-Series Shares, D-Series Shares, E-Series Shares, F-Series Shares and F-Series Shares Allocation Certificates will also meet the dispersion requirement regarding the admission to trading on the main market. If the requirements for admission to trading on the main market are not met, the Company shall apply for admission of B-Series Shares, C-Series Shares, D-Series Shares, E-Series Shares, F-Series Shares and F-Series Shares Allocation Certificates to trading on the parallel market of the Warsaw Stock Exchange.

Immediately after the allotment of F-Series Shares, the Management Board shall apply for the admission, and then for the introduction, of F-Series Shares Allotment Certificates to stock market trading.

Immediately after registration by the Registry Court of increase of the share capital by F-Series Shares, the Management Board shall apply for the admission, and then for the introduction, of B-, C-, D- and E-Series shares to stock market trading as well as for termination of quotation of F-Series Shares Allotment Certificates and the introduction of F-Series Shares = to stock market trading.

In case of the possible refusal to admit the Marketed Shares to stock market trading on the main market, the Company shall apply for the admission and for the introduction of Shares to trading on the parallel market.

The possible cancellation of the Offering is not tantamount to the Company's abandonment of the intention to seek the admission of Shares to trading on the regulated market.

B-, C-, D- and E-Series shares shall become bearer shares as of the moment of their dematerialization (registration in KDPW), in accordance with Article 53 of the Act on Investment Funds.

## **6.2. Regulated markets or equivalent markets on which the shares of the same class as the offered shares are already admitted or in the process of admission to trading**

The Company's shares are not traded on the regulated or equivalent market.

## **6.3. Information regarding the nature, the number and the characteristics of the shares involved in the subscription or placement of a private or public nature**

With the exception of the shares covered by this Prospectus, there is no concurrent or semi-concurrent subscription or placement of a private or public nature with the exception referred to below.

With regard to the adopted conditional share capital increase, the Company was authorized to issue up to 2,260,000 E-Series Shares at an issue price equal to its nominal value i.e. PLN 0.10 per share or specified in a Supervisory Board resolution adopted at the request of the President of the Management Board.

As of the Prospectus Date, within the framework of conditional share capital increase, 1,200,000 E-Series Shares have been issued at the issue price of PLN 0.10.

As of the Prospectus Date, Mr Jakub Ryba is entitled to acquire, until 31 October 2014, 300,000 E-Series Shares of the Company at an issue price of PLN 0.10 per share, subject to the condition of remaining the Company's employee up to and including the day of share acquisition.

Other 760,000 E-Series Shares may be issued within the framework of a private offering, at the issue price of PLN 0.10 per share, until 31 December 2015.

## **6.4. Data regarding intermediaries in secondary trading**

The Company's Shares are not subject to secondary trading.

There are no intermediaries in secondary trading for the Company's Shares.

## **6.5. Stabilization activities**

The Company does not foresee undertaking any activities aimed at stabilizing the rate of Shares.

# **7. Information regarding the owners of the securities involved in the sale**

## **7.1. Data regarding the entities offering securities for sale**

The list of Selling Shareholders has been presented in the table below.



**Table 37. Selling Shareholders**

Selling entity	Maximum number of sold shares	Share series
OSIECKI Investments S.C.Sp.	1,494,400	C-Series Shares
RYBA Investments S.C.Sp.	51,429	E-Series Shares
ZYDOROWICZ Investments S.C.Sp.	220,114	C-Series Shares
MANIA Investments S.C.Sp.	216,914	C-Series Shares
Tomasz Gaszyński	17,143	E-Series Shares

Source: ALTUS TFI

At the latest on the working day preceding the day of commencement of subscription for Offered Shares in the Retail Tranche, the Sellers may cancel the Sales Offer or decide to decrease the number of Sold Shares.

Information regarding the Selling Shareholders has been presented below:

- Mr Piotr Osiecki is the President of the Management Board of the Company and at the same time, the parent entity with regard to the Company. Detailed information regarding Mr Piotr Osiecki has been included in pt. 14.1.1 of chapter III of the prospectus.
- OSIECKI Investments S.C.Sp. with its registered seat in Luxembourg is a company controlled by Mr Piotr Osiecki, who is also the President of the Management Board of the Company.
- RYBA Investments S.C.Sp. with its registered seat in Luxembourg is a company controlled by Mr Jakub Ryba, Member of the Management Board of the Company. Detailed information regarding Mr Jakub Ryba has been included in pt. 14.1.1 of chapter III of the prospectus.
- ZYDOROWICZ Investments S.C.Sp. with its registered seat in Luxembourg is a company controlled by Mr Andrzej Zygorowicz, Member of the Management Board of the Company. Detailed information regarding Mr Andrzej Zygorowicz has been included in pt. 14.1.1 of chapter III of the prospectus.
- MANIA Investments S.C.Sp. with its registered seat in Luxembourg is a company controlled by Mr Rafał Tomasz Mania, Member of the Supervisory Board of the Company. Detailed information regarding Mr Jakub Ryba has been included in pt. 14.1.2 of chapter III of the prospectus.
- Tomasz Gaszyński domiciled in Łódź is the Commercial Proxy of the Company, authorized to represent the Company jointly with a Member of the Management Board. At the same time, Mr Tomasz Gaszyński is the person managing the fund assets.

## 7.2. Lock—up agreements

As of the Prospectus Date, the Company concluded a lock-up agreement with the Company's shareholders: Bogusław Galewski, Tomasz Gaszyński, Michał Kowalczewski, Piotr Osiecki, as well as the companies MANIA Investments S.C.Sp., Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością 2 Spółka komandytowo – akcyjna, OSIECKI Investments S.C.Sp., RYBA Investments S.C.Sp. and ZYDOROWICZ Investments S.C.Sp., owning jointly 40,920,000 shares in the Company ("Shareholders") and Mercurius Dom Maklerski Spółka z ograniczoną odpowiedzialnością ("the Offeror"). In accordance with the agreement, during the period from the date of its execution, until the day falling 12 months after the Shares are quoted on the Warsaw Stock Exchange ("Grace Period"), the Shareholders:

- 1) shall not offer, transfer, establish any encumbrance, option, undertake to sell or dispose in any other manner, directly or indirectly, of the Shareholder's Shares or of financial instruments convertible into or entitling to take up or acquire Shareholder's Shares,
- 2) shall not conclude any agreements or perform any transactions which will or may constitute basis for transfer of other disposal, direct or indirect, of any rights under the Shareholder's Shares or whose economic outcome would be equivalent to the disposal of rights resulting from the ownership of the Shareholder's Shares (activities specified in pts. 1) and 2) are jointly referred to as "Disposal"),
- 3) shall not authorize anyone to hold talks regarding the possibility of Disposal of the Shareholder's Shares during the Grace Period or declare the intention to Dispose of the Shareholder's Shares during the Grace Period.

With the reservation that the limitation in share disposal does not apply to:

- 1) the transfer of Shareholder's Shares or financial instruments specified above to a trust or another entity established for the Shareholder's asset planning or other kind of management of the Shareholder's own assets (including to the benefit of Shareholder's shareholders or partners and the members of their families) if the purchasers of the Shareholder's Shares (or financial instruments referred to above) undertake to observe the restrictions stipulated in

the Agreement and conclude a relevant agreement with the Offeror and with the Company not later than on the date of ownership transfer,

- 2) the transfer of Shareholder's Shares or financial instruments specified above to the entities being members of the same capital group as the Shareholder within the meaning of the Act on public offering and on the conditions of introduction of financial instruments to organized trading system and on public companies (Journal of Laws of 2005 No. 184 item 1539 as amended) with the reservation that the investment fund and its subsidiaries are considered members of the same capital group as the Shareholder for the sake of this agreement is the entities being members of the same capital group as the Shareholder directly or indirectly hold the majority of the votes in the investor council, investor meeting or participant meeting of the fund and if the purchasers of the Shareholder's Shares (or financial instruments referred to in sec. 1.1 above) undertake to observe the restrictions stipulated in the Agreement and conclude a relevant agreement with the Offeror and with the Company not later than on the date of ownership transfer,,
- 3) the transfer of Shareholder's Shares or financial instruments specified above to Piotr Osiecki or OSIECKI Investments S.C.Sp and their legal successors, whereas in such case the provisions of pts. 1) and 2) apply accordingly,
- 4) the sale of Sold Shares within the framework of a Public Offering held on the basis of an Issue Prospectus, before the introduction of the Shares to trading on the WSE ,
- 5) the sale of Shareholder's Shares in response to calls to subscribe for the sale or exchange of shares, with the exception of a call made on the basis of Article 72 of the Act on Offering.

If during the Grace Period referred to above, the objective of issue of F Series Shares as specified in the Issue Prospectus consisting in the takeover of another investment fund company is not fulfilled, the Grace Period shall be extended until one of the following dates, whichever occurs first:

- 1) the objective of issue of F Series Shares consisting in the takeover of another investment fund company is or
- 2) the Company buys back own shares for an amount not lower than the amount of proceeds from the issue of F Series Shares in the amount and on the principles specified in the approved Prospectus.

## 8. Issue/offering costs

ALTUS TFI foresees the income from the F-Series Shares issue to amount to c.a. PLN 180 million. Total estimated costs of issue of F-Series Shares will amount to c.a. PLN 2.5 million and include:

- estimated cost of elaboration of the Prospectus, taking into account consultancy and offering costs (including placement commission) PLN 4,000 thousand
- estimated promotion cost of the planned Offering PLN 100 thousand
- other costs regarding the elaboration and performance of the Offer PLN 200 thousand

Costs related to the offering of the Sold Shares shall be covered by the Selling Shareholders.

ALTUS TFI S.A. shall publish the information regarding the final costs of the Offering in the form of a current report in accordance with § 33 section 1 of the Report Regulation.

## 9. Dilution

To the best knowledge of the Management Board, the composition of shareholders of ALTUS TFI as of the Prospectus Date was as follows:

**Tabela 36. ALTUS TFI S.A. shareholder structure as at the Prospectus Date**

Shareholder	Number of shares	Number of votes on the General Meeting	% of share capital	% of votes on the General Meeting
Piotr Osiecki (directly and indirectly), including*:	27,401,360	34,901,360	62.27%	67.77%
- Piotr Osiecki directly	22,754,000	30,254,000	51.71%	58.75%
- OSIECKI Investments S.C.Sp.	1,567,360	1,567,360	3.56%	3.04%
- ALTUS TFI S.A. (own shares)**	3,080,000	3,080,000	7.00%	5.98%
ZYDOROWICZ Investments S.C.Sp.	3,582,360	3,582,360	8.14%	6.96%
MANIA Investments S.C.Sp.	3,530,280	3,530,280	8.02%	6.85%

Shareholder	Number of shares	Number of votes on the General Meeting	% of share capital	% of votes on the General Meeting
Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością 2 S.K.A	2,970,000	2,970,000	6.75%	5.77%
Bogusław Galewski	2,700,000	2,700,000	6.14%	5.24%
Michał Kowalczewski	2,700,000	2,700,000	6.14%	5.24%
Other shareholders (less than 5% of votes on the General Meeting)	1,116,000	1,116,000	2.54%	2.17%
<b>Total</b>	<b>44,000,000</b>	<b>51,500,000</b>	<b>100.00%</b>	<b>100.00%</b>

\* Piotr Osiecki does not exercise voting rights for the shares owned indirectly through ALTUS TFI, therefore the number of votes exercised on the General Meeting is 31,821,360 (61.79% of votes)

\*\* Pursuant to Article 364 § 2 of the Polish Commercial Companies Code, the Company does not exercise voting rights under own shares,  
Source: ALTUS TFI

### 9.1. Amount and percentage of immediate dilution caused by the offering

Within the framework of the new issue, the Company intends to issue a total of 16,380,00 F-Series Shares excluding the pre-emptive right of the existing shareholders of the Company. Furthermore, within the framework of the Public Offering, the Selling Shareholders intend to sell a total of up to 2,000,000 Sold Shares.

After the Public Offering, assuming that:

- all F-Series Shares are acquired by new shareholders,
- new shareholders acquire all shares sold by the Selling Shareholders,

the Company's shareholding structure shall be as follows:

**Table 37. ALTUS TFI S.A. shareholder structure following the issue of Series F Shares and carrying out the Sale Offer (without own shares redemption)**

Shareholder	Number of shares	Number of votes on the General Meeting	% of share capital	% of votes on the General Meeting
Piotr Osiecki (directly and indirectly), including:	22,826,960	30,326,960	37.81%	44.68%
- Piotr Osiecki directly	22,754,000	30,254,000	37.69%	44.57%
- OSIECKI Investments S.C.Sp.	72,960	72,960	0.12%	0.11%
ALTUS TFI S.A. (own shares)*	3,080,000	3,080,000	5.10%	4.54%
ZYDOROWICZ Investments S.C.Sp.	3,362,246	3,362,246	5.57%	4.95%
MANIA Investments S.C.Sp.	3,313,366	3,313,366	5.49%	4.88%
Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością 2 S.K.A.	2,970,000	2,970,000	4.92%	4.37%
Bogusław Galewski	2,700,000	2,700,000	4.47%	3.98%
Michał Kowalczewski	2,700,000	2,700,000	4.47%	3.98%
The remaining current shareholders (less than 5% of votes on the General Meeting)	1,047,428	1,047,428	1.73%	1.54%
New shareholders	18,380,000	18,380,000	30.44%	27.08%
<b>Total</b>	<b>60,380,000</b>	<b>67,880,000</b>	<b>100.00%</b>	<b>100.00%</b>

\* Pursuant to Article 364 § 2 of the Polish Commercial Companies Code, the Company does not exercise voting rights under own shares,  
Source: ALTUS TFI

After the redemption of 3,080,000 Company's own shares and assuming that the Public Offering will be performed at the maximum extent, i.e. in case of taking up 16,380,000 F-Series Shares and acquisition of 2,000,000 Sold Shares by new shareholders, shareholder structure of the Company shall be as follows:

**Table 38. ALTUS TFI S.A. shareholder structure following the issue of Series F Shares and carrying out the Sale Offer (following own shares redemption)**

Shareholder	Number of shares	Number of votes on the General Meeting	% of share capital	% of votes on the General Meeting
Piotr Osiecki (directly and indirectly), including:	22,826,960	30,326,960	39.84%	46.80%
- Piotr Osiecki directly	22,754,000	30,254,000	39.71%	46.69%
- OSIECKI Investments S.C.Sp.	72,960	72,960	0.13%	0.11%
ZYDOROWICZ Investments S.C.Sp.	3,362,246	3,362,246	5.87%	5.19%
MANIA Investments S.C.Sp.	3,313,366	3,313,366	5.78%	5.11%
Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością 2 S.K.A.	2,970,000	2,970,000	5.18%	4.58%
Bogusław Galewski	2,700,000	2,700,000	4.71%	4.17%
Michał Kowalczewski	2,700,000	2,700,000	4.71%	4.17%
The remaining current shareholders (less than 5% of votes on the General Meeting)	1,047,428	1,047,428	1.83%	1.62%
New shareholders	18,380,000	18,380,000	32.08%	28.36%
<b>Total</b>	<b>57,300,000</b>	<b>64,800,000</b>	<b>100.00%</b>	<b>100.00%</b>

Source: ALTUS TFI

## 9.2. Amount and percentage of immediate dilution caused by the offering if the existing shareholders fail to acquire the new offering directed at them

The offering is not directed at the existing shareholders of the Company.

## 10. Additional information

### 10.1. Description of the scope of issue-related activities

#### **Wołoszański, Rożko & Partners – Attorneys at Law**

Wołoszański, Rożko & Partners – Attorneys at Law provide legal consultancy services to the Company with regard to the Offering, comprising the elaboration of selected parts of the Issue Prospectus and services in course of the proceedings before KNF with regard to Prospectus approval.

#### **Domański Zakrzewski Palinka Spółka Komandytowa**

provides legal consultancy services to the Company with regard to the Offering, comprising the elaboration of selected parts of the Issue Prospectus.

#### **Financial Advisor**

Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością sp. k. jest is the entity responsible for consultancy services consisting in:

- financial consultancy regarding the elaboration of the Public Offering,
- elaboration of certain parts of the Issue Prospectus as well as elaboration and performance of approval proceedings for the Prospectus,
- elaboration and performance of the Public Offering,
- elaboration and performance of the process of introduction of Shares and Offered Shares to stock market trading at the Warsaw Stock Exchange.

#### **Issue Agent**

Mercurius Dom Maklerski Sp. z o.o. in its capacity as the Issue Agent is an entity responsible for agency in the Company proposing the acquisition of the Offered Shares, in particular by the means of:

- elaboration of certain parts of the Issue Prospectus as well as elaboration and performance of approval proceedings for the Prospectus,

- elaboration and performance of the Public Offering,
- elaboration and performance of the process of admission of Marketed Shares and Offered Shares to stock market trading at the Warsaw Stock Exchange.

#### **Co-offerors**

Dom Inwestycyjny Investors S.A. with its registered office at Warsaw, responsible for intermediation in proposals for the acquisition of the Offer Shares;

Trigon Dom Maklerski S.A. with its registered office at Krakow, responsible for intermediation in proposals for the acquisition of the Offer Shares;

Dom Maklerski Raiffeisen Bank Polska S.A. with its registered office at Warsaw, responsible for intermediation in proposals for the acquisition of the Offer Shares.

#### **Certified Auditor**

WBS Audyt Sp. z o.o. is a certified auditor auditing the Company's historical financial information for the years 2010-2012. WBS Audyt Sp. z o.o. advised the Company on the presentation of historical financial data with regard to the Public Offering of the F-Series Shares and participated in proceedings before capital market institutions and KNF.

### **10.2. Other information which was examined or browsed by authorized certified auditors and comprised in their reports**

There was no other information examined or browsed by authorized certified auditors.

### **10.3. Data regarding the expert**

The Prospectus includes no expert representations or reports, hence the Prospectus contains no additional information regarding experts or their possible significant involvement in our Company.

### **10.4. Confirmation that information obtained from third parties has been quoted precisely. The sources of such information.**

Information obtained from third parties has been used in the Prospectus. We confirm that such information has been quoted precisely and that to the best of our awareness and of our assessment on the basis of information published by third parties, no facts were omitted which could result in the quoted information being imprecise or misleading.

In case of processing or aggregation of numerical data from external sources, we made every effort to reflect the economic reality as faithfully as possible.

The list of external sources of information used in the Prospectus has been presented in pt. 23.2 of chapter III of the Prospectus.

# APPENDICES

## Appendix no. 1 – Copy from the register of entrepreneurs

Print-out identifier: RP/290831/24/20140214150451

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CENTRAL INFORMATION OFFICE OF THE NATIONAL COURT REGISTER

### NATIONAL COURT REGISTER

State as at 14 February 2014, 15:04:51

KRS number: 0000290831

Information corresponding to the current copy

FROM THE REGISTER OF ENTREPRENEURS

collected under Article 4 section 4aa of the Act of 20 August 1997

on the National Court Register (Journal of Laws of 2007 no. 168, item 1186, as amended)

Date of registration in the National Court Register	18.10.2007		
The last entry	Entry number	24	Date of entry
	File reference number	WA.XII NS-REJ.KRS/5574/14/724	
	Court	DISTRICT COURT FOR THE CAPITAL CITY OF WARSAW, XII COMMERCIAL DIVISION OF THE NATIONAL COURT REGISTER	

### Section 1

Field 1 – Data on the entity	
1. Type of legal form	SPÓŁKA AKCYJNA (JOINT-STOCK COMPANY)
2. REGON (business entity statistical number) / NIP (tax identification number)	REGON: 141158275, NIP: 1080003690
3. Business name of the company	ALTUS TOWARZYSTWO FUNDUSZY INWESTYCYJNYCH SPÓŁKA AKCYJNA
4. Data on previous registration	----
5. Does the entrepreneur conduct economic activity with other entities on the basis of a deed of a civil law partnership?	NO



6. Does the entity have the status of a public benefit organization?	NO
--	----

Field 2 – Registered office and address of the entity	
1. Registered office	country: POLAND, province: MAZOWIECKIE, municipality: CAPITAL CITY OF WARSAW, commune: CAPITAL CITY OF WARSAW, city/town: WARSAW
2. Address	ul. PAŃKIEWICZA, No. 3, suite: ---, city/town: WARSAW, postal code 00-696, post office WARSAW, country POLAND
3. E-mail address	-----
4. Website	-----

Field 3 – Branches
No entries

Field 4 – Information on the Statutes		
1. Information on concluding or amending the Statutes	1	NOTARIAL DEED OF 20 AUGUST 2007 R/D A NO. 14394/2007 DRAWN UP BY NOTARY SŁAWOMIR STROJNY IN WARSAW IN THE NOTARIAL OFFICE OF MAREK BARTNICKI, MAGDALENA PRONIEWICZ, SŁAWOMIR STROJNY, WIKTOR WĄGRODZKI PARTNERSHIP IN WARSAW, UL. GAŁCZYŃSKIEGO 4
	2	NOTARIAL DEED OF 6 FEBRUARY 2008 R/D A NO. 2060/2008 DRAWN UP BY NOTARY SŁAWOMIR STROJNY IN THE NOTARIAL OFFICE, UL. GAŁCZYŃSKIEGO 4, WARSAW, AMENDING: - ARTICLE 10 SECTION 8 PT. 2) OF THE STATUTES - ARTICLE 11 SECTION 10 PT. 3) OF THE STATUTES - ARTICLE 12 SECTION 5 OF THE STATUTES
	3	NOTARIAL DEED OF 6 FEBRUARY 2008 R/D A NO. 2060/2008, NOTARY SŁAWOMIR STROJNY IN THE NOTARIAL OFFICE OF MAREK BARTNICKI, MAGDALENA PRONIEWICZ, SŁAWOMIR STROJNY, WIKTOR WĄGRODZKI PARTNERSHIP, UL. GAŁCZYŃSKIEGO 4 IN WARSAW, ARTICLE 6 SECTION 1 OF THE STATUTES WAS AMENDED.
	4	NOTARIAL DEED DRAWN UP ON 12 JANUARY 2010 BEFORE A NOTARY IN WARSAW, IGOR SOROKA, WITH AN OFFICE IN WARSAW AT UL. NOWOGRODZKA 51, R/D A NO. 204/2010, AMENDED: ARTICLE 5 SECTION 1 PT. 2, ARTICLE 5 SECTION 1 PT. 3, ARTICLE 6 SECTION 1 OF THE STATUTES.
	5	MINUTES OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING, DRAWN UP ON 15 APRIL 2011 BY A NOTARY IN WARSAW, PIOTR SKOWORODKO (00-695 WARSAW, UL. NOWOGRODZKA 51), R/D A NO. 3192/2011  ARTICLE 6 SECTION 1 WAS AMENDED ARTICLE 6A WAS ADDED
	6	23 JANUARY 2012, NOTARY IN WARSAW, PIOTR SKOWORODKO, R/D A NO. 445/2012  ARTICLE 6 WAS AMENDED
	7	13 DECEMBER 2013, R/D A NO. 11669/2013 NOTARY PIOTR SKOWORODKO NOTARIAL OFFICE 00-695 WARSAW, UL. NOWOGRODZKA 51  §6A WAS AMENDED
	8	7 JANUARY 2014, R/D A NO. 63/2014 NOTARY IGOR SOROKA, NOTARIAL OFFICE AT UL. NOWOGRODZKA 51 IN WARSAW

	AMENDMENT OF ARTICLE 6 SECTION 1 OF THE STATUTES
9	29 JANUARY 2014 R/D A NO. 583/2014 NOTARY IGOR SOROKA, NOTARIAL OFFICE AT UL. NOWOGRODZKA 51  AMENDED: THE TITLE OF THE STATUTES, ARTICLE 1 SECTION 1, ARTICLE 5, ARTICLE 6, ARTICLE 6A, ARTICLE 7, ARTICLE 8, ARTICLE 9, ARTICLE 10, ARTICLE 11, ARTICLE 12, ARTICLE 13, ARTICLE 14, ARTICLE 15, ARTICLE 16,  ADDED: ARTICLE 17, ARTICLE 18, ARTICLE 19, ARTICLE 20, ARTICLE 21, ARTICLE 22

Field 5	
1. Duration of the company	PERPETUAL
2. Designation of a newsletter other than Monitor Sądowy i Gospodarczy (Court and Commercial Gazette) for the company's announcements	-----
4. Do the statutes of the company confer on particular shareholders personal rights or titles of participation in the profit or assets of the company other than the rights attached to shares?	NO
5. Do bondholders have the right to participate in the profit?	NO

Field 6 –Establishment of the company
No entries

Field 7 – Data of the sole shareholder
No entries

Field 8 – Capital of the Company	
1. Amount of the share capital	PLN 4,400,000.00
2. Amount of the target capital	-----
3. Number of shares in all issues	44000000
4. Nominal value of the shares	PLN 0.10
5. Amount of paid-up capital	PLN 4,400,000.00
6. Nominal value of conditional increase in share capital	PLN 226,000.00
Subfield 1	
Information on contribution in kind	
No entries	

Field 9 – Issue of shares		
1	1. Share series name	A
	2. Number of shares in the given series	7500000
	3. Type of privilege and number of privileged shares or information that shares are not privileged	EACH SHARE BEARS TWO VOTES
2	1. Share series name	B-SERIES
	2. Number of shares in the given series	7500000
	3. Type of privilege and number of privileged shares or information that shares are not privileged	SHARES ARE NOT PRIVILEGED
3	1. Share series name	C
	2. Number of shares in the given series	25000000
	3. Type of privilege and number of privileged shares or information that shares are not privileged	SHARES ARE NOT PRIVILEGED
4	1. Share series name	D-SERIES
	2. Number of shares in the given series	2800000
	3. Type of privilege and number of privileged shares or information that shares are not privileged	SHARES ARE NOT PRIVILEGED
5	1. Share series name	E
	2. Number of shares in the given series	1200000
	3. Type of privilege and number of privileged shares or information that shares are not privileged	SHARES ARE NOT PRIVILEGED

Field 10 – Notice on the adoption of a resolution concerning the issue of convertible bonds
No entries

Field 11
1. Is the management board or the administrative board entitled to issue subscription warrants?
NO

**Section 2**

<b>Field 1 – Body authorized to represent the entity</b>		
1. Name of the body authorized to represent the entity	MANAGEMENT BOARD	
2. Manner of representation of the entity	SUBMITTING DECLARATIONS OF WILL AND SIGNING ON BEHALF OF THE COMPANY MAY BE PERFORMED BY:  1) TWO MEMBERS OF THE MANAGEMENT BOARD ACTING JOINTLY OR BY 2) ONE MEMBER OF THE MANAGEMENT BOARD ACTING JOINTLY WITH A COMMERCIAL PROXY	
<b>Subfield 1</b>		
<b>Data on the members of the body</b>		
1	1. Family name / Business name	OSIECKI
	2. Given names	PIOTR MARIUSZ
	3. PESEL/REGON number	73091600455
	4. KRS number	****
	5. Function in the representing body	PRESIDENT OF THE MANAGEMENT BOARD
	6. Has the member of the Management Board been suspended in his activities?	NO
	7. Suspension until	-----
2	1. Family name / Business name	ZYDOROWICZ
	2. Given names	ANDRZEJ
	3. PESEL/REGON number	73031800613
	4. KRS number	****
	5. Function in the representing body	MEMBER OF THE MANAGEMENT BOARD
	6. Has the member of the Management Board been suspended in his activities?	NO
	7. Suspension until	-----
3	1. Family name / Business name	RYBA
	2. Given names	JAKUB ANDRZEJ
	3. PESEL/REGON number	83041408910
	4. KRS number	****
	5. Function in the representing body	MEMBER OF THE MANAGEMENT BOARD
	6. Has the member of the Management Board been suspended in his activities?	NO
	7. Suspension until	-----
4	1. Family name / Business name	CHUŚĆ
	2. Given names	WITOLD

3. PESEL/REGON number	74021600899
4. KRS number	****
5. Function in the representing body	MEMBER OF THE MANAGEMENT BOARD
6. Has the member of the Management Board been suspended in his activities?	NO
7. Suspension until	-----

Field 2 – Supervisory body			
1	1. Name of the body		SUPERVISORY BOARD
	Subfield 1		
	Data on the members of the body		
	1	1. Family name	KOWALCZEWSKI
		2. Given names	MICHAŁ KRZYSZTOF
		3. PESEL number	71072202490
	2	1. Family name	MANIA
		2. Given names	RAFAŁ TOMASZ
		3. PESEL number	70081102351
	3	1. Family name	PROCZEK
		2. Given names	BEATA
		3. PESEL number	69072800602
	4	1. Family name	JACZEWSKI
		2. Given names	PIOTR PAWEŁ
		3. PESEL number	77121210553
	5	1. Family name	KAMIŃSKI
		2. Given names	PIOTR MACIEJ
		3. PESEL number	68082700630

Field 3 – Commercial Proxies			
1	1. Family name /Business	GASZYŃSKI	
	2. Given names	TOMASZ ANDRZEJ	
	3. PESEL number	83070807416	
	4. Type of commercial representation	JOINT COMMERCIAL REPRESENTATION TOGETHER WITH A MEMBER OF THE MANAGEMENT BOARD	
2	1. Family name /Business	FIEDORUK	
	2. Given names	ANETA	
	3. PESEL number	84022100229	
	4. Type of commercial representation	JOINT COMMERCIAL REPRESENTATION TOGETHER WITH A MEMBER OF THE MANAGEMENT BOARD	
3	1. Family name /Business	CHRYSTOWSKI	
	2. Given names	KAROL GRZEGORZ	
	3. PESEL number	79111900330	
	4. Type of commercial representation	JOINT COMMERCIAL REPRESENTATION TOGETHER WITH A MEMBER OF THE MANAGEMENT BOARD	

### Section 3

Field 1 – Scope of activity		
1. Scope of entrepreneur's activity	1.	(66.30.Z) ESTABLISHING INVESTMENT FUNDS OR FOREIGN FUNDS AND THEIR MANAGEMENT, INCLUDING AGENCY IN THE DISPOSAL AND REPURCHASE OF PARTICIPATION UNITS, THEIR REPRESENTATION TOWARDS THIRD PARTIES AND MANAGEMENT OF A COLLECTIVE PORTFOLIO OF SECURITIES
	2.	(66.30.Z), MANAGING PORTFOLIOS COMPRISING ONE OR MORE FINANCIAL INSTRUMENTS
	3.	(66.19.Z), FINANCIAL CONSULTANCY, PROVIDED THAT THE COMPANY CONCURRENTLY APPLIED FOR A PERMISSION TO PURSUE ACTIVITY REFERRED TO IN ITEM 2) OR ALREADY PURSUES SUCH ACTIVITY
	4.	(66.12.Z), AGENCY IN THE DISPOSAL AND REPURCHASE OF PARTICIPATION UNITS IN INVESTMENT FUNDS ESTABLISHED BY OTHER INVESTMENT FUND COMPANIES OR PARTICIPATION TITLES IN FOREIGN FUNDS, OPEN INVESTMENT FUNDS WITH THEIR REGISTERED SEAT IN COUNTRIES THAT ARE PART OF THE EEA AND OPEN INVESTMENT FUNDS WITH REGISTERED SEAT IN COUNTRIES THAT ARE PART OF THE OECD OTHER THAN MEMBER STATES OR COUNTRIES THAT ARE PART OF THE EEA
	5.	(66.12.Z), ACTING AS A REPRESENTATIVE OF FOREIGN FUNDS

Field 2 – Notes on documents submitted			
Document type	Consecutive number	Date of submission	For the period of
1. Note on submitting the annual financial statements	1	17.03.2009	FROM 18.10.2007 TO 31.12.2008
	2	25.03.2010	01.01.2009 - 31.12.2009
	3	26.04.2011	01.01.2010 - 31.12.2010
	4	11.04.2012	01.01.2011 - 31.12.2011
	5	12.06.2013	01.01.2012 - 31.12.2012
2. Note on submitting a statutory auditor's opinion	1	*****	FROM 18.10.2007 TO 31.12.2008
	2	*****	01.01.2009 - 31.12.2009
	3	*****	01.01.2010 - 31.12.2010
	4	*****	01.01.2011 - 31.12.2011
	5	*****	01.01.2012 - 31.12.2012
3. Note on submitting a resolution or decision on the approval of the financial statements	1	*****	FROM 18.10.2007 TO 31.12.2008
	2	*****	01.01.2009 - 31.12.2009
	3	*****	01.01.2010 - 31.12.2010
	4	*****	01.01.2011 - 31.12.2011
	5	*****	01.01.2012 - 31.12.2012
4. Note on submitting a report on the entity's activity	1	*****	FROM 18.10.2007 TO 31.12.2008
	2	*****	01.01.2009 - 31.12.2009
	3	*****	01.01.2010 - 31.12.2010
	4	*****	01.01.2011 - 31.12.2011
	5	*****	01.01.2012 - 31.12.2012

Field 3 – Reports of the capital group
No entries



<b>Field 4 – Subject of statutory activity of a public utility organization</b>
No entries

#### Section 4

<b>Field 1 – Arrears</b>
No entries

<b>Field 2 – Receivables</b>
No entries

<b>Field 3 – Information on securing debtor's equity in insolvency proceedings through suspension of enforcements against the debtor, on dismissing a motion to declare insolvency due to the fact that the property of an insolvent debtor is not sufficient to cover the costs of proceedings</b>
No entries

<b>Field 4 – Discontinuation of enforcement against the entity due to the fact that the amount acquired from enforcement would be lower than the costs of enforcement</b>
No entries

#### Section 5

<b>Field 1 – Trustee</b>
No entries

#### Section 6

<b>Field 1 – Winding up</b>
No entries

<b>Field 2 – Information on dissolution or voiding of the company</b>
No entries

<b>Field 3 – Compulsory administration</b>
No entries

<b>Field 4 – Information on merger, division or transformation</b>
No entries

<b>Field 5 – Information on bankruptcy proceedings</b>
No entries

<b>Field 6 – Information on composition proceedings</b>
No entries

<b>Field 7 – Information on recovery proceedings</b>
No entries

<b>Field 8 – Information on suspension of business activity</b>
No entries

print-out generated on 14 February 2014 website on which the information from the register is available: <a href="https://ems.ms.gov.pl">https://ems.ms.gov.pl</a>
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## Appendix No. 2 – Statutes

### STATUTES OF ALTUS TOWARZYSTWO FUNDUSZY INWESTYCYJNYCH SPÓŁKA AKCYJNA (ALTUS INVESTMENT FUND COMPANY JOINT-STOCK COMPANY)

#### Article 1. BUSINESS NAME

1. The Company pursues its activity under the business name “ALTUS Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna” (ALTUS Investment Fund Company Joint-Stock Company).
2. In its business name instead of the designation “Towarzystwo Funduszy Inwestycyjnych” the Company may use abbreviation “TFI”.

#### Article 2. REGISTERED SEAT

The Company's registered seat is the capital city of Warsaw.

#### Article 3. DURATION

The Company is incorporated for an indefinite period of time.

#### Article 4. INTERESTS IN OTHER COMPANIES AND PARTNERSHIPS

1. The Company may hold interests in other companies and partnerships in the Republic of Poland and abroad within the scope permitted by law.
2. The Company may establish branch offices in the Republic of Poland and pursue activity in the form of branch offices within the territory of European Union member states.

#### Article 5. OBJECT OF THE COMPANY'S ACTIVITY

1. The object of the Company's activity shall consist in:
  - 1) establishing investment funds or foreign funds and their management, including agency in the disposal and repurchase of participation units, their representation towards third parties and management of a collective portfolio of securities (Polish Classification of Activities PKD 66.30.Z),
  - 2) managing portfolios comprising one or more financial instruments (PKD 66.30.Z),
  - 3) financial consultancy, provided that the company concurrently applied for a permission to pursue activity referred to in item 2) or already pursues such activity (PKD 66.19.Z),
  - 4) agency in the disposal and repurchase of participation units in investment funds established by other investment fund companies or participation titles in foreign funds, open investment funds with their registered seat in countries that are part of the EEA and open investment funds with registered seat in countries that are part of the OECD other than member states or countries that are part of the EEA (PKD 66.12.Z),
  - 5) acting as a representative of foreign funds (PKD 66.12.Z).
2. Should legal regulations so provide, pursuing activity within the scope specified in item 1 shall require obtaining a permit of the Polish Financial Supervision Authority (KNF).

#### Article 6. SHARE CAPITAL

1. The Company's share capital shall amount to PLN 4,400,000.00 (four million four hundred thousand Zlotys) and be divided into:
  - 1) 7,500,000 (seven million five hundred thousand) registered A-series shares with numbers from 0000001 to 7500000 and nominal value of PLN 0.10 (ten groszy) each with preference as regards voting rights in such a way that each share carries two votes,
  - 2) 7,500,000 (seven million five hundred thousand) registered B-series shares with numbers from 7500001 to 15000000 and nominal value of PLN 0.10 (ten groszy) each,
  - 3) 25,000,000 (twenty-five million) registered C-series shares with numbers from 15000001 to 40000000 and nominal value of PLN 0.10 (ten groszy) each,

- 4) 2,800,000 (two million eight hundred thousand) registered D-series shares with numbers from 40000001 to 42800000 and nominal value of PLN 0.10 (ten groszy) each,
  - 5) 1,200,000 (one million two hundred thousand) registered E-series shares with numbers from 42800001 to 44000000 and nominal value of PLN 0.10 (ten groszy) each.
2. The Company's shares shall be indivisible.
  3. Upon dematerialisation registered shares shall be converted into bearer shares.
  4. The Company's shares may be redeemed. Shares in the Company's share capital may be redeemed upon the shareholder's consent by way of their acquisition by the Company. Redemption of shares shall require a resolution of the Shareholders' Meeting.
  5. The Company's founders are Rafał Mania and Tomasz Matczuk.

#### **Article 6a. CONDITIONAL SHARE CAPITAL**

1. The Company's conditional share capital shall amount to maximally PLN 226,000.00 (two hundred and twenty-six thousand Zlotys) and be divided into maximally 2.260.000 (two million two hundred and sixty thousand) new ordinary registered E-series shares with the nominal value of PLN 0.10 (ten groszy) each.
2. The aim of a conditional increase in the share capital shall be to grant the right to take over E-series shares to persons entitled under subscription warrants to take over E-series shares.
3. Entitled to take over E-series shares shall be persons entitled to take over subscription warrants issued under Resolution No. 32 of the Ordinary Shareholders' Meeting of 15<sup>th</sup> April 2011 amended by Resolution No. 3 of the Extraordinary Shareholders' Meeting of 13<sup>th</sup> December 2013 and amended by Resolution No. 5 of the Extraordinary Shareholders' Meeting of 29<sup>th</sup> January 2014.
4. Persons entitled to take over E-series shares under Resolution No. 32 of the Company's Ordinary Shareholders' Meeting of 15<sup>th</sup> April 2011 amended by Resolution No. 3 of the Extraordinary Shareholders' Meeting of 13<sup>th</sup> December 2013 and amended by Resolution No. 5 of the Extraordinary Shareholders' Meeting of 29<sup>th</sup> January 2014 shall be entitled to execute the right to take over E-series shares in amounts, within time limits and on terms indicated in the said resolutions.

#### **Article 7. INCREASE IN THE COMPANY'S SHARE CAPITAL**

An increase in the Company's share capital shall require an amendment to the Statutes and shall be carried out by way of an issue of new shares or an increase in the nominal value of existing ones.

#### **Article 8. COMPANY'S GOVERNING BODIES**

The Company's governing bodies shall be:

1. Shareholders' Meeting,
2. Supervisory Body,
3. Management Board.

#### **Article 9. SHAREHOLDERS' MEETING**

1. The Company's Shareholders' Meeting shall be convened and operate on terms specified in the Polish Code of Commercial Companies and Partnerships and the present Statutes.
2. The Shareholders' Meeting may be ordinary or extraordinary.
3. The Shareholders' Meeting shall be held at the Company's seat or in the town being registered seat of the company managing the stock exchange on which the Company's shares are traded, or in Warsaw.

#### **Article 10. ORGANISATION OF THE SHAREHOLDERS' MEETING**

1. The Shareholders' Meeting shall be opened by the President of the Management Board or another Management Board member. Should none of them be able to open the Shareholders' Meeting, it shall be opened by a member of the Supervisory Board.

2. Members of the Supervisory Board and the Management Board should participate in the session of the Shareholders' Meeting in composition rendering it possible to provide substantive answers to any and all questions posed during the session.

#### **Article 11. RESOLUTIONS OF THE SHAREHOLDERS' MEETING**

1. Resolutions of the Shareholders' Meeting may be adopted without a formal convocation thereof, provided that the Company's entire share capital is represented and none of the persons present lodges objection against holding a session of the Shareholders' Meeting or including individual matters in the agenda.
2. With the exception of A-series shares with preference as to voting rights in that each A-series share carries two votes, each share shall entitle to one vote at the Shareholders' Meeting.
3. Resolutions of the Shareholders' Meeting shall be adopted by an ordinary majority of votes, unless legal regulations provide otherwise.
4. Resolutions of the Shareholders' Meeting should secure the necessary time interval between decisions resulting in specific corporate events and dates on which the rights of shareholders arising from those corporate events are established.

#### **Article 12. ADDITIONAL COMPETENCES OF THE SHAREHOLDERS' MEETING**

In addition to matters stipulated in the Code of Commercial Companies and Partnerships and other legal regulations, the Shareholders' Meeting shall be competent to:

- 1) issue bonds and other debt securities, provided that such an issue is admissible under legal regulations,
- 2) appoint and dismiss members of the Supervisory Body,
- 3) adopt the Supervisory Body's Rules and Regulations and amend it,
- 4) decide on the remuneration due to the members of the Supervisory Board,
- 5) decide on the utilisation of the reserve and supplementary fund established by the Company,
- 6) redeem shares,
- 7) specify the dividend day,
- 8) specify the time limit for dividend payment.

#### **Article 13. SUPERVISORY BOARD**

1. The Supervisory Board shall be composed of at least 5 (say: five) and maximally 7 (say: seven) members.
2. The Supervisory Board shall elect its Chairman, Deputy Chairman and Secretary from among its members by way of a secret ballot. In the same mode the Supervisory Board shall dismiss its Chairman, Deputy Chairman and Secretary.
3. Members of the Supervisory Board shall be appointed and dismissed by the Shareholders' Meeting.
4. The term of the Supervisory Board members shall be 2 (say: two) years. Members of the Supervisory Board shall be appointed for a joint term.
5. Members of the Supervisory Board may be awarded remuneration in the amount established by the Shareholders' Meeting.
6. Should the Supervisory Board consist of 5 or less members, the Shareholders' Meeting may entrust the Supervisory Board with the tasks of an audit committee.

#### **Article 14. ORGANISATION OF THE SUPERVISORY BOARD**

1. The Supervisory Body shall exercise continuous supervision over the Company's activity in all fields of its operation. The organisation and manner of operation of the Supervisory Board shall be stipulated in the Rules and Regulations of the Supervisory Board adopted by the Shareholders' Meeting.
2. Sessions of the Supervisory Board shall be held on dates established by the Chairman of the Supervisory Board, however at least three times in a financial year. Invitations to a session of the Supervisory Board specifying date, venue and the suggested agenda shall be distributed by the Chairman of the Supervisory Board or Deputy Chairman of the Supervisory Board.

3. The Management Board or a member of the Supervisory Body may demand a session of the Supervisory Body to be convoked, presenting the suggested agenda. The Chairman of the Supervisory Body shall convoke a session within two weeks as from the receipt of such a motion.

#### **Article 15. RESOLUTIONS OF THE SUPERVISORY BOARD**

1. Resolutions of the Supervisory Body shall be adopted by absolute majority of the votes cast with at least half of all its members present. In case of a tie between votes in favour and against a resolution, the Chairman of the Supervisory Board shall have the casting vote.
2. At a session the Supervisory Board shall adopt resolutions solely in matters specified in the invitation to that session. However, the Supervisory Board may adopt resolutions on matters not specified in the invitation to the session or without a formal convocation of a session, provided that all members of the Supervisory Board acquiesce thereto at the latest during the session in question.
3. Resolutions of the Supervisory Board may also be adopted in written mode by way of casting a vote in writing through the agency of another member of the Supervisory Board or via means of direct remote communication, in particular via teleconference and by means of an Internet connection. A resolution adopted in this mode shall be valid only if all members of the Supervisory Body were notified of the content of the draft resolution.
4. Adopting resolutions in the mode of item 3 above shall not apply to election of the Chairman and Deputy Chairman of the Supervisory Body, appointing members of the Management Board as well as dismissing these persons and suspending them in their functions.
5. Casting a vote in writing may not apply to matters introduced to the agenda during the given session of the Supervisory Board.

#### **Article 16. ADDITIONAL COMPETENCES OF THE SUPERVISORY BOARD**

In addition to the matters stipulated in the Code of Commercial Companies and Partnerships, the Supervisory Board shall be competent to:

- 1) approve the Company's annual business plan, its amendments and the Company's budget,
- 2) adopt Rules and Regulations of the Management Board and its amendments,
- 3) appoint and dismiss members of the Management Board,
- 4) decide on the remuneration and terms and conditions of employment of each member of the Management Board,
- 5) appoint and replace the Company's certified auditors and certified auditors of investment funds managed by the Company,
- 6) approve introduction or change in the amount or structure of bonuses, participation in profits, right to purchase shares or other incentive scheme for members of the Company's Management Board,
- 7) consent to pay advances towards dividends forecasted for the end of the financial year,
- 8) prepare and present once a year to the Shareholders' Meeting a succinct assessment of the Company's standing, taking into consideration the assessment of the internal control system and system for managing risks material to the Company,
- 9) examine and opinion matters that are to constitute the subject matter of resolutions to be adopted by the Shareholders' Meeting.

#### **Article 17. MANAGEMENT BOARD**

1. The Management Board shall be composed of at least 2 (say: two) and maximally 5 (say: five) members including President of the Management Board, all of which shall be appointed and dismissed by the Supervisory Board.
2. The term of the Management Board members shall be 3 (say: three) years. Members of the Management Board shall be appointed for a joint term.
3. Remuneration and other benefits due to the members of the Management Board shall be specified by way of a resolution of the Supervisory Board.
4. Declarations of will on behalf of the Company shall be made by two members of the Management Board acting jointly or one member of the Management Board acting together with the proxy.
5. In agreements as well as disputes with members of the Management Board the Company shall be represented by the Supervisory Board or an attorney appointed by way of a resolution of the Shareholders' Meeting.



#### **Article 18. ORGANIZATION OF THE MANAGEMENT BOARD**

1. The President of the Management Board shall be in charge of the Management Board, organise its work and preside over its sessions on principles specified in the Rules and Regulations of the Management Board.
2. The Management Board shall hold its sessions at the Company's seat or at another venue chosen by the Management Board.
3. Sessions of the Management Board shall be convened by way of a notification sent in due advance to all Management Board members.

#### **Article 19. RESOLUTIONS OF THE MANAGEMENT BOARD**

1. Should the Management Board consist of two persons, it shall adopt its resolutions unanimously. In other cases resolutions shall be adopted by an absolute majority of votes, with the reservation that in the case of a tie the President of the Management Board shall have the casting vote.
2. The Management Body may adopt resolutions in writing (by circulation) or with the use of means of direct remote communication. Resolutions adopted in this mode shall be valid only if all members of the Management Board were notified of the content of the draft resolution.
3. Terms and conditions of adopting resolutions by circulation shall be specified in the Rules and Regulations of the Management Board.

#### **Article 20. FINANCIAL YEAR. DISTRIBUTION OF PROFITS**

1. The Company's financial year shall correspond to the calendar year.
2. Subject to the provisions of item 3 and 5, the Company's net profit may be allocated for:
  - 1) reserve fund,
  - 2) supplementary fund,
  - 3) dividends,
  - 4) other aims specified in a resolution of the Shareholders' Meeting, including social purposes.
3. The Company shall create a reserve fund for the coverage of losses, to which at least 8% of the profit for the given financial year shall be allocated until the said fund reaches at least one-third of the Company's share capital.
4. Capital reserves may be created irrespective of the Company's reserve fund with write-offs from profit for the given financial year in the amount established by the Shareholders' Meeting. The said reserves may also be supplemented with means from other sources.
5. The Shareholders' Meeting shall allocate at least 10% of the profit for the given financial year for social purposes. The Management Board shall be authorised to indicate entities for the benefit of which financial means allocated by the Shareholders' Meeting for social purposes in the given financial year shall be transferred.
6. Upon consent of the Supervisory Board and subject to any and all legal regulations in force, the Management Board shall be authorized to pay out to the Shareholders advances towards forecasted dividend for the given financial year.

#### **Article 21. DISSOLUTION OF THE COMPANY**

1. The Company may be dissolved by way of a resolution of the Shareholders' Meeting. The Company also dissolves itself in cases provided for in the Polish Code of Commercial Companies and Partnerships.
2. The Company shall be dissolved after completion of the liquidation proceedings upon its deletion from the register.

#### **Article 22. MISCELLANEOUS**

In all matters not regulated herein the provisions of the Polish Code of Commercial Companies and Partnerships, the Act on Investment Funds and other legal acts in force shall apply."

## Appendix No. 3 – Resolution on Issue of F-Series Shares

### Resolution No. 25

The Ordinary Shareholders' Meeting decides to amend Resolution No. 1 of the Extraordinary Shareholders' Meeting of 14<sup>th</sup> February 2014 by way of revoking the existing wording thereof and giving it a new wording reading as follows:

"The Company's Extraordinary Shareholders' Meeting, acting pursuant to Article 430, 431, 432 and 433 sec. 2 of the Polish Code of Commercial Companies and Partnerships ("KSH"), Article 27 sec. 2 item 3a and 3b of the Act of 29<sup>th</sup> July 2005 on Public Offering and Conditions of Introducing Financial Instruments into an Organized Trading System and on Public Companies (Polish Journal of Laws Dz.U. 2009, No. 185, item 1439, as amended) ("Act on Public Offering"), Article 5 sec. 8 of the Act of 29<sup>th</sup> July 2005 on Trade in Financial Instruments (Polish Journal of Laws Dz.U. 2010, No. 211, item 1384, as amended) and Article 53 of the Act of 27<sup>th</sup> May 2004 on Investment Funds (Polish Journal of Laws Dz.U. 2014, item 157), resolves what follows:

#### § 1.

The Ordinary Shareholders' Meeting resolves to:

1. increase the Company's share capital from PLN 4,400,000.00 (say: four million four hundred thousand) to the amount of at least PLN 4,400,000.10 (say: four million four hundred thousand Zlotys and ten groszy) and maximally PLN 6,038,000.00 (say: six million thirty-eight thousand), that is by at least PLN 0.10 (say: ten groszy) and by maximally PLN 1,638,000.00 (say: one million six hundred and thirty-eight thousand Zlotys).
2. The Company's share capital shall be increased by way of an issue of maximally 16,380,000 (say: sixteen million three hundred and eighty thousand) F-series shares with nominal value of PLN 0.10 (ten groszy) each.
3. Pursuant to Article 432 sec. 4 KSH the Company's Management Board is authorised to establish the final amount by which the share capital shall be increased, with the reservation that the said amount may not be lower than PLN 0.10 (ten groszy) and higher than PLN 1,638,000.00 (say: one million six hundred and thirty-eight thousand Zlotys).
4. F-series shares issued pursuant to the present Resolution of the Extraordinary Shareholders' Meeting shall be ordinary bearer shares.
5. F-series shares issued pursuant to the present Resolution of the Extraordinary Shareholders' Meeting shall participate in dividend starting from distribution of profit for the financial year 2014, i.e. as from 1<sup>st</sup> January 2014.
6. Pursuant to Article 433 sec. 2 KSH, upon examining the written opinion of the Company's Management Board presenting reasons for depriving shareholders of their pre-emptive rights with regard to F-series shares and the manner of establishing the issue price of F-series shares, in the interest of the Company the existing shareholders are deprived of their pre-emptive rights with regard to F-series shares issued under the present Resolution of the Extraordinary Shareholders' Meeting.
7. F-series shares shall be issued as dematerialised shares by way of an open subscription within the meaning of Article 431 sec. 2 item 3 KSH and offered by way of a public offering on the basis of an issue prospectus approved by the Polish Financial Supervision Authority (KNF) pursuant to the Act on Public Offering.
8. The Company's Management Board shall be authorised to:
  - a) indicate the issue price brackets, maximum issue price and final issue price of F-series shares, with the reservation that the final issue price of F-series shares shall be established upon examination of results of book building among investors (manner of establishing the issue price),
  - b) determine subscription opening and closing dates as well as deadlines for accepting subscriptions for F-series shares,
  - c) conclude an agreement on investment underwriting or firm commitment underwriting or other agreement for the purpose of securing a success of the F-series shares issue and public offering,
  - d) take any and all other actions related to the execution of the subscription for and public offering of F-series shares.
9. The Company's Management Board shall be authorised to establish the terms of subscription, distribution and allotment of F-series shares, including among others:
  - a) if necessary, divide F-series shares issue into batches and shift shares between batches in the scope deemed appropriate,
  - b) set forth the manner and terms of subscribing for F-series shares, including establish persons authorised to subscribe for F-series shares,
  - c) set forth the terms of allotting F-series shares, taking into consideration the provisions of the Polish Code of Commercial Companies and Partnerships pertaining to subscriptions for shares.

- d) The Company's Management Board shall be further authorised to decide on refraining from carrying out the public offering for F-series shares or on its suspension any time, with the reservation that refraining from carrying out the public offering or its suspension once subscriptions for shares have started shall be possible exclusively for material reasons stated by the Company's Management Board. Should the Company's Management Board decide to suspend the public offering for F-series shares, it shall be also authorised to indicate new dates of the public offering for F-series shares, which may be established and announced at a later date.
10. In connection with the issue of F-series shares, the Extraordinary Shareholders' Meeting hereby amends the Company's Statutes in that Article 6 sec. 1 of the Company's Statutes shall read as follows:
- „1. The Company's share capital shall amount to at least PLN 4,400,000.10 (say: four million four hundred thousand Zlotys and ten groszy) and maximally PLN 6,038,000.00 (say: six million thirty-eight thousand Zlotys) and shall be divided into:
- 1) 7,500,000 (seven million five hundred thousand) registered A-series shares with numbers from 0000001 to 7500000 and nominal value of PLN 0.10 (ten groszy) each with preference as regards voting rights in such a way that each share carries two votes,
  - 2) 7,500,000 (seven million five hundred thousand) registered B-series shares with numbers from 7500001 to 15000000 and nominal value of PLN 0.10 (ten groszy) each,
  - 3) 25,000,000 (twenty-five million) registered C-series shares with numbers from 15000001 to 40000000 and nominal value of PLN 0.10 (ten groszy) each,
  - 4) 2,800,000 (two million eight hundred thousand) registered D-series shares with numbers from 40000001 to 42800000 and nominal value of PLN 0.10 (ten groszy) each,
  - 5) 1,200,000 (one million two hundred thousand) registered E-series shares with numbers from 42800001 to 44000000 and nominal value of PLN 0.10 (ten groszy) each,
  - 6) at least 1 (one) and maximally 16,380,000 (say: sixteen million three hundred and eighty thousand) F-series bearer shares.”
11. Pursuant to Article 310 sec. 2 and sec. 4 in conjunction with Article 431 sec. 7 of the Polish Code of Commercial Companies and Partnerships the Company's Management Board shall make a statement in the form of a notarial deed on the amount of share capital taken over and on indication of the exact amount of the Company's share capital and the number of F-series shares within the scope of the present Resolution in the Company's Statutes.

## § 2.

1. It is resolved that the Company shall apply for admission and introduction of the following shares to the regulated market maintained by the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A., “GPW”), upon fulfilment of the relevant terms and conditions set forth in the applicable regulations of GPW and legal regulations:
  - a) 7,500,000 (seven million five hundred thousand) registered B-series shares with nominal value of PLN 0.10 (ten groszy) each (“B-Series Shares”),
  - b) 25,000,000 (say: twenty-five million) C-series shares with nominal value of PLN 0.10 (ten groszy) each (“C-Series Shares”),
  - c) 2,800,000 (say: two million eight hundred thousand) D-series shares with nominal value of PLN 0.10 (ten groszy) each (“D-Series Shares”),
  - d) 1,200,000 (say: one million two hundred thousand) E-series shares with nominal value of PLN 0.10 (ten groszy) each (“E-Series Shares”),
  - e) all F-series shares with nominal value of PLN 0.10 (ten groszy) each (“F-Series Shares”).
2. The Company's Management Board shall be authorised to apply for admission and introduction of B-Series Shares, C-Series Shares, D-Series Shares, E-Series Shares, F-Series Shares and rights to F-Series Shares to trade on the regulated market maintained by GPW.
3. The Company's Management Board shall be authorised to conclude any and all necessary actual and legal transactions others than those listed in item 2 above related to the application for B-Series Shares, C-Series Shares, D-Series Shares, E-Series Shares, F-Series Shares and rights to F-Series Shares to be admitted and introduced to trade on the regulated market maintained by GPW.
4. It is resolved that B-Series Shares, C-Series Shares, D-Series Shares, E-Series Shares, F-Series Shares and rights to F-Series Shares shall be dematerialised, and the Company's Management Board shall be obliged to conclude with the National Depository of Securities (Krajowy Depozyt Papierów Wartościowych S.A.) an agreement on registration of all abovementioned shares of the Company in the depository of securities as well as to conclude any and all other actual and legal transactions necessary to dematerialise these securities.

5. The Company's Supervisory Board shall be authorised to draft a consolidated text of the Company's Statutes taking into consideration the amendments arising from the present Resolution and the statement of the Company's Management Board specifying the exact amount of the Company's share capital and the number of shares.

§ 3.

The present Resolution shall come into effect upon adoption, with the reservation that amendments to the Company's Statutes introduced pursuant to Article 1 item 11 hereof shall come into effect upon their entry in the Register of Entrepreneurs of the National Court Register (KRS).

## Appendix No. 4 – Definitions and Explanations of Selected Abbreviations

<b>Shares, Introduced Shares</b>	All existing B-Series Shares, C-Series Shares, D-Series Shares, E-Series Shares and F-Series Shares.
<b>Offered Shares</b>	F-Series Shares and Sold Shares.
<b>A-Series Shares</b>	7,500,000 registered preference A-series shares with nominal value of PLN 0.10 each. A-Series Shares have preference as to voting rights in that each share of this series carries two votes at the Shareholders' Meeting.
<b>B-Series Shares</b>	7,500,000 ordinary registered B-series shares (which upon dematerialisation will be bearer shares) with nominal value of PLN 0.10 each.
<b>C-Series Shares</b>	25,000,000 ordinary registered C-series shares (which upon dematerialisation will be bearer shares) with nominal value of PLN 0.10 each.
<b>D-Series Shares</b>	2,800,000 ordinary registered D-series shares (which upon dematerialisation will be bearer shares) with nominal value of PLN 0.10 each.
<b>E-Series Shares</b>	1,200,000 ordinary registered E-series shares (which upon dematerialisation will be bearer shares) with nominal value of PLN 0.10 each.
<b>F-Series Shares</b>	16,380,000 ordinary bearer F-series shares with nominal value of PLN 0.10 each issued pursuant to the Resolution on Issue.
<b>Sold Shares</b>	Up to 5,286,096 C-Series Shares and up to 187,672 E-Series Shares (altogether up to 5,473,768 shares) offered for sale by the Selling Shareholders on terms specified in the Prospectus.
<b>Selling Shareholders, Sellers</b>	(i) OSIECKI Investments S,C,Sp, with its registered seat in Luxembourg, offering for sale up to 1,494,400 C-Series Shares, (ii) ZYDOROWICZ Investments S,C,Sp, with its registered seat in Luxembourg, offering for sale 220,114 C-Series Shares, (iii) MANIA Investments S,C,Sp, with its registered seat in Luxembourg, offering for sale 216,914 C-Series Shares, (iv) RYBA Investments S,C,Sp, with its registered seat in Luxembourg, offering for sale 51,429 E-Series Shares, (v) Tomasz Gaszyński offering for sale up to 17,143 E-Series Shares
<b>ALTUS TFI, ALTUS TFI S.A., Company, Investment Fund Company</b>	ALTUS Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna (Investment Fund Company Joint-Stock Company) with its registered seat in Warsaw.
<b>Certified Auditor</b>	WBS Audyt Sp. z o.o. with its registered seat in Warsaw entered in the list of entities authorised to audit financial statements under no. 3685.
<b>Financial Advisor</b>	Mercurius Financial Advisors Spółka z ograniczoną odpowiedzialnością spółka komandytowa with its registered seat in Warsaw.
<b>Directive on Prospectus</b>	Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements.
<b>Prospectus Date, Prospectus Approval Date</b>	Date on which the present Issue Prospectus is approved by the Polish Financial Security Authority (KNF).
<b>EURO, EUR</b>	Monetary unit of the European Union.
<b>Stock Exchange, Warsaw Stock Exchange, GPW</b>	Giełda Papierów Wartościowych w Warszawie Spółka Akcyjna with its registered seat in Warsaw.
<b>KDPW, National Depository of Securities, Depository</b>	Krajowy Depozyt Papierów Wartościowych Spółka Akcyjna with its registered seat in Warsaw.
<b>Polish Civil Code, KC</b>	Act of 23 <sup>rd</sup> April 1964 – Civil Code (Polish Journal of Laws Dz.U. No. 16, item 93, as amended).
<b>Polish Code of Commercial Companies and Partnerships, KSH</b>	Act of 15 <sup>th</sup> September 1997 – Code of Commercial Companies and Partnerships (Polish Journal of Laws Dz.U. No. 94, item 1037, as amended).

<b>Commission, KNF</b>	Polish Financial Supervision Authority (KNF).
<b>KRS</b>	National Court Register.
<b>IAS</b>	International Accounting Standards.
<b>Extraordinary Shareholders' Meeting</b>	Extraordinary Shareholders' Meeting of ALTUS TFI S.A.
<b>Offering, Public Offering</b>	Public offering for the purchase of F-Series Shares and public offering for the sale of the Sold Shares.
<b>Sales Offer</b>	Public offer for sale of the Sold Shares offered for sale by the Sellers.
<b>Issue Agent, Mercurius Dom Maklerski Sp. z o.o.</b>	Mercurius Dom Maklerski Spółka z ograniczoną odpowiedzialnością with its registered seat in Warsaw.
<b>Tax Ordinance</b>	Act of 29 <sup>th</sup> August 1997 – Tax Ordinance (consolidated text: Polish Journal of Laws Dz.U. of 2005, No. 8, item 60, as amended).
<b>Allotment Certificates</b>	Rights to take over F-Series Shares.
<b>Polish Accounting Standards, PSR</b>	Accounting standards specified in the Polish Accounting Act and other legal regulations in force in Poland.
<b>Banking Law</b>	Act of 29 <sup>th</sup> August 1997 – Banking Law (consolidated text: Polish Journal of Laws Dz.U. of 2002, No. 72, item 665, as amended).
<b>Foreign Exchange Law</b>	Act of 27 <sup>th</sup> July 2002 – Foreign Exchange Law (Polish Journal of Laws Dz.U. No. 141, item 1178, as amended).
<b>Prospectus, Issue Prospectus</b>	The present issue prospectus constituting the sole legally binding document containing information on ALTUS TFI S.A. and the Offered Shares, prepared in accordance with the Regulation on Prospectus.
<b>Supervisory Board</b>	Supervisory Board of ALTUS TFI S.A.
<b>Rules and Regulations of the Stock Exchange</b>	Rules and Regulations of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) of 4 <sup>th</sup> January 2006, as amended.
<b>Investment Fund Register</b>	Register of investment funds maintained by the District Court in Warsaw pursuant to the Act on Investment Funds.
<b>Regulation on Control of Concentrations</b>	Council Regulation (EC) No. 139/2004 of 20 <sup>th</sup> January 2004 on the control of concentrations between undertakings (Official Journal L 024, 29/01/2004 P. 0001 – 0022).
<b>Regulation on Prospectus</b>	Commission Regulation (EC) No. 809/2004/EC of 29 <sup>th</sup> April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (Official Journal UE L 149/1 of 30 <sup>th</sup> April 2004, as amended).
<b>Ordinance on Reports</b>	Ordinance of the Minister of Finance of 19 <sup>th</sup> February 2009 on current and periodic information published by issuers of securities and conditions for treating information required by law of a non-member state as equivalent (Polish Journal of Laws Dz.U. No. 33, item 259, as amended).
<b>Ordinance on Market and Issuers</b>	Ordinance of the Minister of Finance of 10 <sup>th</sup> May 2010 on detailed conditions that must be fulfilled by the official stock exchange listing market and by issuers of securities admitted to trading on this market (Polish Journal of Laws Dz.U. No. 84, item 547).
<b>Court, Registry Court</b>	District Court for the Capital City of Warsaw, 12 <sup>th</sup> Business Division of the National Court Register.
<b>S.K.A.</b>	Limited joint-stock partnership.
<b>sp.j.</b>	General partnership.
<b>sp.k.</b>	Limited partnership.
<b>Statutes</b>	Statutes of ALTUS TFI S.A.
<b>TFI</b>	Investment fund company.



<b>Resolution, Issue Resolution</b>	Resolution of 1 <sup>st</sup> February 2014 on an increase in the Company's share capital, depriving shareholders of their pre-emptive rights, amendments to the Company's Statutes, applying for admission and introduction of shares to the regulated market maintained by Giełda Papierów Wartościowych w Warszawie S.A. and dematerialisation of shares, amended by way of Resolution No. 25 of the Ordinary Shareholders' Meeting of 24 <sup>th</sup> April 2014 revoking previous contents of the resolution and giving it a new wording.
<b>EU</b>	European Union.
<b>UOKiK</b>	Office of Competition and Consumer Protection.
<b>USD</b>	American dollar, the currency constituting legal tender within the territory of the United States of America.
<b>Act on Investment Funds</b>	Act of 27 <sup>th</sup> May 2004 on Investment Funds (Polish Journal of Laws Dz.U. No. 146, item 1546, as amended).
<b>Act on Financial Market Supervision</b>	Act of 21 <sup>st</sup> July 2006 on Financial Market Supervision (Polish Journal of Laws Dz.U. No. 157, item 1119, as amended).
<b>Act on Capital Market Supervision</b>	Act of 29 <sup>th</sup> July 2005 on Capital Market Supervision (Polish Journal of Laws Dz.U. No. 183, item 1537, as amended).
<b>Act on Trade in Financial Instruments</b>	Act of 29 <sup>th</sup> July 2005 on Trade in Financial Instruments (Polish Journal of Laws Dz.U. No. 183, item 1538, as amended).
<b>Act on Competition and Consumer Protection</b>	Act of 16 <sup>th</sup> February 2007 on Competition and Consumer Protection (Polish Journal of Laws Dz.U. No. 50, item 331).
<b>Act on Public Offering, Act</b>	Act of 29 <sup>th</sup> July 2005 on Public Offering and Conditions of Introducing Financial Instruments to the Organized Trading System and on Public Companies (Polish Journal of Laws Dz.U. No. 184, item 1539, as amended).
<b>Act on Tax on Civil-Law Transactions</b>	Act on Tax on Civil-Law Transactions of 9 <sup>th</sup> September 2000 (consolidated text: Polish Journal of Laws Dz.U. of 2005, No. 41, item 399, as amended).
<b>Act on Personal Income Tax</b>	Act of 26 <sup>th</sup> July 1991 on Personal Income Tax (consolidated text: Polish Journal of Laws Dz.U. of 2000 No. 14, item 176, as amended).
<b>Act on Corporate Income Tax</b>	Act of 15 <sup>th</sup> February 1992 on Corporate Income Tax (consolidated text: Polish Journal of Laws Dz.U. of 2000, No. 54, item 654, as amended).
<b>Accounting Act</b>	Act of 29 <sup>th</sup> September 1994 – Accounting Act (consolidated text: Polish Journal of Laws Dz.U. of 2002, No. 76, item 694, as amended).
<b>Shareholders' Meeting, Ordinary Shareholders' Meeting</b>	Ordinary Shareholders' Meeting of ALTUS TFI S.A.
<b>Co-offerors</b>	Dom Inwestycyjny Investors S.A. with its registered office at Warsaw, Dom Maklerski Raiffeisen Bank Polska S.A. with its registered office at Warsaw and Trigon Dom Maklerski S.A. with its registered office at Krakow
<b>Management Board</b>	Management Board of ALTUS TFI S.A.

## Glossary of Industry Terms

<b>Transfer Agent</b>	Entity maintaining a register of participants of ALTUS FIO Parasolowy (Umbrella Fund) executing administrative tasks for the benefit of the said fund.
<b>Asset Management</b>	Management of assets.
<b>Distributor</b>	Entity serving as an agent in the disposal and repurchase of participation units in ALTUS FIO Parasolowy.
<b>ALTUS funds, ALTUS funds/subfunds</b>	Investment funds administered and managed by the Investment Fund Company, including subfunds of funds with separated subfunds.
<b>Investment horizon</b>	Recommended duration of the given investment, suggested period of time for which an investor should allocate capital in the fund.
<b>IZFA</b>	Chamber of Fund and Asset Management.

**Financial instruments  
portfolios**

Portfolios comprising one or more financial instruments within the meaning of the Act on Investment Funds.

**Insurer**

A company pursuing insurance activity investing assets of insurance capital funds in participation units of investment funds.

**Management of financial  
instruments portfolios**

Management of portfolios comprising one or more financial instruments within the meaning of the Act on Investment Funds.

## Appendix No. 5 ALTUS TFI profit and loss account for Q1 2014 and ALTUS TFI balance sheet as of 31 March 2014

### ALTUS TFI profit and loss account for Q1 2014 (in PLN)

Item name	01.01-31.03.2014	01.01-31.03.2013
A. Net sales revenue and equalized, including:	20,882,032.63	16,986,181.17
- from affiliates	0.00	0.00
I. Net product sales revenue	20,882,032.63	16,986,181.17
II. Product inventory modification (increase – positive value, decrease – negative value)	0.00	0.00
III. Cost of manufacturing products for internal use of the entity	0.00	0.00
IV. Net revenue from commodity and material sale	0.00	0.00
B. Operating costs	8,529,521.00	6,892,299.63
I. Amortization	10,792.93	5,755.35
II. Material and energy consumption	21,494.62	30,566.37
III. Third-party services	7,620,869.68	6,298,040.99
IV. Fees and taxes, including:	22,926.83	34,188.95
- excise tax	0.00	0.00
V. Remuneration	709,352.24	460,580.00
VI. Social insurance and other benefits	84,185.32	33,399.69
VII. Other expenses	59,899.38	29,768.28
VIII. Value of the commodities and materials sold	0.00	0.00
<b>C. Profit (loss) on sales (A-B)</b>	<b>12,352,511.63</b>	<b>10,093,881.54</b>
D. Other operating income	788.80	119,581.05
I. Income from the disposal of non-financial non-current assets	0.00	0.00
II. Funding	0.00	0.00
III. Other operating income	788.80	119,581.05
E. Other operating costs	2,500,001.29	3,545,192.57
I. Loss on the disposal of non-financial non-current assets	0.00	0.00
II. Non-financial assets revaluation	0.00	0.00
III. Other operating costs	2,500,001.29	3,545,192.57
<b>F. Operating profit (loss) (C+D-E)</b>	<b>9,853,299.14</b>	<b>6,668,270.02</b>
G. Financial revenue	849,663.01	282,402.28
I. Dividends and shares in profits, including:	0.00	0.00
- from affiliates	0.00	0.00
II. Interests, including:	137,247.19	158,887.28
- from affiliates	0.00	0.00
III. Profit from investment disposal	712,370.00	0.00
IV. Investment revaluation	0.00	123,515.00
V. Others	45.82	0.00
H. Financial costs	705,160.91	2,819.95
I. Interests, including:	8.71	212.22
- for affiliates	0.00	0.00
II. Loss on investment disposal	0.00	0.00
III. Investment revaluation	655,300.00	0.00
IV. Others	49,852.20	2,607.73

Item name	01.01-31.03.2014	01.01-31.03.2013
<b>I. Profit (loss) from economic activity (F+G-H)</b>	<b>9,997,801.24</b>	<b>6,947,852.35</b>
J. Results of exceptional occurrences (J.I. - J.II.)	0.00	0.00
I. Exceptional profits	0.00	0.00
II. Exceptional losses	0.00	0.00
<b>K. Gross profit (loss) (I+/-J)</b>	<b>9,997,801.24</b>	<b>6,947,852.35</b>
L. Income tax	1,422,644.00	2,456,808.00
M. Other mandatory items reducing the profit (increasing the loss)	0.00	0.00
<b>N. Net profit (loss) (K-L-M)</b>	<b>8,575,157.24</b>	<b>4,491,044.35</b>

**ALTUS TFI balance sheet as of 31 March 2014 (in PLN)**

ASSETS	31.03.2014	31.12.2013
<b>A. FIXED ASSETS</b>	<b>6,595,968.68</b>	<b>6,559,096.61</b>
I. Intangibles	0.00	0.00
II. Tangible fixed assets	136,666.68	139,044.61
1. Fixed assets	136,666.68	139,044.61
a) land (including perpetual usufruct right)	0.00	0.00
b) buildings, premises and land and water civil engineering objects	23,674.35	24,302.64
c) technical devices and machines	54,827.51	53,172.06
d) means of transport	55,403.43	58,662.45
e) other fixed assets	2,761.39	2,907.46
2. Fixed assets under construction	0.00	0.00
3. Prepayments towards fixed assets under construction	0.00	0.00
III. Long-term receivables	0.00	0.00
1. From affiliates	0.00	0.00
2. From other entities	0.00	0.00
IV. Long-term investments	3,455,250.00	3,416,000.00
1. Real property	0.00	0.00
2. Intangible	0.00	0.00
3. Long-term financial assets	3,455,250.00	3,416,000.00
a) in affiliates	0.00	0.00
b) in other entities	3,455,250.00	3,416,000.00
- other long-term financial assets	3,455,250.00	3,416,000.00
4. Other long-term investments	0.00	0.00
V. Long-term accruals.	3,004,052.00	3,004,052.00
1. Deferred taxation	3,004,052.00	3,004,052.00
2. Other accruals	0.00	0.00
<b>B. CURRENT ASSETS</b>	<b>67,858,620.94</b>	<b>72,221,857.06</b>
I. Inventories	0.00	0.00
II. Short-term receivables	15,625,202.44	24,967,760.90
1. Receivables from affiliates	0.00	0.00
2. Receivables from other entities	15,625,202.44	24,967,760.90
a) for supplies and services, with a due date:	15,617,897.91	24,963,018.90
- up to 12 months	15,617,897.91	24,963,018.90
- over 12 months	0.00	0.00

b) for taxes, funding, customs, social and health insurance and other benefits	0.00	0.00
c) others	7,304.53	4,742.00
d) sought in litigation	0.00	0.00
III. Short-term investments	52,228,310.39	47,244,583.52
1. Short-term financial assets	52,228,310.39	47,244,583.52
a) in affiliates	0.00	0.00
b) in other entities	5,924,290.00	11,679,590.00
- other securities	4,904,890.00	7,766,120.00
- other short-term financial assets	1,019,400.00	3,913,470.00
c) cash and other cash assets	46,304,020.39	35,564,993.52
- cash at hand and on accounts	1,877,439.40	1,813,099.45
- other cash assets	44,426,580.99	33,751,894.07
2. Other short-term investments	0.00	0.00
IV. Short-term accruals	5,108.11	9,512.64
<b>Total assets</b>	<b>78,780,953.67</b>	<b>37,227,294.81</b>

<b>TOTAL LIABILITIES</b>	<b>31,03,2014</b>	<b>31,12,2013</b>
<b>A. Equity (own fund)</b>	<b>60,447,543.11</b>	<b>51,872,227.87</b>
I. Basic equity (own fund)	4,400,000.00	4,360,000.00
II. Payments due towards equity (negative value)	0.00	0.00
III. Own shares (negative value)	0.00	0.00
IV. Supplementary capital (funds)	5,297,053.08	5,297,053.08
V. Revaluation capital (funds)	781,210.00	741,960.00
VI. Other reserve capital (funds)	3,830,490.33	3,909,582.33
VII. Profit (loss) from the previous years	37,563,632.46	0.00
VIII. Net profit (loss)	8,575,157.24	37,563,632.46
IX. Net profit deductions during the turnover year (negative value)	0.00	0.00
<b>B. Liabilities and provisions for liabilities</b>	<b>14,007,046.51</b>	<b>26,908,725.80</b>
I. Provisions for liabilities	12,464,120.58	16,025,582.01
1. Provisions for deferred taxation	305,751.00	359,140.00
2. Provisions for pension funds etc.	0.00	0.00
3. Other provisions	12,158,369.58	15,666,442.01
- long-term	0.00	0.00
- short-term	12,158,369.58	15,666,442.01
II. Long-term liabilities	0.00	0.00
III. Short-term liabilities	1,542,925.93	10,883,143.79
1. Towards affiliates	0.00	0.00
2. Towards other entities	1,542,925.93	10,883,143.79
a) credits and loans	0.00	0.00
b) due to the issue of debt securities	0.00	0.00
c) other financial liabilities	0.00	0.00
d) due for supplies and services, with a due date	1,102,224.22	2,228,967.28
- up to 12 months	1,102,224.22	2,228,967.28
- over 12 months	0.00	0.00
e) prepayments towards deliveries	0.00	0.00

<b>TOTAL LIABILITIES</b>	<b>31,03,2014</b>	<b>31,12,2013</b>
f) promissory notes	0.00	0.00
g) due to taxes, customs and other benefits	438,067.46	8,606,115.71
h) due to remuneration	0.00	1,687.00
i) others	2,634.25	46,373.80
3. Earmarked funds	0.00	0.00
IV. Accruals	0.00	0.00
1. Negative goodwill	0.00	0.00
2. Other accruals	0.00	0.00
<b>Total liabilities</b>	<b>78,780,953.67</b>	<b>37,227,294.81</b>