

**The IPOPEMA SECURITIES Group,
whose Parent Undertaking is
IPOPEMA Securities S.A.
ul. Waliców 11
00-851 Warszawa, Poland**

**Independent auditor's opinion and report
on the consolidated financial statements
for the financial year January 1st - December 31st 2010**

INDEPENDENT AUDITOR'S OPINION
for the General Shareholders Meeting and the Supervisory Board of the
IPOPEMA SECURITIES GROUP,
whose Parent Undertaking is
IPOPEMA Securities S.A.

We have audited the attached consolidated financial statements of the IPOPEMA Securities Group ("the Group"), whose parent undertaking is IPOPEMA Securities S.A., registered office at ul. Waliców 11, Warsaw, Poland, including:

- summary of material accounting policies,
- consolidated statement of financial position prepared as at December 31st 2010, showing a balance-sheet total of **PLN 408,402 thousand**;
- consolidated statement of comprehensive income for the financial year January 1st - December 31st 2010, showing a comprehensive income of **PLN 19,423 thousand**;
- consolidated statement of changes in equity for the financial year January 1st - December 31st 2010, showing an increase in equity of **PLN 20,711 thousand**;
- consolidated statement of cash flows for the financial year January 1st - December 31st 2010, showing an increase in net cash of **PLN 46,465 thousand**;
- notes.

The Company's Management Board was responsible for the preparation of the consolidated financial statements and the Directors' Report on the Group's operations in compliance with the applicable regulations.

The Company's Management Board and members of the Parent Undertaking's Supervisory Board are responsible for ensuring that the consolidated financial statements and the Directors' Report on the Group's operations comply with the requirements of the Polish Accountancy Act of September 29th 1994 (Dz. U. of 2009, No. 152, item 1223, as amended), hereinafter the "Accountancy Act".

Our responsibility was to audit the consolidated financial statements and issue an opinion on whether the financial statements comply with the accounting policies applied by the Group, and whether they fairly and clearly reflect, in all material respects, the assets, financial standing and financial result of the Group.

Our audit of the consolidated financial statements was performed in accordance with:

- 1/ chapter 7 of the Accountancy Act,
- 2/ Polish financial auditing standards, issued by the National Council of Statutory Auditors (*Krajowa Rada Biegłych Rewidentów*).

We planned and performed our audit in such a manner as to obtain a reasonable basis to issue an opinion on the consolidated financial statements. In particular, our audit included an assessment of the accounting policies used by the parent undertaking and subsidiaries, an examination - largely on a test basis - of accounting evidence and records relevant to the amounts and disclosures in the consolidated financial statements, as well as an assessment of the overall presentation of the consolidated financial statements.

We believe that our audit provided us with sufficient evidence to issue the opinion.

In our opinion, the audited financial statements, in all material respects:

- a) present fairly and clearly all the information which is material for the assessment of the IPOPEMA Securities Group's assets and financial standing as at December 31st 2010, as well as of its financial result for the financial year January 1st - December 31st 2010,
- b) were prepared in compliance with International Accounting Standards, the International Financial Reporting Standards, the related interpretations promulgated as European Commission regulations, and - to the extent not covered by those Standards - in compliance with the Polish Accountancy Act and the secondary legislation thereto,
- c) comply with the laws applicable to the Group and affecting the contents of the consolidated financial statements.

The Directors' Report on the Group's operations is complete within the meaning of Art. 49.2 of the Polish Accountancy Act and conforms to the provisions of the Regulation of the Minister of Finance on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated February 19th 2009 (Dz. U. of 2009, No. 33, item 259). The information contained in the Directors' Report which is derived from the audited financial statements is consistent with the financial statements.

Warsaw, March 17th, 2011

BDO Sp. z o.o.
ul. Postępu 12
02-676 Warsaw, Poland
Entity qualified to audit financial statements, Reg. No. 3355

Chief auditor performing the audit:

Katarzyna Iwuć, PhD
Qualified Auditor
Reg. No. 11771

Person acting on behalf of BDO Sp. z o.o.:

André Helin, PhD
President of the Management Board
Qualified Auditor, Reg. No. 90004

**The IPOPEMA Securities Group,
whose Parent Undertaking is
IPOPEMA Securities S.A.
ul. Waliców 11, 00-851 Warsaw, Poland**

**Report
on the audit of the consolidated financial statements
for the financial year January 1st - December 31st 2010**

CONTENTS

I. GENERAL INFORMATION	3
II. FINANCIAL ANALYSIS OF THE GROUP	9
III. DETAILED INFORMATION	13

The report consists of 14 pages.

I. GENERAL INFORMATION

1. Details of the Parent Undertaking

1.1. Name and form of incorporation

The Company operates under the name IPOPEMA Securities Spółka Akcyjna (joint-stock company) and may use the abbreviated name of IPOPEMA Securities S.A.

1.2. Registered office

The Company has its registered office at ul. Waliców 11, 00-851 Warsaw, Poland.

1.3. Business profile

Pursuant to the entry in the relevant register, the Company's business includes:

- brokerage activities on the securities and commodity markets,
- other financial services not elsewhere classified, except insurance and pension fund services,
- other business and management consultancy.

During the period under analysis, the Company's operations consisted mainly in brokerage activities on the securities market.

1.4. Legal basis for the Company's activities

IPOPEMA Securities S.A. operates on the basis of:

- the Articles of Association drawn up in the form of a notarial deed of March 2nd 2005 (Rep. A No. 2640/2005), as amended,
- brokerage licence No. DDM-M-4020-60-1/2005 granted by the Polish Securities and Exchange Commission on June 30th 2005, authorising the Company to conduct brokerage activities within the scope stipulated therein, and
- the Polish Commercial Companies Code.

1.5. Court registration

On March 22nd 2005, the Company was entered into the National Court Register at the District Court for the Capital City of Warsaw, XII Commercial Division, under entry No. KRS 0000230737.

1.6. Registration at the Tax Office and the Provincial Statistics Office

NIP (Tax Identification Number) 527-24-68-122

REGON (Industry Identification Number) 140086881

1.7. Share capital and equity

As at December 31st 2010, the Company's share capital amounted to PLN 2,934 thousand and was divided into 2,934,230.10 shares with a par value of PLN 0.10 per share.

As at December 31st 2010, the shareholder structure of IPOPEMA Securities S.A., according to the information provided by the Management Board, was as follows:

Shareholder	No. of shares and votes at GM	% of total vote at GM
Fundusz IPOPEMA 10 FIZAN ¹	2,851,420	9.72%
Fundusz IPOPEMA PRE-IPO FIZAN ²	2,851,120	9.72%
KL Lewandowska S.K.A. ³	2,749,500	9.37%
JLK Lewandowski S.K.A. ⁴	2,729,000	9.30%
JLS Lewandowski S.K.A. ⁴	2,729,000	9.30%
PZU OFE *	2,251,346	7.67%
TFI Allianz Polska S.A. ⁵ *	1,708,844	5.82%
Other shareholders	11,472,071	39.10%
Total shareholders	29,342,301	100.00%

¹ The only investor in the Fund is Mr Stanisław Waczkowski, Vice-President of the Company's Management Board.

² The investors in the Fund are Mr Jacek Lewandowski, President of the Company's Management Board (principal investor), and Ms Katarzyna Lewandowska.

³ A subsidiary undertaking of Ms Katarzyna Lewandowska. NB: Katarzyna Lewandowska holds 498 shares, representing less than 0.01% of the Company's share capital.

⁴ A subsidiary undertaking of Mr Jacek Lewandowski, President of the Company's Management Board. NB: Jacek Lewandowski holds 860 shares, representing less than 0.01% of the Company's share capital.

⁵ Shares held by Allianz Platinum FIZ fund and Allianz FIO funds.

For details on the shareholder structure, see Notes to the Company's consolidated financial statements.

In 2010, the share capital was increased within the limit of conditional share capital by PLN 41 thousand. The increase was registered with the National Court Register on March 3rd 2011.

On November 30th 2010, a resolution on subscription of shares with a value of PLN 41 thousand and on a conditional share capital increase was adopted. Consequently, the Company issued 413,748 Series C shares with a par value of PLN 0.10 per share, which were subscribed for by members of the Management Board of IPOPEMA TFI S.A.

As the shares were acquired at a price above par, a share premium of PLN 153 thousand arose, which was allocated to statutory reserve funds.

As at the date of this opinion, the shareholder structure of IPOPEMA Securities S.A., according to the information provided by the Management Board, was as follows:

Shareholder	No. of shares and votes at GM	% of total vote at GM
Fundusz IPOPEMA 10 FIZAN ¹	2,851,420	9.65%

Fundusz IPOPEMA PRE-IPO FIZAN ²	2,851,120	9.65%
KL Lewandowska S.K.A. ³	2,749,500	9.30%
JLK Lewandowski S.K.A. ⁴	2,729,000	9.23%
JLS Lewandowski S.K.A. ⁴	2,729,000	9.23%
PZU OFE *	2,251,346	7.62%
TFI Allianz Polska S.A. ⁵ *	1,922,383	6.50%
Other shareholders	11,471,032	38.81%
Total shareholders	29,554,801	100.00%

On February 9th 2011, a resolution on subscription of shares with a value of PLN 21 thousand under the Company's Incentive Scheme was adopted. Consequently, 212,500 Series C ordinary registered shares were subscribed for. The shares were issued within the limit of conditional share capital, from a separate pool of shares representing Share Option Plan II under the Incentive Scheme.

In addition, as at December 31st 2010 the Group's equity included:

- other capital reserves PLN 10,970 thousand
- retained earnings PLN 53,554 thousand
- non-controlling interests PLN 1,793 thousand

As at December 31st 2010 the equity was PLN 69,251 thousand.

1.8. Management Board

As at December 31st 2010, the Company's Management Board was composed of:

- Jacek Lewandowski - President of the Management Board
- Mariusz Piskorski - Vice-President of the Management Board
- Stanisław Waczkowski - Vice-President of the Management Board
- Mirosław Borys - Vice-President of the Management Board

In the period under analysis and by the audit completion date, there were no changes in the composition of the Management Board.

1.9. Supervisory Board

As at December 31st 2010, the Supervisory Board was composed of:

- Jacek Jonak - Chairman of the Supervisory Board,
- Roman Miler - Deputy Chairman of the Supervisory Board,
- Janusz Diemko - Secretary of the Supervisory Board,
- Bogdan Kryca - Member of the Supervisory Board,
- Wiktor Stiwinski - Member of the Supervisory Board.

In the period under analysis and by the audit completion date, there were no changes in the composition of the Supervisory Board.

2. Composition of the Group as at the end of the reporting period and changes in the current period

2.1 Parent undertaking

IPOPEMA Securities S.A.

Period covered by the financial statements	-	January 1st - December 31st 2010
Balance-sheet total	-	PLN 398,654 thousand
Net profit	-	PLN 15,431 thousand
Increase in equity	-	PLN 15677 thousand
Increase in net cash	-	PLN 43,788 thousand
Revenue from brokerage activities	-	PLN 69,378 thousand
Qualified auditor of the financial statements	-	BDO Sp. z o.o., ul. Postępu 12, Warsaw, Poland
Opinion on the financial statements	-	Unqualified

2.2. Consolidated subsidiaries

As at December 31st 2010, the IPOPEMA Securities Group included the following subsidiaries (direct and indirect):

Name of subsidiary	Balance-sheet date	Qualified auditor	Opinion:
IPOPEMA Towarzystwo Funduszy Inwestycyjnych S.A.	December 31st 2010	BDO Sp. z o.o., ul. Postępu 12, Warsaw, Poland	Unqualified
IPOPEMA Business Consulting Sp. z o.o.	December 31st 2010	BDO Sp. z o.o., ul. Postępu 12, Warsaw, Poland	Review for purposes of the audit of the consolidated financial statements of the IPOPEMA Securities Group

The balance-sheet date for all the consolidated subsidiaries was the same as for the parent undertaking.

2.3. Unconsolidated subsidiaries

Owing to incomplete data and immaterial amounts which do not distort the financial information of the IPOPEMA Securities Group as at December 31st 2010, IPOPEMA Business Services Kft. ("IBS"), a subsidiary, was not consolidated due to immateriality of the impact of its financial information on

the financial information of the Group and due to its short record of operating activity (IBS was established on December 10th 2009).

3. Information on the audited consolidated financial statements

The audit covered the consolidated financial statements of the IPOPEMA Securities Group for the financial year January 1st - December 31st 2010, consisting of:

- summary of material accounting policies,
- consolidated statement of financial position prepared as at December 31st 2010, showing a balance-sheet total of **PLN 408,402 thousand**;
- consolidated statement of comprehensive income for the financial year January 1st - December 31st 2010, showing comprehensive income of **PLN 19,423 thousand**;
- consolidated statement of changes in equity for the financial year January 1st - December 31st 2010, showing an increase in equity of **PLN 20,711 thousand**;
- consolidated statement of cash flows for the financial year January 1st - December 31st 2010, showing an increase in net cash of **PLN 46,465 thousand**;
- notes.

4. Information on the auditing firm and the qualified auditor performing the audit

The audit of the IPOPEMA Securities Group's consolidated financial statements for 2010 was performed by BDO Sp. z o.o., registered office at ul. Postępu 12, Warsaw, Poland, entered in the list of entities qualified to audit financial statements maintained by the National Chamber of Statutory Auditors under Reg. No. 3355.

The auditor was selected by the Supervisory Board of the Company by virtue of its Resolution dated August 23rd 2007.

The audit was performed under an agreement for audit services, dated July 22nd 2010, by chief qualified auditor Katarzyna Iwuć, PhD (Qualified Auditor Reg. No. 11771). The audit was intermittently performed between February 23rd 2011 and the date of issue of the auditor's opinion. The audit was preceded by a review of the Group's consolidated financial statements for H1 2010 and by a preliminary audit.

We hereby represent that BDO Sp. z o.o., its management board and the qualified auditor, including the audit team performing the audit of the consolidated financial statements, satisfy the relevant criteria for issuing an objective and independent opinion on the audited statements, in accordance with the provisions of Art. 56.3 and 4 of the Act on Qualified Auditors, their Self-Government, Entities Qualified to Audit Financial Statements and on Public Supervision (Dz.U. of 2009, No. 77, item 649).

During the audit, the Management Board of the Parent Undertaking provided the auditor with the required data, information and explanations necessary to carry out the audit, and represented that no material events occurred in the period from the balance-sheet date to the date of the representation.

The auditor was not restricted in any way as to the choice of methods applied during the audit.

5. Information on the financial statements for the previous year

The opening balances were determined on the basis of the consolidated financial statements for the period January 1st - December 31st 2009, which were audited by BDO Sp. z o.o and on which an unqualified opinion was issued.

The consolidated financial statements of the Company for the period January 1st - December 31st 2009 were not approved as at the date of this opinion, as disclosed by the Management Board of the Parent Undertaking in the consolidated financial statements.

The consolidated financial statements for 2009 were filed with the National Court Register on July 12th 2010 and published in *Monitor Polski B* No. 44, item 245, of January 20th 2011.

II. FINANCIAL ANALYSIS OF THE GROUP

Below are presented selected items of the Group's statement of financial position and income statement, as well as key financial ratios, in comparison with the corresponding figures for previous years.

1. Key items of the consolidated statement of financial position (PLN'000)

	Dec 31 2010	% of balance- sheet total	Dec 31 2009	% of balance- sheet total	Dec 31 2008	% of balance- sheet total
ASSETS						
Cash and cash equivalents	98,732	24.2	47,216	12.2	39,016	28.1
Current receivables	289,654	70.9	328,904	85.2	93,578	67.3
Current prepayments and accrued income	768	0.2	500	0.1	646	0.5
Financial instruments held for trading	8,852	2.2	4,345	1.1	1,803	1.3
Financial instruments available for sale	2,157	0.5	420	0.1	357	0.3
Non-current receivables	493	0.1	111	0.0	0	0.0
Non-current loans advanced	2,865	0.7	0	0.0	0	0.0
Property, plant and equipment	1,572	0.4	1,576	0.4	1,683	1.2
Intangible assets	1,860	0.5	1,486	0.4	1,318	0.9
Non-current prepayments and accrued income	1,449	0.4	1,447	0.4	672	0.5
TOTAL ASSETS	408,402	100.0	386,005	100.0	139,073	100.0
EQUITY AND LIABILITIES						
Current liabilities	331,689	81.2	330,449	85.6	91,782	66.0
Provisions	7,422	1.8	7,016	1.8	2,926	2.1
Accruals and deferred income	40	0.0	0	0.0	0	0.0
Share capital	2,934	0.7	2,893	0.7	2,857	2.1
Other capital reserves	10,970	2.7	8,719	2.3	7,876	5.7
Retained earnings	53,554	13.1	35,552	9.2	33,632	24.2
Minority interests	1,793	0.4	1,376	0.4	0	0.0
TOTAL EQUITY AND LIABILITIES	408,402	100.0	386,005	100.0	139,073	100.0

2. Key items of the consolidated statement of comprehensive income (PLN '000)

	Year ended Dec 31 2010	% of sales revenue	Year ended Dec 31 2009	% of sales revenue	Year ended Dec 31 2008	% of sales revenue
Revenue from brokerage activities	69,378	69.1	55,320	78.5	49,219	91.8
Revenue from management of investment funds	17,499	17.4	8,832	12.5	4,420	8.2
Revenue from advisory services	13,574	13.5	6,351	9.0	0	0.0
Costs of core activities	71,071	70.8	53,148	75.4	35,152	65.5
Profit (loss) on core activities	29,380	29.2	17,355	24.6	18,487	34.5
Gain (loss) on transactions in financial instruments held for trading	-2,107	-2.1	-880	-1.2	-2,440	-4.5
Other operating income	454	0.5	122	0.2	133	0.2
Other operating expenses	1,346	1.3	1,453	2.1	1,789	3.3
Operating profit (loss)	26,381	26.3	15,144	21.5	14,391	26.8
Finance income	1,999	2.0	1,982	2.8	3,223	6.0
Finance expenses	4,839	4.8	1,954	2.8	1,780	3.3
Pre-tax profit (loss)	23,541	23.4	15,172	21.5	15,834	29.5
Corporate income tax	5,122	5.1	3,564	5.1	3,322	6.2
Profit (loss) on continuing operations	18,419	18.3	11,608	16.5	12,512	23.3
Discontinued operations	0	0.0	0	0.0	0	0.0
Net profit (loss) for period	18,419	18.3	11,608	16.5	12,512	23.3
Attributable to:						
Owners of the Parent	18,002	17.9	11,756	16.7	12,512	23.3
Minority interests	417	0.4	-148	-0.2	0	0.0
Gains and losses on revaluation of financial assets available for sale	1,240	1.2	4	0.0	43	0.1
Corporate income tax on items of other comprehensive income	-236	-0.2	-1	0.0	-8	0.0
Other comprehensive income	1,004	1.0	3	0.0	35	0.1
Comprehensive income for period	19,423	19.3	11,611	16.5	12,547	23.4
Attributable to:						
Owners of the Parent	19,006	18.9	11,759	16.7	0	
Minority interests	417	0.4	-148	-0.2	0	

3. Key financial ratios

	<u>As at Dec 31 2010</u>	<u>As at Dec 31 2009</u>	<u>As at Dec 31 2008</u>
Current ratio			
$\frac{\text{Total current assets}^*}{\text{Current liabilities}}$	1.2	1.2	1.5
Net margin			
$\frac{\text{Comprehensive income for period}}{\text{Revenue from core activities}^{**}}$	19.3%	16.5%	23.4%
Return on assets			
$\frac{\text{Comprehensive income for period}}{\text{Total assets}}$	4.8%	3.0%	9.0%
Return on equity			
$\frac{\text{Comprehensive income for period}}{\text{Equity}^{***}}$	28.0%	23.9%	28.3%
Book value per share			
$\frac{\text{Equity}^{***}}{\text{Number of shares}}$	2.36	1.68	1.55
Earnings per share			
$\frac{\text{Comprehensive income for period}}{\text{Number of shares}}$	0.66	0.40	0.44

* Current assets included: cash and cash equivalents, current receivables, financial instruments held for trading, current prepayments and accrued income, and financial instruments available for sale

** Revenue from core activities included: revenue from brokerage activities, revenue from management of investment funds, and revenue from advisory services

*** Including both equity and minority interests

4. Comments

Current receivables (accounting for 70.9% of the balance-sheet total) and cash and cash equivalents (accounting for 24.2% of the balance-sheet total) represented the largest proportion of assets.

Current liabilities (81.2% of the balance-sheet total) and retained earnings (13.1% of the balance-sheet total) represented the largest proportion of equity and liabilities.

The balance-sheet total rose by 5.8% compared with the previous year.

In the period under analysis, the Group generated comprehensive income of PLN 19,423 thousand, with profit on core activities of PLN 29,380 thousand. Revenue from brokerage activities represented the highest proportion of revenue from core activities (69.1%). Revenue from brokerage activities advanced by 25.4% year on year, while revenue from core activities rose by 42.5% relative to 2009. Costs related to core activities increased by 33.7% over the same period. Given that revenue from core activities grew faster than costs related to core activities, the comprehensive income for the period was higher by PLN 7.812 thousand (67.3%) relative to 2009.

Current ratio stayed flat (1.2), within a statistically optimum range.

The profitability ratios were as follows: net margin: 19.3% (2009: 16.5%), return on assets: 4.8% (2009: 3.0%) and return on equity: 28.0% (2009: 23.9%).

In the period covered by the audit, the higher equity yielded a higher book value per share. In 2010, the book value per share was 2.36 vs. 1.68 in 2009.

Earnings per share stood at 0.66, relative to 0.40 in 2009.

The results posted by the IPOPEMA Securities Group and its overall financial standing indicate no threat to the Group's continuing as a going concern within the meaning of the IFRS.

III. DETAILED INFORMATION

1. Accounting policies

The undertakings included in the consolidated financial statements of the IPOPEMA Securities Group apply the same accounting policies and valuation methods for assets, equity and liabilities.

2. Inventory taking

In the period under analysis, the Parent Undertaking did not comply with inventory taking dates with respect to its accounts, as stipulated by the Accountancy Act. In the course of the audit of the financial statements, the auditor performed independent confirmation of 98.54% of the accounts receivable, identifying no irregularities.

3. Basis of preparation of the consolidated financial statements

The consolidated financial statements of the IPOPEMA Securities Group were prepared in compliance with the International Accounting Standards, the International Financial Reporting Standards, the related interpretations promulgated as European Commission regulations and - to the extent not covered by those Standards - in compliance with the Polish Accountancy Act and the secondary legislation thereto.

4. Notes to the consolidated financial statements

Note about the adopted accounting policies and other notes to the consolidated financial statements were prepared in a complete and correct manner, taking into account the requirements stipulated in the IFRS, and - to the extent not covered by those Standards - in compliance with requirements stipulated in the Polish Accountancy Act.

5. Consolidated statement of changes in equity

The data contained in the consolidated statement of changes in equity is correctly related to the statement of financial position and accounting records, and gives an accurate and fair view of the changes in the Company's equity.

6. Statement of cash flows

The consolidated statement of cash flows was prepared by the Company using an indirect method, in compliance with the requirements of IAS 7, and is correctly related to the relevant items of the balance sheet, income statement and accounting records.

7. Directors' Report on the Group's operations

Pursuant to Art. 49 of the Accountancy Act, and the Regulation of the Polish Finance Minister on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated

February 19th 2009 (Dz.U. of 2009. No. 33, item 259, as amended), the Management Board prepared the Directors' Report on the Group's operations.

The information contained in the Directors' Report is consistent with the data presented in the audited financial statements.

8. Representation by the Parent Undertaking's management

The management of the Parent Undertaking submitted a written representation to the effect that the data contained in the accounting records was disclosed fully and completely, that all contingent liabilities were disclosed and that no material events occurred after the end of the reporting period other than those discussed in the financial statements.

Chief auditor performing the audit:

Katarzyna Iwuć, PhD
Qualified Auditor
Reg. No. 11771

Person acting on behalf of BDO Sp. z o.o.:

André Helin, PhD
President of the Management Board
Qualified auditor, Reg. No. 90004

BDO Sp. z o.o.
ul. Postępu 12
02-676 Warsaw, Poland
Entity qualified to audit financial statements No. 3355

Warsaw, March 17th 2011