



PROKOM SOFTWARE SA CAPITAL GROUP

CONSOLIDATED QUARTERLY REPORT

FOR THE 4th QUARTER OF 2007

27 FEBRUARY 2008

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This report contains 50 consecutively numbered pages, from page 1 to 50.

The accompanying condensed consolidated financial statements prepared according to IAS 34 were authorized by the Management Board of Prokom Software SA on February 27th 2007.

On behalf of the Management Board:

Tadeusz Dyrka
Vice-President of the Management Board

Włodzimierz Serwiński
Member of the Management Board

Prokom Software S.A.**Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands****Selected financial data**

	in thousand PLN*)		in thousand EUR*)	
	12 months ended December 31 st 2007 (unaudited)	12 months ended December 31 st 2006	12 months ended December 31 st 2007 (unaudited)	12 months ended December 31 st 2006
Data of the condensed consolidated financial statements				
I. Net sales revenues	1 916 555	1 693 390	507 455	434 303
II. Operating profit (loss)	146 401	155 763	38 763	39 948
III. Profit (loss) before income tax	407 419	183 250	107 874	46 998
IV. Net profit (loss)	369 325	159 613	97 788	40 936
V. Net profit (loss) attributable to shareholders of the Parent	258 817	91 969	68 528	23 587
VI. Cash flows from operating activities	190 332	130 296	50 395	33 417
VII. Cash flows from investing activities	-48 157	-69 063	-12 751	-17 713
VIII. Cash flows from financing activities	-87 747	-49 635	-23 233	-12 730
IX. Net cash flows	54 428	11 598	14 411	2 975
X. Total assets	2 004 862	2 307 664	554 988	602 335
XI. Total liabilities	750 129	1 069 517	204 700	279 160
XII. Long-term liabilities	132 791	261 082	32 355	68 146
XIII. Short-term liabilities	617 338	808 435	172 345	211 014
XIV. Shareholders' equity	1 254 733	1 238 147	350 288	323 175
XV. Shareholders' equity attributable to shareholders of the Parent	1 108 287	882 934	309 405	230 459
XVI. Share capital	14 185	14 185	3 960	3 702
XVII. Number of shares	13 890 830	13 890 830	13 890 830	13 890 830
XVIII. Basic earnings per ordinary share (in PLN / EUR)	18,63	6,62	4,93	1,70
XIX. Book value per ordinary share attributable to shareholders of the Parent (in PLN / EUR)	79,79	63,56	22,27	16,59
XX. Book value per ordinary share	90,33	89,13	25,22	23,27
XXI. Declared or paid dividend per ordinary share (in PLN / EUR)	**))	**))	**))	**))
Data of the condensed standalone financial statements				
XXII. Net sales revenues	517 736	556 202	137 083	142 649
XXIII. Operating profit (loss)	-33 521	56 549	-8 876	14 503
XXIX. Profit (loss) before income tax	103 060	60 960	27 288	15 634
XXV. Net profit (loss)	83 870	50 209	22 207	12 877
XXVI. Cash flows from operating activities	19 651	83 723	5 203	21 472
XXVII. Cash flows from investing activities	123 086	-46 928	32 590	-12 036
XXVIII. Cash flows from financing activities	-77 075	-18 410	-20 407	-4 722
XXIX. Net cash flows	65 662	18 385	17 386	4 715
XXX. Total assets	1 381 086	1 339 912	385 563	349 737
XXXI. Total liabilities	455 249	482 943	127 094	126 055
XXXII. Long-term liabilities	121 549	127 312	33 933	33 230
XXXIII. Short-term liabilities	333 700	355 018	93 160	92 665
XXXIV. Shareholders' equity	925 837	856 969	258 469	223 682
XXXV. Share capital	14 185	14 185	3 960	3 702
XXXVI. Number of shares	13 890 830	13 890 830	13 890 830	13 890 830
XXXVII. Basic earnings per ordinary share (in PLN / EUR)	6,04	3,61	1,60	0,93
XXXVIII. Book value per ordinary share	66,65	61,69	18,61	16,10
XXXIX. Declared or paid dividend per ordinary share (in PLN / EUR)	1,08	1,50	0,30	0,39

*)The data for balance sheet items is presented as at December 31st 2007 and for the comparable period as at 31 December 2006

**)See the condensed financial statement

Prokom Software S.A.

**Interim condensed consolidated financial statements for the period of 12 months
ended December 31st 2007**

Expressed in Polish Zloty (PLN) all amounts in thousands

To translate the selected financial data from Polish zloty (PLN) to Euro (EUR), the following foreign exchange rates have been used:

For the reporting period:

- For the Balance Sheet items an average NBP rate as at the balance sheet day. The respective exchange rate as of December 31st 2007 was 1 EUR = 3.5820 PLN.
- For the Income Statement and Cash Flow items – the average of NBP rates applicable on the last day of each month between January and December 2007 (1 EUR = 3.7768 PLN).

For the comparative period:

- For the Balance Sheet items an average NBP rate as at the balance sheet day. The respective exchange rate as of December 31st 2006 was 1 EUR = 3.8312 PLN.
- For the Income Statement and Cash Flow items – the average of NBP rates applicable on the last day of each month between January and December 2006 (1 EUR = 3.8991 PLN).

Prokom Software S.A.**Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands**

General information

Prokom Software SA, a joint stock company ("Prokom Software SA", "the Company", "Prokom", "Parent Company") is the Parent Company of Prokom Software SA Capital Group ("the Group"). The Company was formed in 1997 under Polish law as in the Notaries Deed by a Notary Izabela Miklas of May 14th 1997. Duration of the Company is unlimited.

Register number

The Company was entered into the National Court Register Entry No. KRS 0000041559 on August 8th 2003.

Seat and the Headquarters of the Parent Company

The address of the Company's registered office is: 00-697 Warsaw, Al. Jerozolimskie 65/79.

The Company's headquarters is located at: 81-321 Gdynia, Podolska 21.

The principal activity of Prokom Software SA

The Company's sector, according to the classification of the Warsaw Stock Exchange, is "information technology".

The principal activity of the Company, according to the Polish Classification of Activities (PKD-7222), is "software activities". This category comprises analysis, design and programming of ready-for-use software.

In addition to providing integrated IT solutions, the Company is involved in the sales of computer hardware and software. These sales are usually associated with the providing of software related services.

Supervisory Board of the Parent Company

<i>Board Member</i>	<i>Position</i>	<i>Term of office</i>
Irena Krauze	Chairman	from 01-01-2007 to 01-10-2007
Jacek Duch	Chairman	from 02-10-2007 to 31-12-2007
Bo Denysyk	Member	from 01-01-2007 to 31-12-2007
Maciej Grelowski	Member	from 01-01-2007 to 31-12-2007
Marek Modecki	Member	from 01-01-2007 to 31-12-2007
Leszek Starosta	Member	from 01-01-2007 to 01-10-2007
Adam Noga	Member	from 02-10-2007 to 31-12-2007

Management Board of the Parent Company

<i>Board Member</i>	<i>Position</i>	<i>Term of office</i>
Ryszard Krauze	President	from 01-01-2007 to 01-10-2007
Adam Góral	President	from 02-10-2007 to 31-12-2007
Jarosław Chudziak	Vice-President	from 01-01-2007 to 31-12-2007
Tadeusz Dyrka	Vice-President	from 01-01-2007 to 31-12-2007
Dariusz Górka	Vice-President	from 01-01-2007 to 31-12-2007
Piotr Mondalski	Vice-President	from 01-01-2007 to 01-10-2007
Krzysztof Kardaś	Member	from 01-01-2007 to 31-12-2007
Grzegorz Maciąg	Member	from 01-01-2007 to 31-12-2007
Przemysław Sęczkowski	Vice-President	from 02-10-2007 to 31-12-2007
Włodzimierz Serwiński	Member	from 05-12-2007 to 31-12-2007

Prokom Software S.A.**Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands**

According to the Company's statutes of association the Management Board is composed of no more than fifteen persons appointed by the Supervisory Board for the individual terms of office. The terms of office are as follows: five years for the President of the Management Board, two years for a Vice-President of the Management Board and one year for a member of the Management Board. A member shall be removed from the Management Board by way of a resolution of the Supervisory Board. The Management Board manages the Company's affairs and represents the Company in relations with third parties. The Company's statute does not provide the specific powers, so it manages the Company's affairs basing on the Companies Commercial Code.

Branches and units of the Parent Company

<i>Branches and units</i>	<i>Seat</i>	<i>Address</i>	<i>Employment in 2007</i>	<i>Employment in 2006</i>
Company's seat	Warszawa	00-697 Warszawa, Al. Jerozolimskie 65/79	38	35
Branch	Gdynia	00-321 Gdynia, ul. Podolska 21	547	574
Branch	Warszawa	02-383 Warszawa, ul. Grójecka 127	133	161
Branch	Katowice	40-161 Katowice, Al. W. Korfantego 83A	124	142
Branch	Wrocław	50-449 Wrocław, ul. Traugutta 1/7	114	122
Branch	Szczecin	70-530 Szczecin, ul. Matejki 22	92	100
Branch	Łódź	90-954 Łódź, Al. J. Piłsudskiego 3	53	65
Branch	Bydgoszcz	85-674 Bydgoszcz, ul. Gdańska 47	41	48
Branch	Rzeszów	35-016 Rzeszów, ul. Hoffmanowej 19	22	24
Unit	Lublin	20-601 Lublin, ul. T. Zana 39	16	18
Total			1,180	1,289

Share capital of the Parent Company

Share capital: PLN 13,890,830

Total number of shares: 13,890,830 of the nominal value PLN 1.0 each

Total number of votes at the GSM: 14,632,494

The total authorized number of shares in issue is as follows (not in thousands)

<i>Series</i>	<i>31 December 2007</i>	<i>31 December 2006</i>
A-series preference shares	185 416	185 416
B-series shares	9 814 584	9 814 584
C-series shares	2 700 000	2 700 000
D-series shares	762 000	762 000
E-series shares	356 306	356 306
F-series shares	72 524	72 524
Share capital	13 890 830	13 890 830

All shares are fully paid. The Company does not hold own shares.

Shareholders' rights of the Parent Company

There are no restrictions regarding transferring the ownership of the Company's shares.

Each A-series preference share carries five voting rights.

The shares of B, C, D, E and F-series confer one vote per share.

All classes of issued shares rank equally in terms of dividends and return on capital.

According to the Company's statutes, the Management Board may convert registered shares into bearer shares or vice versa, upon a Shareholder's request.

There are no special control powers with respect to the Company.

There are no employee stock option plans.

Prokom Software S.A.**Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands****Quotation of Prokom Software SA shares**

The Company's shares are listed on the Warsaw Stock Exchange and as Global Depository Receipts on the London Stock Exchange.

- On 18 January 2008 Prokom Software SA sent to The Bank of New York, with its registered seat at 101 Barclay Street, New York, NY 10286, the USA ("BoNY"), a termination notice (the "Termination Notice") of the Deposit Agreement dated 5 December 1997 (as amended, the "Deposit Agreement"), entered into between the Company and BoNY, pursuant to which BoNY issues Global Depository Receipts ("GDRs") outside of the Republic of Poland based on the shares in Prokom. The Deposit Agreement will be terminated on 18 April 2008 in accordance with the terms thereof and in accordance with the Termination Notice. Moreover, on 18 January 2008 Prokom sent notices to the London Stock Exchange and to the Financial Services Authority on the cancellation of the listing of the GDRs on the London Stock Exchange as of 18 April 2008, in consequence of the termination of the Deposit Agreement.

(communiqué of Prokom Software SA - RB/03/2008 dated January 18th 2008)

Auditor of the Parent Company

The Company's qualified auditor is Ernst & Young Audit Sp. z o.o.

Employment of the Capital Group

<i>Employment</i>	<i>2007</i>	<i>2006</i>
Average	5,551	4,536

General Shareholders Meeting

As at December 31st 2007

<i>Shareholder</i>	<i>Number of shares</i>	<i>% in share capital</i>	<i>Number of votes at GSM</i>	<i>% of votes at GSM</i>
Asseco Poland SA	1 523 120	10.96%	2 003 600	13.69%
Prokom Investment SA	1 346 856	9.70%	1 346 856	9.20%
ING TFI S.A.	838 691	6.04%	838 691	5.73%
Pioneer Pekao Investment Management SA	748 404	5.39%	748 404	5.11%
Deutsche Bank AG	738 764	5.32%	738 764	5.05%
Ryszard Krauze*	115 498	0.83%	115 498	0.79%
Pozostali akcjonariusze	8 579 497	61.76%	8 840 681	60.42%

**) As at the balance date Mr. Ryszard Krauze owned directly and indirectly 66.39% of the share capital and votes at the GSM of Prokom Investments SA*

As a result of partially executed conditional sale agreement of shares of Prokom Software SA, concluded on September 29th 2007 between Mr. Ryszard Krauze, Prokom Investments SA and Asseco Poland SA, on February 19th 2008 Asseco Poland SA acquired 2 ordinary bearer shares of Prokom Software SA. After that Mr. Ryszard Krauze and Prokom Investments SA does not hold any shares of Prokom Software SA.

Following the above-mentioned acquisition as on the report publication date Asseco holds 120,120 registered shares of Prokom preferred as to voting rights (5 votes per share) and 2,865,354 ordinary bearer shares of Prokom, in total representing ca. 21.49% of the share capital of Prokom and entitling to 3,465,954 votes or ca. 23.69% of votes at the general meeting of Prokom.

Prokom Software S.A.

Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007

Expressed in Polish Zloty (PLN) all amounts in thousands

Shares/option for shares in Prokom Software SA held by Management and Supervisory Board Members of Prokom Software SA

	<i>As at the report date</i>		<i>Change on the last quarterly report date</i>	
	<i>No. of shares</i>	<i>No. of options</i>	<i>Change of no. of shares</i>	<i>Change of no. of options</i>
Management personnel	11,827	-	-694,499*	-
Ryszard Krauze	-	-	-658,498*	-
Piotr Mondalski	-	-	-36,000*	-
Tadeusz Dyrka	11,827	-	-	-
Grzegorz Maciąg	-	-	-1*	-
Supervisory personnel	-	-	-	-

*) The above changes results from the fact that as on the report date Mr. Ryszard Krauze, Mr. Piotr Mondalski and Mr. Grzegorz Maciąg were not acting as a Management Board Members of Prokom Software SA and a disposal of shares by Mr. Ryszard Krauze.

As at February 27th 2008 the other Management Board and Supervisory Board Members did not hold any shares of Prokom Software SA and any shares in related entities.

Capital Group structure

The Capital Group of Prokom Software SA is composed of entities offering complementary services and products (see chart on page 41). The structure of the Group is based on clear split of competences and market sectors.

The principal activity of the Group

The principal activities of the Group include providing information technology services comprising design, installation and implementation of comprehensive information technology solutions to large companies and government entities in Poland.

Prokom Software S.A.**Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands**

Basic data of the companies included in the consolidated financial statements

<i>Company Capital stake/votes as on the balance sheet date</i>	<i>Business activity</i>	<i>Consolidation / valuation method</i>
Prokom Software SA Parent Company www.prokom.pl	Provision of comprehensive IT solutions to large and medium sized enterprises and public institutions, as well as satisfying needs of Polish market for technologically advanced IT services and solutions	Full
Asseco Poland SA Capital Group 22.72/22.72 www.asseco.pl	Provision of comprehensive IT solutions mainly to financial and public administration sectors	Equity method
ABG SPIN SA Capital Group 42.68/42.68 www.abg.pl	Designing, development and integration of complex IT systems and infrastructure mainly for public administration telecommunication, health, energy sectors and uniform forces	Full
Comp Safe Support SA* www.comp.com.pl	Provision of comprehensive IT systems, specializes in security solutions for all market sectors	Equity method
ZETO Sp. z o.o. 94.20/94.20	Data processing services, space leasing	Full
Combidata Poland Sp. z o.o. 83.81/83.81 www.combidata.pl	Organization, preparation and conducting traditional and electronic trainings, manufacturing of training software, managing non-public IT school	Full
Postdata SA 49.0/49.0 www.postdata.pl	IT services mainly for the Polish Post	Equity method

*) On December 21st 2007 Prokom Software SA disposed all held shares of COMP Safe Support SA

Prokom Software S.A.**Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands**

Financial results of the Group**CONSOLIDATED BALANCE SHEET****Structure of assets, liabilities and shareholders' equity**

As at December 31st 2007 the total assets amounted to PLN 2,004.9m, which represents a 13.1% decrease in comparison to December 31st 2006.

1. As at September 30th 2007 **fixed assets** amounted to PLN 1,19.0m and represented 55.8% of the total assets; **current assets** amounted to PLN 885.8m and represented 44.2% of the total assets. Comparing to December 31st 2006, this constitutes an increase of 9.2% in fixed assets and a decrease of 30.8% in current assets.
2. Shareholders' equity and liabilities – **shareholders' equity** represented 62.6% of the total assets (PLN 1,254.7m) **long-term liabilities** represented 6.6% (PLN 132.8m) **and short-term liabilities** represented 30.8% (PLN 617.3m). This constitutes an increase of 1.3% in the shareholders' equity, a decrease of 49.1% in long-term liabilities and 23.6% in short-term liabilities compared to December 31st 2006.

As at December 31st 2007 the Group's shareholders' equity was comprised of:

• share capital	PLN 14.2m
• share premium	PLN 239.0m
• retained earnings	PLN 885.1m
• minority interest	PLN 146.4m

Book value per share attributable to shareholders of Prokom Software SA amounted to PLN 79.8, which constitutes an increase 25.5%.

The above mentioned increase of fixed assets and shareholders equity results mainly from the merger of Softbank SA and Asseco Poland SA.

CONSOLIDATED PROFIT AND LOSS ACCOUNT**Revenues and costs from operating activities**

Below analysis compares financial data for the fourth quarter of 2007 to the fourth quarter of 2006.

The major influence on comparables had the termination of the dominance of Prokom Software SA to Asseco Poland SA, resulting with the change of the consolidation method, from full consolidation to equity method.

In the fourth quarter of 2007 the Group's **sales revenues** totaled PLN 336.9m, and decreased by 35.9% compared to the fourth quarter of 2006, when the revenues amounted to PLN 525.4m. Respectively the **costs of sales** went down by 28.5% and equaled PLN 261.7m, while in the fourth quarter of 2006 amounted to PLN 365.9m.

The gross margin in the fourth quarter of 2007 went down to 22.3% while in the fourth quarter of 2006 accounted to 30.4%.

Sales of products and services constituted 70.0% of the total sales and amounted to PLN 235.9m. This constitutes a decrease of 35.7% compared to the fourth quarter of 2006 when the sales of products and services amounted to PLN 366.8m. Respectively the **cost of products sold** amounted to PLN 176.4m, which is a decrease of 24.1% compared to the fourth quarter of 2006 (PLN 232.4m).

Prokom Software S.A.**Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands****Sales of products and services structure**

	<i>4th quarter of 2007</i>		<i>4th quarter of 2006</i>		<i>Change</i>
	<i>[PLN 000]</i>	<i>[%]</i>	<i>[PLN 000]</i>	<i>[%]</i>	<i>[%]</i>
Own licenses	48 907	20,7	160 790	43,8	-69,6
Implementations	16 887	7,2	21 029	5,7	-19,7
IT support services	62 022	26,3	72 477	19,8	-14,4
General contractor services	15 967	6,8	15 641	4,3	2,1
Network infrastructure development	29 436	12,5	11 328	3,1	159,9
System development services	21 314	9,0	31 347	8,5	-32,0
Technical support and post warranty services	13 569	5,8	11 969	3,3	13,4
Training services	21 116	9,0	17 729	4,8	19,1
Other	6 691	2,8	24 461	6,7	-72,6
Total	235 909	100	366 771	100	-35,7

In the fourth quarter of 2007, the sales structure of products and services significantly differed to the corresponding period of the previous year, mainly because of the change of the consolidation method of Asseco Poland SA. The majority of sales of products and services was derived from sales of IT support services (26.3%) and sales of own licenses (20.7%).

Respectively in the fourth quarter of 2006 the major share in sales of products and services was attributable to sales of own licenses (43.8%) and sales of IT support services (19.8%).

Sales of goods for resale and materials constituted 30.0% of the total sales and amounted to PLN 101.0m. This constitutes a decrease of 36.3% compared to the fourth quarter of 2006 when the sales of goods for resale and materials amounted to PLN 158.6m. Respectively the **cost of goods for resale and materials sold** amounted to PLN 85.3m, which is a decrease of 36.1% compared to the fourth quarter of 2006 (PLN 133.6m).

The share of sales of goods for resale and materials in total sales revenues was similar in both compared periods, and equaled to approx. 30%.

Sales of goods for resale and materials structure

	<i>4th quarter of 2007</i>		<i>4th quarter of 2006</i>		<i>Change</i>
	<i>[PLN 000]</i>	<i>[%]</i>	<i>[PLN 000]</i>	<i>[%]</i>	<i>[%]</i>
Hardware	74 749	74,0	113 196	71,4	-34,0
Third party software	26 282	26,0	44 127	27,8	-40,4
Other	-	-	1 310	0,8	-
Total	101 031	100	158 633	100	-36,3

The structure of **sales of goods for resale** did not differ significantly from the structure in the corresponding period of the previous year. The majority of sales of goods for resale and materials were derived from sale of hardware (74.0%), in the fourth quarter of 2006 (71.4%).

The Group's sales revenues by sectors

<i>Sector</i>	<i>4th quarter of 2007</i>	
	<i>[PLN '000]</i>	<i>[%]</i>
Public administration	165 207	49.0
Services	74 504	22.1
Financial	60 363	17.9
Industry	36 866	11.0
Total	336 940	100

Prokom Software S.A.**Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands**

Selling and distribution costs amounted to PLN 29.6m, which a decrease of 9.6% in comparison to the cost of the fourth quarter of previous year (PLN 32.7m).

General and administrative expenses went down by 11.7% in comparison with the fourth quarter of 2006, from PLN 74.2m to PLN 65.5m. External services and salaries represented main categories of the G&A expenses.

Costs by categories

	<i>4th quarter of 2007</i>		<i>4th quarter of 2006</i>		<i>Change</i>
	<i>[PLN '000]</i>	<i>[%]</i>	<i>[PLN '000]</i>	<i>[%]</i>	<i>[%]</i>
Depreciation and amortization	13 514	4,9	13 699	3,9	-1,4%
Materials and energy consumed	18 978	6,8	24 111	6,8	-21,3%
External services	150 442	54,3	172 365	48,7	-12,7%
Taxes and charges	131	0,0	1 113	0,3	-88,2%
Wages and salaries	79 014	28,5	101 313	28,6	-22,0%
Social security contributions	8 929	3,2	14 741	4,2	-39,4%
Other	6 696	2,4	26 412	7,5	-74,6%
Total	277 704	100	353 754	100	-21,7%

Revenues and costs from financial activities

The financial revenues in the fourth quarter of 2007 amounted to PLN 12.0m and were lower by 76.5% in comparison to the corresponding period of the previous year when they amounted to PLN 51.1%.

Respectively the financial costs in the fourth quarter of 2007 amounted to PLN 15.4, and decreased by 59.5% in relation to the financial costs for the fourth quarter of 2006, which amounted to PLN 38.1%.

Profit

The **gross profit** of the Group in the fourth quarter of 2007 amounted to PLN 75.3. The **gross margin** went down by 8 percentage points and equaled to 22.3%.

Comparing to the operating profit of PLN 52.9m in the fourth quarter of 2006 ,in the reporting period the Group's generated **operating loss** amounting to PLN 35.8m.

In the fourth quarter of 2007, the group recorded **loss before tax** amounting to PLN 7.3m, while in the corresponding period of 2006 profit before tax amounted to PLN 71.2.

In the reporting period the **net loss attributable to the shareholders of the Parent Company** amounted to PLN 19.9m, while in the corresponding period of 2006 the net profit attributable to the shareholders of the Parent Company equaled to PLN 35.5m. The EPS equaled PLN (1.43), while in the fourth quarter of 2006 it equaled PLN 2.56.

Prokom Software S.A.

Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007

Expressed in Polish Zloty (PLN) all amounts in thousands

Factors and non-recurring events affecting the Group's performance in the 4th quarter of 2007

- Termination of full consolidation on Asseco Poland SA Capital Group. In the 4th quarter of 2007 the Asseco's results were consolidated by equity method.
- Result on sale of shares of Asseco Poland SA, amounting to PLN 9.4m.
- Result on sale of shares of COMP Safe Support SA, amounting to PLN 7.3m.
- Provisions created by the Parent Company, tangible and intangible fixed assets impairments and one-off costs totally amounting to PLN 63.4m.
- Exchange rates fluctuations affecting the accounts denominated in foreign currencies as well as forward transactions (both to reduce the foreign currencies risk as well built-in derivatives in long-term contract denominated in foreign currency).
- Execution of contracts with major client, including in particular: Social Security Office, the Polish Post, PZU Group, Polish Post, Telekomunikacja Polska SA, Ministry of Internal Affairs and Administration, PKO BP SA, Agency for Agriculture Restructuring and Modernization, Grupa LOTOS SA and KE ENERGA SA.

Significant achievements affecting the Group's business

Operating activity

Prokom Software SA

- In the fourth quarter of 2007 similarly to the past periods the Company: (1) executed the contracts signed in the prior periods with: Social Security Service, PZU Group, Poczta Polska, TUiR Warta SA and Universities (2) prepared for implementation of new projects; (3) conducted works connected to securing new contracts.

In the reporting period Prokom Software SA signed numerous agreements, including:

- The Management Board of Prokom Software SA hereby reports that on December 28 2007, Prokom Software SA concluded with Social Insurance Authority (ZUS) the following agreements:

1/ Supplementary Agreement No. 6 to the agreement from October 10th 1997, for the design and development of Comprehensive IT System (KSI ZUS) and implementation of software application at ZUS.

The Supplementary Agreement provides for the modification, extension and maintenance of Comprehensive IT System applications, developed up to date of this agreement, as well as for the realization of services and project specification regarding the implementation of Comprehensive IT System in ZUS's head office and its departments.

The Supplementary Agreement No. 6 is to be executed from January 1st 2008 to December 31st 2008.

The agreement is to be executed on the basis of the following orders from ZUS to Prokom Software SA. The scope of each of these orders and its realization will be fixed separately; in particular the scope, term and value of each order. The net budget of the agreement amounts to PLN 70.8m.

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2/ Agreement for administration and exploitation of separate fields of Comprehensive IT System (KSI) in ZUS.

The agreement is to be executed from January 1st 2008 to December 31st 2008.

The objective of this agreement is provision of services rendered by Prokom Software SA to ZUS in order to maintain the continuation of system processing and availability. The part of services will be provided on the basis of the following orders from ZUS to Prokom Software SA. The scope of each of these orders and its realization will be fixed separately; in particular the scope, term and value of each order. The net budget of the agreement amounts to PLN 114.6m.

(communiqué of Prokom Software SA - RB/55/2007 dated December 29th 2007)

Numerous agreements and orders under contracts signed with existing customers:

- Delivery of hardware for TUiR WARTA S.A.;
- Agreement with Polskie Górnictwo Naftowe i Gazownictwo S.A. for the implementation of errors management system and IT support services;
- Agreement with Tele-Fonika Kable S.A. for the implementation of the integrated IT system;
- Agreement with the City Hall of Gliwice for the update of the concept of City Management IT System.

ABG SPIN SA Capital Group

- Agreement between ABG SPIN S.A. and Agency for the Restructuring and Modernization of Agriculture for the development and implementation of "ARiMR Holdings Register" IT System. The remuneration for ABG SPIN amounts to PLN 23.7m, and the contract is to be completed by 30.06.2009.

(communiqué of ABG SPIN SA – dated October 23rd 2007)

- Subsidiary company, OptiX Polska Sp. z o.o. has signed a framework agreement with Telekomunikacja Polska S.A. The subject of this agreement is the provision of the following by OptiX Polska Sp. z o.o.: hardware and software, granting licences for software, provision of services, including post-warranty services, performance of modernizations, provision of maintenance services and provision of additional services for Telekomunikacja Polska S.A.

Orders will be carried out until the total orders reach the value of EUR 9 million or until 31 December 2007.

(communiqué of ABG SPIN SA – dated December 12th 2007)

Finance activities

In the fourth quarter of 2007, as in the previous periods, Prokom Software Capital Group financed its business activities with cash generated from operations and external sources of financing.

The Group used free cash to decrease its external debt or invested in commercial papers and bank deposits.

The Group used its own resources, external debt and cash collected from its accounts receivable to pay its obligations in the normal course of business.

As at December 31st 2007 the Group financial liabilities amounted to PLN 306.7m and included: bank loans and commercial bonds PLN 185.7m, obligations resulting from the finance lease of PLN 120.0m and others PLN 1.0m.

As at December 31st 2007 Parent Company's financial liabilities amounted to PLN 283.0m and were lower by PLN 66.8m compared to December 31st 2006. The long-term portion amounted

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to PLN 111.8m and included only obligations resulting from the finance lease. The short-term portion amounted to PLN 171.3 and included: commercial bonds of PLN 167.6m, obligations resulting from the finance lease of PLN 3.6m and others of PLN 0.1m. The maximum debt capacity available to Prokom Software SA as at the balance sheet date amounted to approx. PLN 575m.

Prokom Software SA

- On October 4th 2007 Prokom Software SA and Bank BPH SA, seated in Krakow, concluded an annex to the credit agreement dated on May 19th 2003 (communiqués RB/12/2003 and RB/6/2006). By virtue of this annex the maximum value of the credit line was decreased from PLN 200m to PLN 100m. Other conditions of the credit agreement were unchanged.

(communiqué of Prokom Software SA - RB/34/2007 dated October 5th 2007)

Investing activities***Merger of Prokom Software SA with Asseco Poland SA***

- On 29 November 2007, Prokom Software SA and Asseco Poland SA agreed and signed a Merger Plan.

The companies will be merged pursuant to Art. 492 § 1 section 1 of the Commercial Companies Code and involve an acquisition via a transfer of all assets of Prokom (the target) to Asseco (the acquirer) (the "Merger").

In connection with the Merger, Asseco's share capital will be increased by up to PLN 19,847,748, by way of issuing up to 19,847,748 ordinary bearer series F shares with a nominal value of PLN 1 (one) each (the "Merger Shares"). The so issued shares will be subscribed for in return for a contribution consisting in Prokom's assets, whose value has been determined for the purposes of the Merger as corresponding to the value of the required contribution. Asseco will use its best efforts to have the Merger Shares admitted and introduced to trading on the Warsaw Stock Exchange.

Under the Merger Plan, the Merger Shares will be issued to Prokom's entitled shareholders pro rata to their respective shareholdings in Prokom based on a ratio of 1.82 Merger Shares for 1 (one) Prokom share (the "Exchange Ratio").

The Merger Shares will be allocated to Prokom's entitled shareholders through the National Depository for Securities (the "NDS") based on their respective Prokom shareholdings on a date which, under the applicable regulations, will be considered the reference date (the "Reference Date").

The Management Board of Asseco will be entitled to indicate the Reference Date and communicate it to the NDS, however, the Reference Date has to fall within 7 (seven) business days from the registration of the Merger by the court, unless the applicable laws or the NDS's internal regulations require that a different date be set as the Reference Date.

In order to meet the requirement to set the Reference Date, the Management Boards of both Prokom and Asseco shall take all steps necessary to suspend the listing of Prokom's shares during a period which shall commence not earlier than after the submission of the motion to have the Merger entered in the Register of Business Entities and shall conclude upon Prokom's shares being delisted.

The number of the Merger Shares to be delivered to each entitled shareholder of Prokom shall be determined by multiplying the number of Prokom shares held by each such shareholder on the Reference Date by the Exchange Ratio (i.e. 1.82) and rounding down the product of such multiplication (if such product is not an integer) to the nearest integer.

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Each entitled shareholder of Prokom who does not receive a fractional part of a Merger Share which he would have received based on the Exchange Ratio had it not been for the rounding down process referred to above, shall be entitled to receive an additional cash payment (the "Additional Payment").

The Additional Payment due to the given entitled shareholder of Prokom will be calculated based on the following formula:

$$P = F \times M,$$

where: D means the Additional Payment, F means the fraction by which the product referred to above has been rounded down, and M means the arithmetic mean of the closing prices (in the continuous trading system) of one Asseco share at the Warsaw Stock Exchange from the consecutive 30 (thirty) listing days preceding the Reference Date.

The main objective of the Merger is to create the largest IT company in Europe. Through an effect of synergy, the Merger will combine the potentials of the merging companies and significantly boost their competitiveness of the domestic and European market, as well as help to improve the quality of the offered products and services. The equity concentration resulting from the Merger will facilitate the development and marketing of the surviving company's own IT products and solutions, as well as allowing it to broaden its product range and customer base. The above-mentioned effects of the Merger are also expected to significantly improve the financial stability of operations and increase shareholder value for both the target and the acquirer.

Nihonswi, with its registered seat in Hergiswil, Switzerland ("Nihonswi") and Mr. Krzysztof Wilski ("KW") are Prokom shareholders holding registered preference shares which, pursuant to Prokom's Statute, carry five (5) votes each at Prokom's General Shareholders' Meeting (the "Preference Shares"). Under the Merger Plan, the Preference Shares will be exchanged for the Merger Shares at the Exchange Ratio. Furthermore, due to the fact that Prokom has several different types of shares, a resolution of Prokom's General Shareholders' Meeting concerning the Merger should be adopted by voting in separate groups. Holders of the Preference Shares are members of one of such groups, and in view of the fact that Asseco and Nihonswi will jointly hold a number of votes sufficient to represent a majority necessary for their voting group to adopt the Merger resolution, they could prevent the Merger if they selected to vote against such resolution.

In connection with the foregoing and in view of the fact that pursuant to Art. 511 § 1 of the Commercial Companies Code, following the Merger, Asseco as the surviving company (acquirer) should grant the individuals or entities enjoying special rights with respect to the target (company being acquired), such as the holders of the Preference Shares, rights which are equivalent or better to those enjoyed by such individuals or entities before the Merger, Prokom concluded a settlement agreement (the "Settlement Agreement") with Nihonswi and KW upon the signing of the Merger Plan on 29 November 2007.

The purpose of the Settlement Agreement is to put measures in place to prevent the occurrence of any disputes connected with the Merger and to eliminate the risk that the Merger resolution fails to be adopted by the group consisting of the holders of the Preference Shares, as well as to compensate Nihonswi and KW for the loss of their rights under the Preference Shares. Under the Settlement Agreement, Nihonswi and KW have agreed to waive their voting preferences under their respective stakes of Preference Shares in return for the benefits provided for in the Settlement Agreement.

Nihonswi and KW have agreed, at Prokom's General Shareholders' Meeting, to vote their respective Preference Shares in favour of the adoption of the resolution approving the Merger by Prokom's General Shareholders' Meeting. Furthermore, Nihonswi and KW have waived

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their right to lodge any objections and to challenge any Merger-related resolutions of Prokom's General Shareholders' Meeting, and have consented and agreed, in return for their respective stakes of Preferred Shares, to subscribe for such number of the Merger Shares as shall result from the Exchange Ratio, and further agreed not sell or encumber such respective Preferred Shares during the effective term of the Settlement Agreement.

Subject to the adoption of appropriate resolutions by the General Shareholders' Meeting of Asseco, Nihonswi agreed to subscribe for, before the Merger date, 353,152 subscription warrants issued by Asseco (the "Nihonswi Warrants"), and KW agreed to subscribe for, before the Merger date, 3,363 subscription warrants issued by Asseco (the "KW Warrants"). Each Nihonswi Warrant and each KW Warrant carries the right to subscribe for 1 (one) ordinary share in Asseco with priority over other Asseco's shareholders, which represents such number of Asseco shares as would result from the exchange of three (3) additional ordinary bearer shares in Prokom (per each Preferred Share) for the Merger Shares at the Exchange Ratio. the Nihonswi Warrants and the KW Warrants shall be issued by Asseco free of charge. Nihonswi and KW have agreed, upon the exercise date, to place subscription orders, subscribe and pay for all Asseco shares to subscribe for which entitle the Nihonswi Warrants and the KW Warrants. The issue price of one Asseco share to be subscribed for in the exercise of the Nihonswi Warrants and the KW Warrants shall be PLN 83.67. The shares issued based on the Nihonswi Warrants and the KW Warrants shall carry identical rights to those carried by the Merger Shares.

In return for Nihonswi and KW's concessions provided for in the Settlement Agreement, Prokom has agreed to pay to Nihonswi and KW an amount equivalent to the value of the monetary contribution necessary for Nihonswi and KW to subscribe for the Asseco Shares in the exercise of the Nihonswi Warrants and the KW Warrants, respectively.

If any of the Merger, the issue of the Nihonswi Warrants and/or the issue of the KW Warrants has not occurred by 30 September 2008, the Settlement Agreement will expire and the parties thereto will be released from any obligations they may have towards one another.

Upon the execution of the Settlement Agreement, Prokom concluded a side letter with Asseco (the "Side Letter") with a view to ensuring proper performance of the provisions of the Settlement Agreement.

Under the Side Letter, Asseco agreed to propose the following resolutions at Asseco's General Shareholders' Meeting: (i) on issuing the Nihonswi Warrants to Nihonswi; and (ii) on issuing the KW Warrants to KW.

Furthermore, in connection with the issue of the Nihonswi Warrants and the KW Warrants, Asseco has agreed to propose that its General Shareholders' Meeting adopt a resolution on a conditional increase of Asseco's share capital by up to PLN 356,515 (three hundred and fifty-six thousand, five hundred and fifteen) by issuing up to 356,515 (three hundred and fifty-six thousand, five hundred and fifteen) ordinary bearer shares in Asseco with a nominal value of PLN 1 (one) each (the "Additional Issue"), in order to offer such additional new shares by private placement to the holders of the Nihonswi Warrants and the KW Warrants. Asseco has agreed to convene the General Shareholders' Meeting in order to adopt resolutions on the Additional Issue by 31 March 2008. If the issue of the Nihonswi Warrants and/or the KW Warrants does not occur by 30 September 2008, the Side Letter will expire and the parties thereto will be released from any obligations they may have towards one another.

(communiqué of Prokom Software SA - RB/43/2007 dated November 30th 2007)

- On December 19th 2007 a "lock-up" deed was concluded between PROKOM, Asseco Poland SA ("ASSECO"), Bank Austria Creditanstalt AG, UniCredit CA IB Polska SA and UniCredit CA IB UK Limited (collectively referred to as "Unicredit").

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According to the deed PROKOM undertakes to UniCredit that (except for any issue of shares or other securities made pursuant to the merger of PROKOM and ASSECO as disclosed in the Public Disclosure no. 79/2007 of ASSECO dated November 30th 2007) for a period commencing on the date of this agreement and ending on the 6 month anniversary of the "closing date" (first date of listing on the Warsaw Stock Exchange of 4,644,580 E-series ordinary bearer shares of ASSECO), it will not, and will procure that none of its affiliates will:

- a) sell or announce an intention to sell any of the shares of ASSECO it will hold as of the "closing date" or
- b) issue or propose to issue any securities exchangeable into shares of ASSECO or
- c) issue or propose to issue any securities that in any other matter represent the right to acquire shares of ASSECO or
- d) conclude or propose to conclude any transaction (including any transaction involving derivatives) whose economic effect would be similar to the effect of selling share of ASSECO or
- e) propose or otherwise support an offering of any of its own shares, announce any intention to offer new shares and/or to issue any securities convertible into its shares or securities that in any other manner represent the right to acquire its shares or
- f) conclude or propose to conclude any transaction (including any transaction involving derivatives) whose economic effect would be similar to the effect of selling its shares in each case without the prior written consent of UniCredit, not to be unreasonably withheld.

In addition PROKOM undertakes to UniCredit that (except for any issue of shares or other securities made pursuant to the merger of PROKOM and ASSECO as disclosed in the Public Disclosure no. 79/2007 of ASSECO dated November 30th 2007) for a period commencing on the date of this agreement and ending on the 6 month anniversary of the "closing date" it will not, and will procure that none of its affiliates will, propose, vote in favour of or otherwise support:

- a) any increase of the share capital of ASSECO or
- b) any issuance of securities convertible into shares of ASSECO or
- c) any issuance of any other securities that in any other matter represent the right to acquire shares of ASSECO or
- d) the conclusion of any transaction (including any transaction involving derivatives) whose economic effect would be similar to the effect of causing ASSECO to issue such instruments or
- e) any issue or transfer by ASSECO of its treasury shares.

Nothing shall prohibit PROKOM or any of its respective affiliates from accepting a general offer made to all the holders of the issued and allotted shares of ASSECO for the time being on the terms which treat all such holders alike and which has become or been declared unconditional in all respects or been recommended for acceptance by the Directors. PROKOM or any of its respective affiliates may execute or deliver an irrevocable commitment or undertaking to accept a general offer without any further agreement to transfer or dispose of any ordinary shares.

The deed and any obligations and/or rights arising under it are conditional upon the first date of listing on the Warsaw Stock Exchange of 4,644,580 E-series ordinary bearer shares

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of ASSECO becoming effective on or before December 31st 2007 (or such later date as may be agreed between ASSECO and UniCredit).

(communiqué of Prokom Software SA - RB/52/2007 dated December 12th 2007)

Prokom Software SA

- Disposal by Prokom Software SA on October 11th 2007 of 223,341 ordinary bearer shares of Asseco Poland S.A.

After the transaction Prokom Software S.A. holds 11,611,450 shares of Asseco Poland S.A., constituting 24.99% of the share capital and votes at the general meeting of Asseco Poland SA

Before the transaction Prokom Software S.A. held 11,834,791 shares of Asseco Poland S.A., constituting 25.48% of the share capital and votes at the general meeting of Asseco Poland SA
(communiqué of Asseco Poland SA – dated October 12th 2007)

- Annex of December 17th 2007 to the Capital Agreement of January 10th 2007 (see Prokom Software SA's Current Report No. 3/2007 of January 10th 2007) between PROKOM, COMP SA ("COMP") and Mr Jacek Papaj, pursuant to which the parties agreed as follows:

If (a) by December 31st 2007 PROKOM does not make the statement on its intention to take control over COMP (the control takeover is understood as achievement of the right to designate a majority of the members of COMP Safe Support SA Supervisory Board) and (b) PROKOM will purchase from Mr. Jacek Papaj or from designated person of 226,031 shares of the company, the Capital Agreement will terminate (expire) as of January 1st 2008, and the following provisions will take effect as of that date (on December 18th 2007 PROKOM informed of the purchase of 226,031 shares of COMP, so the condition described in point (b) was fulfilled):

a) If on March 31st 2008:

i) PROKOM or subsidiary, jointly-controlled, associated or parent undertakings of PROKOM or from the PROKOM Group, or

(ii) Asseco Poland SA or subsidiary, jointly-controlled, associated or parent undertakings of Asseco Poland SA or from the Asseco Poland Group, hold (individually or jointly) at least 10% of COMP shares and votes at its general shareholders meeting; or

(b) from June 30th 2008 to December 31st 2010 (i) PROKOM or subsidiary, jointly-controlled, associated or parent undertakings of PROKOM or from the PROKOM Group, or (ii) Asseco Poland SA or subsidiary, jointly-controlled, associated or parent undertakings of Asseco Poland SA or from the Asseco Poland Group, hold (individually or jointly) at least 5% of COMP shares and votes at its general shareholders meeting; PROKOM will submit to Mr Jacek Papaj an irrevocable offer to purchase 600,000 COMP shares held by Mr Jacek Papaj

- (with the proviso that the parties agreed that March 31st 2008 would be changed to June 30th 2008 if the average market price of COMP shares in March is lower than the product of the earnings ratio and 15 (fifteen), where the earnings ratio is the quotient of consolidated net profit/(loss) of the COMP Group for the last four quarters (published in the form of information provided by COMP in a period report) and the number of COMP shares.

Moreover, the Parties agreed that in the event of termination (expiry) of the Agreement, if from January 1st 2008 to June 30th 2010:

PROKOM or subsidiary, jointly-controlled, associated or parent undertakings of PROKOM or from the PROKOM Group, or

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(ii) Asseco Poland SA or subsidiary, jointly-controlled, associated or parent undertakings of Asseco Poland SA or from the Asseco Poland Group, take control over COMP. PROKOM will submit to Mr Jacek Papaj an irrevocable offer to purchase 600,000 COMP shares held by Jacek Papaj.

Mr Jacek Papaj may, at his discretion, accept the offer in full or in part. The other provisions of the agreement of January 10th 2007 remain unchanged.

(communiqué of Prokom Software SA - RB/51/2007 dated December 18th 2007)

- On December 21st 2007 Prokom Software SA purchased of 226,031 shares of Comp Safe Support SA, and held in total 1,336,028 shares, which constituted 28.14% of the total share capital and entitled to 1,336,028 votes constituting 28.14% of the total voting power at the General Shareholders Meeting of Comp Safe Support SA.
- On December 21st 2007 Prokom Software SA disposed of 1,336,028 shares of Comp Safe Support SA, which constituted 28.14% of the total share capital and entitled to 1,336,028 votes constituting 28.14% of the total voting power at the General Shareholders Meeting of Comp Safe Support SA. As the result of transaction Prokom Software SA holds no shares of Comp Safe Support SA.

(communiqué of Prokom Software SA - RB/53/2007 dated December 21st 2007)

ABG SPIN SA Capital Group

- The conditional sale agreement of 70 shares of SK Galkom Sp. z o.o., seated in Rzeszów, constituting 87.5 % of the share capital and votes at the general meeting, which were held by ABG SPIN SA. Total sale price amounts to PLN 3.3m.

(communiqué of ABG SPIN SA – dated October 3rd 2007)

- ABG SPIN S.A. acquired the 8,894 new issued shares of the nominal value of PLN 500 each in the increased capital of KOM-PAKT Przedsiębiorstwo Innowacyjno – Wdrożeniowe Spółka z o.o., seated in Warsaw. The shares were acquired in exchange for a non cash contribution of an organized part of ABG SPIN business (Energy and Gas Solutions Department of ABG SPIN SA). As a result of the registration of the increase of the share capital, ABG SPIN SA will totally hold 9,194 shares constituting 100 % of the share capital and votes at the general meeting.

(communiqué of ABG SPIN SA – dated October 4th 2007)

- ABG SPIN has signed an agreement for the acquisition of an organised part of Sygnity.

Based on the transaction, ABG SPIN will take over systems for handling hospitals, outpatient clinics and other health care units, as well as system supporting settlements with the NFZ.

The sales price has been established at the net amount of PLN 28 million.

Transfer of the organised part of Sygnity to ABG SPIN will take place on or before 11 December 2007, whereas the total settlement of the sales transaction will be completed by 11 January 2008.

(communiqué of ABG SPIN SA – dated December 12th 2007)

Information about lawsuits or administrative proceedings pending against Prokom Software SA or its subsidiaries regarding their liabilities or receivables.

In the reporting period there were no pending lawsuits or administrative proceedings against Prokom Software SA or its subsidiaries regarding their liabilities or receivables of combined value exceeding 10% of Prokom Software SA equity.

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Other information essential for the estimation of the Group's performance and condition.

Pursuant to the provisions of the Merger Plan of Prokom Software SA and Asseco Poland SA, the following changes in the company's governing bodies occurred:

- October 1st 2007 - Mr. Ryszard Krauze statement on the resignation from the position of the President of the Management Board and membership in the Management Board of Prokom Software SA; Mr. Piotr Mondalski statement on the resignation from the position of the Vice-President of the Management Board and membership in the Management Board of Prokom Software SA; Mrs. Irena Krauze statement on the resignation from the position of the Chairman of the Supervisory Board and membership in the Supervisory Board of Prokom Software SA; Mr. Leszek Starosta statement on the resignation from the membership in the Supervisory Board of Prokom Software SA..
- October 2nd 2007 - appointment of Mr. Jacek Duch and Mr. Adam Noga to the Supervisory Board of Prokom Software SA.
- October 2nd 2007 - appointment of Mr. Adam Góral for the position of the President of the Management Board and Mr. Przemysław Sęczkowski for the position of the Vice-President of the Management Board of Prokom Software SA.
- December 4th 2007 - Mr. Jarosław Chudziak statement regarding his resignation from the position of the Vice-President of the Management Board and membership in the Management Board of Prokom Software SA from December 31st 2007.
- December 5th 2007 - appointment of Mr. Włodzimierz Serwiński for the position of the Member of the Management Board of Prokom Software SA.
- January 31st 2008 - Mr. Dariusz Górka regarding his resignation from the position of the Vice-President of the Management Board and membership in the Management Board of Prokom Software SA from February 8th 2008 and the statement of Mr. Grzegorz Maciąg regarding his resignation from the position of the Member of the Management Board and membership in the Management Board of Prokom Software SA from February 8th 2008.

In the fourth quarter of 2007 there was no other information essential for the estimation of the Group's performance and condition in the structure of the Company's ownership.

Explanation of differences between the actual financial results and the forecasts published earlier

The Management Board of Prokom Software SA did not publish any forecasts with regard to the future results.

Factors which may affect the Group's future results

The main factor affecting the Group's future results will be completion of the merger agreement signed on September 29th 2007 between Prokom Software SA and Asseco Poland SA. The result of the merger will be the largest IT Group in Middle Europe region. The merger will affect the potential of the Group by strengthening its competitive position on the local and European markets. The concentration of the capital will increase the ability to develop of own software products as well as will enable to extend the offer and customer base. Other essential element of the concentration will be the increase of the effectiveness by better utilization of owned resources. The merger should also significantly increase the financial stability as well as the value for shareholders of merged companies.

The Group development depends chiefly on the consistent implementation of its long-term business strategy, which consists in the offering of products, goods and comprehensive IT services primarily to

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large and medium sized companies and public institutions and on the consolidation of IT companies operating on the Polish market as well as foreign expansion.

The most significant elements of this strategy:

- Attracting new customers among large and medium-size businesses and public institutions;
- Strengthening cooperation with the existing customers;
- Provision of comprehensive services in the area of construction, installation and maintenance of network and system infrastructure to corporate customers;
- Strengthening its position in the public, banking, insurance, postal, telecommunication, medical and utilities sectors;
- Development of IT security services;
- Development of consulting groups rendering implementation services in co-operation with major software suppliers, such as: IBM, Oracle, Microsoft, HP, SAP, Cisco and others;
- Further consolidation of the IT;
- Further foreign markets expansion.

Implementation of the planned development strategy will depend on two principal groups of factors:

1. External factors:

- a) Economic growth;
- b) Government's economic policy, including in particular:
 - amount of funds available for computerization of public institutions,
 - tax policy,
 - privatization policy;
- c) Currency exchange rates;
- d) Level of competition;
- e) Consolidation of enterprises in practically all sectors of the economy.

2. Internal factors:

- a) Level of knowledge and investments in the development of new technologies, mainly in the area of computer sciences and telecommunications;
- b) Further enhancement of the internal organizational structure to guarantee the smooth business process within the Prokom Software SA Capital Group;
- c) Level of expertise of the managing and other staff, appropriate employment structure to guarantee that the requirements imposed by the dynamically developing market are met;
- d) Group's financial condition.

It must be underlined that Prokom Software SA Capital Group permanently increase essential and territorial scope of its activity. Based on a long-standing experience in the development of complex, dedicated IT systems, vast intellectual and technical potential and considerable financial resources. These are factors, which are unlikely to go unnoticed by potential future business partners, which will further improve its performance. These factors should positively affect the process of acquiring of new contracts and co-operation in new, prestige and profitable international projects.

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Basis for preparation of the condensed financial statements

The condensed consolidated financial statements for the 12 months ended December 31st 2007 have been prepared in accordance with IAS 34 "Interim financial reporting".

The accounting policies used in the preparation of the these financial statements in all material aspects, are consistent with those used in the annual consolidated financial statements of Prokom Software SA Capital Group for the year ended December 31st 2006, consistent with the International Financial Reporting Standards.

These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements for the year ended December 31st 2006.

Adjustments of prior periods errors

No adjustments were noted.

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	Note	3 months ended 31 December 2007 (unaudited)	12 months ended 31 December 2007 (unaudited)	3 months ended 31 December 2006 (unaudited)	12 months ended 31 December 2006
OPERATING ACTIVITY					
Sales	1	336 940	1 916 555	525 404	1 693 390
Sales of goods and services		235 909	1 392 393	366 771	1 234 407
Sales of goods for resale and raw materials		101 031	524 162	158 633	458 983
Cost of finished goods, goods for resale and raw materials sold	2	(261 658)	(1 323 104)	(365 942)	(1 155 715)
Costs of finished goods sold	2	(176 365)	(862 213)	(232 365)	(758 846)
Costs of goods for resale and raw materials sold	2	(85 293)	(460 891)	(133 577)	(396 869)
GROSS PROFIT		75 282	593 451	159 462	537 675
Selling and distribution costs		(29 604)	(148 982)	(32 730)	(111 341)
General and administrative expenses		(65 514)	(284 153)	(74 225)	(271 871)
Other operating income		160	14 263	8 338	22 002
Other operating expenses		(16 127)	(28 178)	(7 933)	(20 702)
OPERATING ACTIVITY		(35 803)	146 401	52 912	155 763
Financial income		12 020	80 998	51 077	117 099
Financial costs		(15 416)	(79 547)	(38 062)	(104 973)
Share in results of associates		15 218	20 281	10 424	15 474
Dilution (loss) / gain on subsidiaries		16 714	239 286	(5 124)	(113)
PROFIT/LOSS BEFORE INCOME TAXES		(7 267)	407 419	71 227	183 250
Corporate income tax		(4 126)	(38 094)	(10 332)	(23 637)
NET PROFIT/ NET LOSS FOR THE PERIOD		(11 393)	369 325	60 895	159 613
Attributable to shareholders of the parent		(19 891)	258 817	35 547	91 969
Attributable to minority interest		8 498	110 508	25 348	67 644
Basic and diluted earnings per ordinary share		(1,43)	18,63	2,56	6,62

Prokom Software S.A.**Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands****Condensed consolidated balance sheet**

	Note	31 December 2007 (unaudited)	31 December 2006
ASSETS			
Non current assets (long-term)			
Tangible fixed assets	3	261 158	315 351
Intangible fixed assets	3	83 441	49 406
Goodwill on consolidation		214 172	361 938
Investment properties		1 140	1 140
Investments in associates valued using equity method		467 595	137 234
Deferred tax asset		30 029	38 384
Available-for-sale investments		25 021	20 751
Financial asset at fair value through Profit & Loss		-	917
Other long-term investments		424	424
Long-term receivables		28 361	90 233
Long-term prepaid expenses		7 675	9 218
		1 119 016	1 024 996
Current assets (short-term)			
Inventories		32 280	43 791
Short term prepaid expenses		27 069	66 634
Trade receivables		313 057	448 658
State budget receivables		2 244	3 953
Other receivables		60 169	81 947
Amounts due from customers on IT contracts		45 278	141 728
Held-to-maturity investments		186 501	240 904
Financial asset at fair value through Profit & Loss		9 096	95 879
Cash and cash equivalents		210 152	155 724
		885 846	1 279 218
Available for sale investments – long-term		-	3 450
TOTAL ASSETS		2 004 862	2 307 664

Prokom Software S.A.**Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands****Condensed consolidated balance sheet cont**

	Note	31 December 2007 (unaudited)	31 December 2006
LIABILITIES AND SHAREHOLDERS EQUITY			
Shareholders equity			
Share capital		14 185	14 185
Share premium		238 970	238 970
Translation differences		-	(2 434)
Retained earnings		855 132	632 213
Shareholders' equity attributable to shareholders of the Parent Company		1 108 287	882 934
Minority interest		146 446	355 213
Total equity		1 254 733	1 238 147
Non current liabilities			
Long-term loans and bank loans liabilities	4	164	14 760
Finance lease		114 959	121 935
Other financial liabilities		-	103 185
Long-term trade liabilities		-	1 557
Long-term provisions		7 799	9 417
Provision for deferred tax		3 525	1 099
Long-term accrued expenses		71	70
Long-term deferred income		6 273	9 059
		132 791	261 082
Current liabilities			
Short-term loans and bank loans liabilities	4	185 553	256 491
Finance lease		4 996	3 359
Financial liabilities		1 034	32 818
Trade payables		175 050	245 136
State budget liabilities		38 340	61 691
Other liabilities		33 139	27 160
Amounts due to customers on IT contracts		10 204	70 047
Other short-term provisions		36 744	18 830
Short-term accrued expenses		49 214	54 075
Short-term deferred income		83 064	38 828
		617 338	808 435
TOTAL LIABILITIES		750 129	1 069 517
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY		2 004 862	2 307 664

Prokom Software S.A.
Interim condensed consolidated financial statements for the period 12 months ended December 31st 2007
Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated
**Condensed consolidated statement of
changes in shareholders' equity**

	Share capital	Share premium	Translation reserve	Retained earnings	Equity attributable to shareholders of the Parent Company	Minority interest	Total equity
Balance on 1 January 2007	14 185	238 970	(2 434)	632 213	882 934	355 213	1 238 147
Translation reserve changes	-	-	2 434	-	2 434	-	2 434
Initial recognition of financial liabilities related to purchase of shares by subsidiaries	-	-	-	(20 896)	(20 896)	20 896	-
Gains and losses recognized directly in equity	-	-	2 434	(20 896)	(18 462)	20 896	2 434
Net profit	-	-	-	258 817	258 817	110 508	369 325
Aggregated profit for the period	-	-	2 434	237 921	240 355	131 404	371 759
Changes in the structure of the group	-	-	-	-	-	(322 972)	(323 227)
Dividends	-	-	-	(15 002)	(15 002)	(17 199)	(31 946)
Balance on 31 December 2007 (unaudited)	14 185	238 970	-	855 132	1 108 287	146 446	1 254 733
	-	-	-	(0)	(0)	-	-
Balance on 1 January 2006	14 185	238 970	122	561 079	814 356	312 779	1 127 135
Translation reserve changes	-	-	(2 556)	-	(2 556)	-	(2 556)
Capital element of convertibles	-	-	-	-	-	2 498	2 498
Gains and losses recognized directly in equity	-	-	(2 556)	-	(2 556)	2 498	(58)
Net profit	-	-	-	91 969	91 969	67 644	159 613
Aggregated profit for the period	-	-	(2 556)	91 969	89 413	70 142	159 555
Dividend payment	-	-	-	(20 835)	(20 835)	(14 080)	(34 915)
Changes in the structure of the group	-	-	-	-	-	(13 628)	(13 628)
Balance on 31 December 2006	14 185	238 970	(2 434)	632 213	882 934	355 213	1 238 147

Prokom Software S.A.**Interim condensed consolidated financial statements for the period 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated****Condensed consolidated cash flow statement**

	12 months ended 31 December 2007 (unaudited)	12 months ended 31 December 2006
NET CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before taxation	407 419	183 250
Adjustments:		
Share in results of associates	(20 281)	(15 474)
Depreciation and amortization	71 986	59 780
Dilution gain/loss on subsidiary	(231 981)	(113)
Changes in working capital	65 630	(192)
Interest expense (income)	593	14 214
Foreign exchange expense (income)	(22 582)	(21 233)
Investment expense (income)	(13 552)	(20 166)
Other	7 880	(5 327)
Interest paid	(29 371)	(31 481)
Tax paid	(45 409)	(32 962)
Net cash flow from operating activities	190 332	130 296
NET CASH FLOW FROM INVESTING ACTIVITIES:		
Disposal of financial assets available to sale revalued to fair value through Profit & Loss	11 218	602
Disposal of tangible and intangible fixed assets	6 759	30 894
Disposal of held to maturity investments	224 090	114 650
Disposal of other financial assets	1 007	3 380
Loans repaid	4 612	3 091
Income from forward transactions	21 174	26 933
Interest received	19 546	15 046
Share issue in subsidiaries	9 812	-
Dividends received	839	2 250
Disposal of subsidiaries less cash acquired	(121 206)	-
Disposal of associates	100 263	-
Purchase of tangible and intangible fixed assets	(54 056)	(51 653)
Purchase of financial assets held for sale, revalued to fair value through Profit & Loss	(12 185)	(17 047)
Purchase of financial assets held to maturity	(189 389)	(140 610)
Purchase of other financial assets	(490)	-
Purchase of associates	(2 004)	-
Purchase of subsidiaries less cash acquired	(55 331)	(48 773)
Loans given	(2 792)	(6 580)
Other	(10 024)	(1 246)
Net cash used in investing activities	(48 157)	(69 063)

Prokom Software S.A.**Interim condensed consolidated financial statements for the period 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated****Condensed consolidated cash flow statement (continued)**

	12 months ended 31 December 2007 (unaudited)	12 months ended 31 December 2006
NET CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from issue of debt securities and bank loans	190 535	366 805
Redemption of commercial papers and bank loans repayment	(255 484)	(379 894)
Payments resulting from the financial lease	(3 634)	(1 865)
Dividend paid to the shareholders of the Parent	(15 002)	(20 834)
Dividend paid to the minority shareholders	(4 223)	(14 079)
Other	(4 162)	(13 847)
Net cash used in financing activities	(87 747)	(49 635)
Net change in cash and cash equivalents	54 428	11 598
Cash and cash equivalents at the beginning of the period	155 724	144 126
Cash and cash equivalents at the end of the period	210 152	155 724

Changes in working capital

	12 months ended 31 December 2007 (unaudited)	12 months ended 31 December 2006
Changes in trade receivables	(29 561)	29 742
Changes in other receivables	(2 315)	18 016
Changes in inventories	(13 697)	1 741
Changes in accrued expenses	117 007	(13 466)
Changes in provisions	6 784	(2 754)
Changes in trade liabilities	33 281	(59 053)
Changes in other liabilities	(45 869)	25 582
Changes in working capital	65 630	(192)

Prokom Software S.A.**Interim condensed consolidated financial statements for the period 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated****Notes to the condensed consolidated financial statements.****1. Sales revenues**

	3 months ended 31 December 2007 (unaudited)	12 months ended 31 December 2007 (unaudited)	3 months ended 31 December 2006 (unaudited)	12 months ended 31 December 2006
Net sales revenues				
Licenses issued	48 907	406 817	160 790	401 673
Software implementation	16 887	76 780	21 029	92 292
IT support services	62 022	408 147	72 477	354 829
General contractor services	15 967	95 338	15 641	81 877
Network infrastructure services	29 436	68 576	11 328	53 654
Systems development services	21 314	170 227	31 347	88 977
Maintenance services	13 569	50 044	11 969	42 884
Training services	21 116	55 169	17 729	39 081
Other	6 691	61 295	24 461	79 140
Net sales of products and services	235 909	1 392 393	366 771	1 234 407
 Hardware	 74 749	 418 632	 113 196	 347 497
Software	26 282	101 298	44 127	107 531
Other goods for resale	-	4 232	1 310	3 955
Net sales of goods for resale and raw materials	101 031	524 162	158 633	458 983
 Total net sales revenues	 336 940	 1 916 555	 525 404	 1 693 390

2. Operating expenses

	3 months ended 31 December 2007 (unaudited)	12 months ended 31 December 2007 (unaudited)	3 months ended 31 December 2006 (unaudited)	12 months ended 31 December 2006
Costs by nature				
Depreciation and amortization	13 514	71 986	13 699	59 780
Materials and energy consumed	18 978	75 126	24 111	72 183
External services	150 442	605 238	172 365	503 879
Taxes and charges	131	4 674	1 113	4 927
Wages and salaries	79 014	443 663	101 313	376 093
Social security contributions	8 929	64 626	14 741	68 332
Other	6 696	36 496	26 412	76 111
Change in inventories, work in progress, prepayments and accruals	(4 145)	(4 385)	(13 594)	(18 167)
Cost of goods produced for internal purposes	(2 076)	(2 076)	(840)	(1 080)
Value of goods for resale sold	85 293	460 891	133 577	396 869
	356 776	1 756 239	472 897	1 538 927
 Selling expenses	 29 604	 148 982	 32 730	 111 341
Administrative expenses	65 514	284 153	74 225	271 871
Cost of finished goods and services sold	176 365	862 213	232 365	758 846
Value of goods for resale sold	85 293	460 891	133 577	396 869
	356 776	1 756 239	472 897	1 538 927

Prokom Software S.A.**Interim condensed consolidated financial statements for the period 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated**

3. Tangible and intangible fixed assets

12 months ended 31 December 2007	Tangible assets	Intangible assets
Net book value at January 1 st 2007	315 351	49 406
Additions	85 927	189 089
Disposals	(18 226)	(21 268)
Deconsolidation	(67 943)	(115 751)
Depreciation/amortization, impairment and other movements	(53 951)	(18 035)
Net book value at December 31 st 2007	261 158	83 441

12 months ended 31 December 2006	Tangible assets	Intangible assets
Net book value at January 1 st 2006	340 969	47 662
Additions	43 055	26 674
Disposals	(23 152)	(10 671)
Depreciation/amortization, impairment and other movements	(45 521)	(14 259)
Net book value at December 31 st 2006	315 351	49 406

Prokom Software S.A.

Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007

Expressed in Polish Zloty (PLN) all amounts in thousands

4. Long-term and short-term borrowings

LONG-TERM LOANS							
Name of the lender including its legal form	Registered office	Amount of the loan according to the agreement	Amount of the loan outstanding at the balance sheet date	Interest	Repayment date	Collateral	Other
		PLN	PLN				
Bank BPH S.A.	Cracow	100 000	0	WIBOR 1M + bank margin	18.05.2009	transfer of receivables; mortgage PLN 120m on the Company's real estate in Gdynia-Orlowo, mortgage PLN 40.6m on the other real estate; registered pledge on 3m of shares in Asseco Poland S.A.	-
Raiffeisen Bank Polska S.A.	Warsaw	10 000	0	WIBOR 1W + bank margin	31.10.2008	proxy to the company's bank account, blanc promissory note	-
FCE Bank Polska S.A.	Warsaw	113	89	9.70% per annum	20.01.2011	transfer of rights to insurance policies, alienation agreement	-
FCE Bank Polska S.A.	Warsaw	36	15	9.65% per annum	20.01.2009	transfer of rights to insurance policies, alienation agreement	-
Bank BPH S.A.	Warsaw	44	24	8.27% per annum	22.08.2009	alienation agreement, transfer of rights to insurance policies, guarantee granted by EIF	-
Bank BPH S.A.	Warsaw	45	36	8.45% per annum	08.06.2010	alienation agreement, transfer of rights to insurance policies, guarantee granted by EIF	-
			164				

Prokom Software S.A.
Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007
Expressed in Polish Zloty (PLN) all amounts in thousands

SHORT-TERM LOANS							
Name of the lender including its legal form	Registered office	Amount of the loan according to the agreement	Amount of the loan outstanding at the balance sheet date	Interest	Repayment date	Collateral	Other
		PLN	PLN				
BRE Bank S.A.	Warsaw	85 000	0	WIBOR 1M + bank margin	30.09.2008	ordinary pledge on 18,300,000 AB G SPIN S.A. shares	-
Raiffeisen Bank Polska SA	Warsaw	90 000	0	WIBOR 1M + bank margin	30.08.2008	proxy to the company's bank account, blank promissory note, transfer of receivables	-
FCE Bank Polska SA	Warsaw	110	42	9.65% per annum	20.12.2008	alienation agreement, transfer from insurance policies,	-
Volkswagen Bank Polska S.A.	Warsaw	82	18	10.69% per annum	13.07.2008	conditional transfer of rights to vehicle; transfer of insurance guarantees	-
Bank PEKAO S.A.	Warsaw	1 500	979	WIBOR 1M + bank margin	31.07.2008	transfer of receivables; blank promissory note, proxy to the company's bank account	-
BRE Bank S.A.	Warsaw	15 000	0	WIBOR 0N + bank margin	30.06.2008	transfer of receivables; blank promissory note	-
Raiffeisen Bank Polska	Warsaw	600	68	floating interest	31.10.2007	blank promissory note, proxy to the company's bank account	-
COMP S.A.	Warsaw	1 200	461	6.50% per annum	31.03.2008	-	-
Bank BPH S.A.	Cracow	10 000	0	WIBOR 1M + bank margin	30.06.2008	-	-
BRE Bank S.A.	Warsaw	300	0	WIBOR 1M + bank margin	22.11.2008	blank promissory note	-
Bank Millennium S.A.	Warsaw	2 500	0	WIBOR 1M + bank margin	11.04.2008	blank promissory note, proxy to the company's bank account	-
Nordea Bank Polska S.A.	Gdynia	1 300	700	WIBOR 1M + bank margin	3.08.2008	mortgage, blank promissory note	-
Nordea Bank Polska S.A.	Gdynia	2 200	0	WIBOR 1M + bank margin	30.07.2008	mortgage, blank promissory note	-
Bank PEKAO S.A.	Warsaw	1 000	650	WIBOR 1M + bank margin	31.07.2008	blank promissory note	-
			2 918				

Prokom Software S.A.**Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands**

SHORT TERM DEBT SECURITIES ISSUED							
Type of debt securities	Nominal value	Interest	Maturity date	Collateral	Market of listing	Additio nal rights	Other
commercial bonds	15 000	WIBOR + bank margin	04.01.2008		none	none	-
commercial bonds	29 938	WIBOR + bank margin	16.01.2008		none	none	-
commercial bonds	19 835	WIBOR + bank margin	29.02.2008		none	none	-
commercial bonds	19 730	WIBOR + bank margin	04.04.2008		none	none	-
commercial bonds	29 470	WIBOR + bank margin	02.05.2008		none	none	-
commercial bonds	49 067	WIBOR + bank margin	09.02.2008		none	none	-
commercial bonds	9 808	WIBOR + bank margin	16.05.2008		none	none	-
commercial bonds	9 787	WIBOR + bank margin	30.05.2008		none	none	-
	182 635						

Commercial bonds

On June 20th 2003 Prokom Software SA signed with BRE Bank SA "Bonds Issue Program" amounting to PLN 200 million. On August 13th 2004 an annex was signed to the agreement which increased the value of the program to PLN 300 million. According to the program lasting till August 3rd 2008, the bank issues bonds of Prokom Software SA with maturity dates not exceeding 365 days. The aim of this facility is to finance working capital requirements of Prokom Software SA.

On November 2nd 2006 SPIN SA concluded an agreement with BRE Bank SA for the issue of ordinary bearer bonds of the total nominal value of PLN 100m. The planned issue of bonds is aimed to optimize the use of external financial resources and decrease of its cost.

5. Guarantees granted

The combined value of guarantees granted by the Parent Company or its subsidiaries to a single entity or its subsidiary did not exceed 10% of Parent Company's equity.

Prokom Software S.A.

Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007

Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated

6. Related party transactions**a. Related party receivables**

	31 December 2007 (unaudited)	31 December 2006
Amounts due from Prokom Investments SA	-	217 747
Trade receivables from other related parties – included in trade receivables	2 645	36 874
-subsidiaries	26	50
-associates	2 619	36 812
-members of the board	-	12
	2 645	254 621
Amounts due from other related parties included in other receivables		
- associates	333	-
	333	254 621
Less: long-term portion – held to maturity investments	-	-
Less: long-term portion – receivables	-	(8 413)
	2 978	246 208

Amounts due from Prokom Investments SA

Amounts due from Prokom Investments SA are as follows:

	31 December 2007 (unaudited)	31 December 2006
Commercial papers – included in held-to-maturity investments	-	183 709
Loans granted	-	16 501
Deposits – included in long term receivables	-	1 602
Other long-term receivables	-	6 811
Other short-term receivables	-	9 041
Trade receivables	-	83
	-	217 747
Less: long-term portion – held to maturity investments	-	-
Less: long-term portion – receivables	-	(8 413)
	-	209 334

Prokom Investments SA was a minority shareholder of the Parent Company owning 11.73% votes as at December 31st 2007. The President of the Management Board of the Parent Company and Chief Executive Officer – Mr. Ryszard Krauze is also the President of the Management Board and Chief Executive Officer of Prokom Investments SA and is a majority shareholder of this company (including indirect interest).

On October 1st 2007 Mr. Ryszard Krauze resigned the membership and from the position of the President of the Management Board of Prokom Software SA.

As a result of partial execution of the conditional sale agreement of Prokom Software SA shares, signed on September 29th 2007 between Mr. Ryszard Krauze, Prokom Investments S.A. and Asseco Poland

Prokom Software S.A.**Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated**

S.A., on October 11th 2007 Mr. Ryszard Krauze disposed 46,200 A-series nominative preferred shares and 860,000 ordinary bearer shares of Prokom Software SA.

Moreover on October 11th 2007 Prokom Investments SA - a subsidiary of Mr. Ryszard Krauze - disposed of 73,920 A-series nominative preferred shares of Prokom Software SA. As a result on December 31st 2007 Mr. Ryszard Krauze together with Prokom Investments SA held 2,005,354 shares of Prokom Software SA, which constituted 14.44% of the share capital and 2,005,354 voting rights, which entitled to execute 13.70% of total votes at the General Shareholders Meeting of Prokom Software SA.

After these transactions Prokom Investments SA has no longer the status of the strategic investor of Prokom Software SA Capital Group.

As on the report date Mr. Ryszard Krazue and Prokom Investments SA did not held any shares of Prokom Software SA.

Receivables from other related parties

	31 December 2007 (unaudited)	31 December 2006
Postdata SA (associate) – trade	1 447	31 365
Postdata SA (associate) – other	96	-
COMP SA (associate) – trade	-	5 356
Asseco Poland SA* (indirect associate) – trade	-	91
Asseco Poland SA** (associate) – trade	477	-
Asseco Business Solutions SA** (indirect associate) – trade	6	-
Asseco Systems SA** (indirect associate) – trade	679	-
Asseco Poland SA** (associate) – other	234	-
Asseco Systems SA** (indirect associate) – other	3	-
Other – trade	36	62
	2 978	36 874

*) before merger with Softbank SA

**) entities of Asseco Poland SA Capital Group, which is not a part of Prokom Software SA Capital Group since 4th quarter of 2007.

Receivables from other related parties consist mostly of trade receivables from associates. These receivables relate to sales of services and products, which were carried out on commercial terms and conditions and at market prices.

Salaries and loans to directors

As on December 31st 2007 there was one outstanding loan granted to the Member of the Management Board of the Parent Company. The loan amounts to PLN 500 with the repayment date set on July 10th 2008. The interest was 5.5% p.a. As on December 31st 2006 there were no loans granted to the Members of the Management Board of the Parent Company.

Prokom Software S.A.**Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated**

In the reporting period remuneration paid to the Management Board Members and Supervisory Board Members of the Parent was as follows:

	12 months ended 31 December 2007 (unaudited)	12 months ended 31 December 2006
Management Board – Prokom Software SA	8 333*	8 574**
Supervisory Board – Prokom Software SA	880	965
Management Board of Prokom Software SA – subsidiaries and associates	1 182	238
	10 395	9 777

*) includes severances for former Members of the Management Board

**) includes bonuses for fiscal 2005

b. Related party payables

	31 December 2007 (unaudited)	31 December 2006
COMP SA (associate) – trade	-	14 476
COMP SA (associate) – other (purchase of RADCOMP SA)	-	5 744
Prokom Investments SA – trade	-	1 361
Asseco Poland SA* (indirect associate)	-	120
Asseco Poland SA** (associate) – trade	7 766	-
Asseco Business Solutions SA** (indirect associate) – trade	2 933	-
Asseco Systems SA** (indirect associate) – trade	11	-
Koma Nord Sp. z o.o.** (indirect associate) – trade	2 187	-
Liabilities due to unpaid contribution to share capital	603	603
Management of the Parent Company	-	12
	13 500	22 316

*) before merger with Softbank SA

**) entities of Asseco Poland SA Capital Group, which is not a part of Prokom Software SA Capital Group since 4th quarter of 2007.

c. Revenues from sale of products and services

	12 months ended 31 December 2007 (unaudited)	12 months ended 31 December 2006
Prokom Investments SA	490	371
Postdata SA (associate)	37 562	37 580
Asseco Poland SA* (indirect associate)	-	5 777
Asseco Poland SA** (associate)	1 478	-
Asseco Business Solutions SA** (indirect associate)	7	-
Asseco Systems SA** (indirect associate)	569	-
Koma Nord Sp. z o.o.** (indirect associate)	114	-
COMP SA (associate)	582	4 585
Other	289	79
	41 091	48 392

*) before merger with Softbank SA

**) entities of Asseco Poland SA Capital Group, which is not a part of Prokom Software SA Capital Group since 4th quarter of 2007.

The above sales were carried out at market prices.

Prokom Software S.A.**Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated****d. Financial income / (expenses) net**

	12 months ended 31 December 2007 (unaudited)	12 months ended 31 December 2006
Prokom Investments SA (interest on commercial papers)	9 902	9 770
Prokom Investments SA (interest on receivables)	1 223	634
Prokom B2B SA inder liquidation (liquidation)	-	(32)
	11 125	10 372

e. External services costs

	12 months ended 31 December 2007 (unaudited)	12 months ended 31 December 2006
Prokom Investments SA	11 022	13 148
COMP SA (associate)	4 313	5 954
TechLab 200 Sp. z o.o. (indirect associate)	300	-
Asseco Poland SA* (indirect associate)	-	807
Asseco Poland SA** (associate)	12 523	-
Asseco Business Solutions SA** (indirect associate)	3 292	-
Asseco Systems SA** (indirect associate)	44	-
Koma Nord Sp. z o.o.** (indirect associate)	9	-
Other	-	7
	31 503	19 916

*) before merger with Softbank SA

**) entities of Asseco Poland SA Capital Group, which is not a part of Prokom Software SA Capital Group since 4th quarter of 2007.

The services purchased from Prokom Investments SA comprise:

	12 months ended 31 December 2007 (unaudited)	12 months ended 31 December 2006
Rental of cars	121	1 006
Rental of office space	5 675	8 133
Marketing costs	5 000	3 283
Other	226	726
	11 022	13 148

Prokom Software S.A.

Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007

Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated

7. Group information

Company name	Ownership interest 31 December 2007	Proportion of voting rights executed 31 December 2007	Ownership interest 31 December 2006	Proportion of voting rights executed 31 December 2006
Subsidiaries:				
Asseco Poland S.A. ^{*)}	-	-	34.26%	34.26%
Asseco Business Solutions S.A. ^{1)*****)}	-	-	34.26%	34.26%
bezpieczeństwo.pl Sp. z o.o. ¹⁾	-	-	34.26%	34.26%
Bielpolsoft j.v. ¹⁾	-	-	29.12%	29.12%
Sawan S.A. ¹⁾	-	-	34.26%	34.26%
Gladstone Consulting Ltd. ¹⁾	-	-	17.47%	17.47%
ZUI Novum Sp. z o.o. ¹⁾	-	-	17.47%	17.47%
Asseco Systems S.A. ^{1)**}	-	-	34.26%	34.26%
NetPower S.A. ¹⁾	-	-	34.26%	34.26%
Koma Nord Sp. z o.o. ¹⁾	-	-	34.26%	34.26%
Asseco Czech Republic. a.s. ^{****)}	-	-	100.00%	100.00%
SPIN S.A.	-	-	50.40%	49.99%
ABG SPIN S.A. ^{****)}	42.68%	42.68%	38.46%	38.22%
OptiX Polska Sp. z o.o. ³⁾	42.68%	42.68%	52.51%	51.87%
SK Galkom Sp. z o.o. ³⁾	37.35%	37.35%	44.10%	43.74%
Kom-Pakt PIW Sp. z o.o. ³⁾	42.68%	42.68%	25.37%	25.16%
Softmax Sp. z o.o. ³⁾	-	-	50.40%	49.99%
PIW Postinfo Sp. z o.o. ³⁾	25.61%	25.61%	30.24%	29.99%
Serum Software Sp. z o.o. ³⁾	27.32%	27.32%	32.26%	31.99%
DRQ Sp. z o.o. ³⁾	42.68%	42.68%	38.46%	38.22%
DRQ Serwis Sp. z o.o. ³⁾	42.68%	42.68%	38.46%	38.22%
RADCOMP S.A. ³⁾	42.68%	42.68%	25.75%	30.01%
KKI-BCI Sp. z o.o. ³⁾	41.83%	41.83%	-	-
Cryptotech Sp. z o.o. ⁴⁾	-	-	19.61%	19.49%
IliSI Sp. z o.o. ³⁾	42.68%	42.68%	-	-
Alcyone Sp. z o.o. ³⁾	-	-	38.46%	38.22%
Safe Computing Sp. z o.o.	-	-	90.00%	90.00%
Combidata Poland Sp. z o.o.	83.81%	83.81%	83.81%	83.81%
Ready Sp. z o.o.	100.00%	100.00%	100.00%	100.00%
ZETO Sp. z o.o.	94.20%	94.20%	94.20%	94.20%
Prokom B2B S.A. w likwidacji	-	-	58.00%	58.00%
Joint ventures				
Soft Technologies Sp. z o.o. ¹⁾	-	-	15.42%	15.42%
KKI-BCI Sp. z o.o. ³⁾	-	-	19.23%	19.11%
C2 System Polska S.A.	50.00%	50.00%	50.00%	50.00%
TETRA System Polska S.A.	30.00%	30.00%	30.00%	30.00%
RUM IT S.A.	50.00%	50.00%	50.00%	50.00%

Prokom Software S.A.**Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated**

Associates				
Postdata S.A.	49.00%	49.00%	49.00%	49.00%
UAB „Informaciniu projektu sistemos”	50.00%	50.00%	50.00%	50.00%
Asseco Poland S.A. ^{*)}	22.72%	22.72%	-	-
Asseco Business Solutions S.A. ^{1)****)}	12.33%	12.33%	-	-
ANICA System S.A. ¹⁾	7.47%	7.47%	-	-
bezpieczeństwo.pl Sp. z o.o. ¹⁾	22.72%	22.72%	-	-
Bielpolsoft j.v. ¹⁾	19.31%	19.31%	-	-
Sawan S.A. ¹⁾	22.72%	22.72%	-	-
ADH-Soft Sp. z o.o. ¹⁾	12.50%	12.50%	-	-
Gladstone Consulting Ltd. ¹⁾	11.59%	11.59%	-	-
ZUI Novum Sp. z o.o. ¹⁾	11.59%	11.59%	-	-
SINTAGMA UAB Sp. z o.o. ¹⁾	12.78%	12.78%	-	-
WA-PRO Sp. z o.o. ¹⁾	-	-	5.26%	5.26%
Softlab Trade Sp. z o.o. ¹⁾	-	-	7.21%	7.21%
SNLT. a.s. ¹⁾	-	-	2.11%	2.11%
Softlab Sp. z o.o. ¹⁾	-	-	7.23%	7.23%
Asseco Systems S.A. ^{1)**}	22.72%	22.72%	-	-
Soft Technologies Sp. z o.o. ¹⁾	10.22%	10.22%	-	-
Koma Nord Sp. z o.o. ¹⁾	22.72%	22.72%	-	-
Asseco Slovakia. a.s. ¹⁾	9.47%	9.47%	-	-
Datalock. a.s. ¹⁾	4.83%	4.83%	-	-
Datalock Tatry ¹⁾	2.90%	2.90%	-	-
Datalock Zilina ¹⁾	4.83%	4.83%	-	-
Datalock Puchov ¹⁾	2.95%	2.95%	-	-
Datalock s.r.o. Opava (CZ) ¹⁾	2.42%	2.42%	-	-
MicroNet ¹⁾	4.83%	4.83%	-	-
TEDIS ¹⁾	1.64%	1.64%	-	-
Crystal Consulting ¹⁾	1.46%	1.46%	-	-
Slovanet. a.s. ¹⁾	4.82%	4.82%	-	-
MPI Slovakia. a.s. ¹⁾	4.82%	4.82%	-	-
Disig. a.s. ¹⁾	4.82%	4.82%	-	-
UNIQUARE Software Development GmbH ¹⁾	5.68%	5.68%	-	-
UNIQUARE MEA ¹⁾	1.14%	1.14%	-	-
UNIQUARE Ukraine ¹⁾	5.62%	5.62%	-	-
Asseco Czech Republic. a.s. ^{1)***)}	9.75%	9.75%	-	-
BERIT. a.s. ¹⁾	5.40%	5.40%	-	-
BERIT Services ¹⁾	5.40%	5.40%	-	-
BERIT AG (Switzerland) ¹⁾	5.40%	5.40%	-	-
BERIT GmbH (Germany) ¹⁾	5.40%	5.40%	-	-
LCS International ¹⁾	5.37%	5.37%	-	-
LCS Deutschland ¹⁾	5.37%	5.37%	-	-
LCS Slovensko ¹⁾	5.37%	5.37%	-	-
D.Trust Certifikačná Autorita. a.s. ¹⁾	4.39%	4.39%	-	-
První Ceritifikační Autorita. a.s. ¹⁾	2.27%	2.27%	-	-
Asseco Romania S.A. ¹⁾	21.13%	21.13%	-	-
FIBa Software S.R.L. ¹⁾	14.79%	14.79%	-	-
Net Consulting S.R.L. ¹⁾	14.79%	14.79%	-	-
Asseco Adria S.A. ¹⁾	21.13%	21.13%	-	-
Pexim d.o.o. ¹⁾	12.68%	12.68%	-	-
ARBOR INFORMATIKA d.o.o. ¹⁾	14.79%	14.79%	-	-

Prokom Software S.A.**Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated**

Logos d.o.o. ¹⁾	12.68%	12.68%	-	-
Asseco Germany S.A. ¹⁾	21.13%	21.13%	-	-
Automation+Productivity AG ¹⁾	16.90%	16.90%	-	-
AP Automation + Productivity GmbH ¹⁾	15.85%	15.85%	-	-
AP Schweiz Informatik AG ¹⁾	2.85%	2.85%	-	-
Sapen Sp. z o.o. ²⁾	21.34%	21.34%	25.20%	25.00%
Steren Sp. z o.o. ³⁾	-	-	12.60%	12.50%
COMP S.A.	-	-	20.11%	20.11%
Enigma Systemy Ochrony Informacji Sp. z o.o. ⁴⁾	-	-	20.11%	20.11%
PACOMP S.A. ⁴⁾	-	-	16.09%	16.09%
Novitus S.A. ⁴⁾	-	-	9.20%	9.20%
TechLab 2000 Sp. z o.o. ⁴⁾	-	-	6.03%	6.03%

¹⁾ indirectly throughout Asseco Poland SA

²⁾ as at 31.12.2006 indirectly throughout SPIN SA, and as at 31.12.2007 indirectly throughout ABG SPIN SA (as a result of merger of SPIN SA and ABG Ster-Projekt SA, registered on 29.06.2007)

³⁾ as at 31.12.2006 indirectly throughout ABG Ster-Projekt SA, and as at 31.12.2007 indirectly throughout ABG SPIN SA (as a result of merger of SPIN SA and ABG Ster-Projekt SA, registered on 29.06.2007)

⁴⁾ indirectly throughout COMP SA, which is not a related party since 21.12.2007

^{*)} Result of merger of Softbank SA with Asseco Poland SA on January 4th 2007

^{**) Prior Softbank Serwis Sp. z o.o.}

^{***) Prior PVT a.s.}

^{****) Result of merger of ABG Ster-Projekt SA with SPIN SA on June 29th 2007}

^{*****) Prior Incenti SA}

Reasons for consolidating ABG SPIN SA: according to the articles of association of ABG Ster-Projekt SA, the Parent Company has the right to appoint the majority of the supervisory board members (4 out of 7).

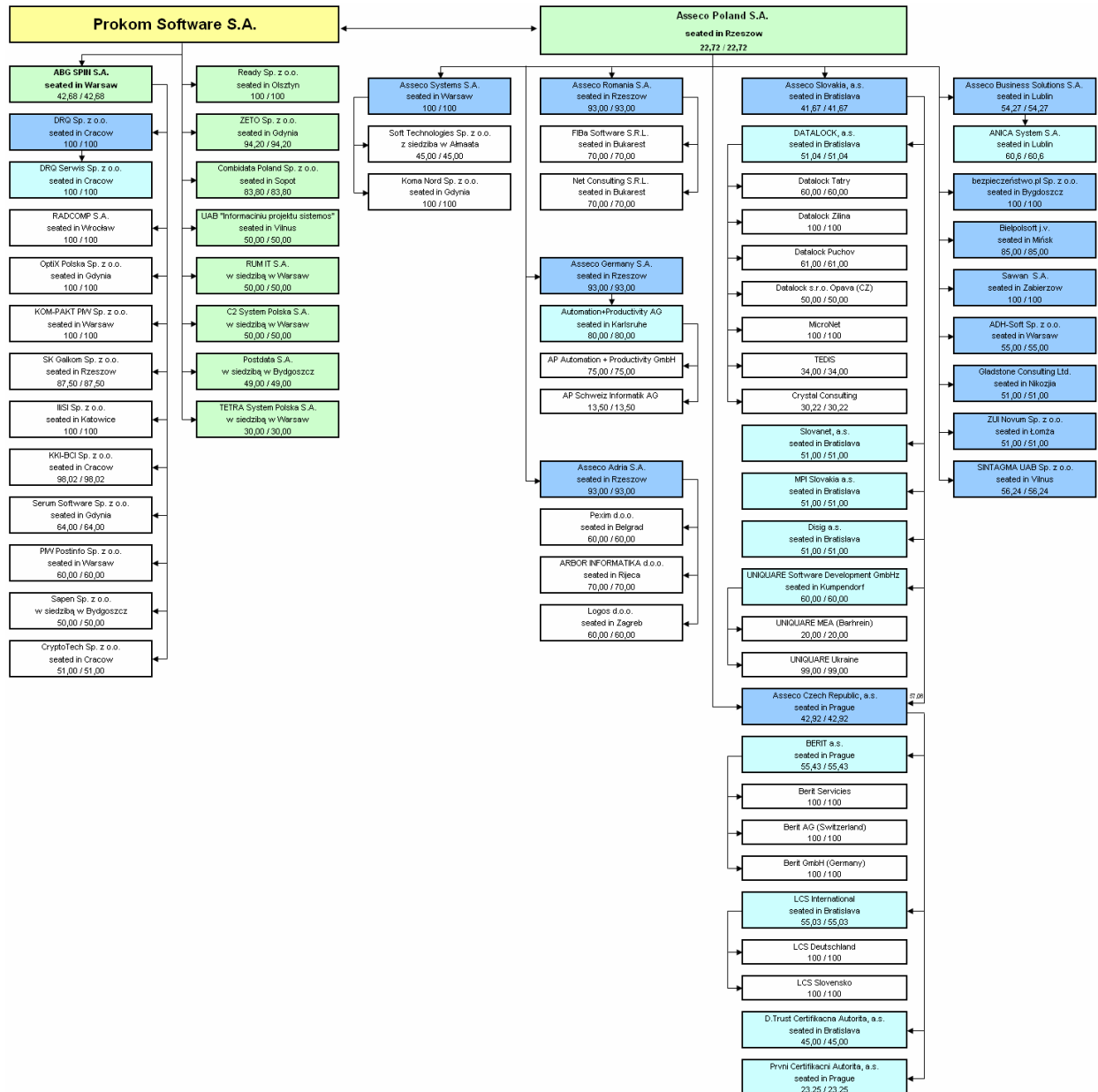
According to the Code of Commercial Companies, articles of association may be amended by the majority of ¾ votes cast at the general shareholders' meeting.

Prokom Software S.A.

Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007

Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated

Prokom Software SA Capital Group – as at December 31st 2007



Percentage in the share capital / votes.

Prokom Software S.A.

Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007

Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated

8. Seasonality and cyclical

The Group's business is affected by the fluctuations resulting from the realization schedules of the IT contracts and also related to the utilization of annual budgets for IT investments of the Group's customers.

9. Post balance sheet events

Financing activity

- On February 11th, 2008 Prokom Investments SA made partial repayment of its commercial bonds debt to Prokom Software SA in the amount of PLN 100m.
(*communiqué of Prokom Software SA - RB/10/2008 dated February 12th 2008*)

Investing activity

- Final agreement on the sale of shares held by ABG SPIN S.A. in Studio Komputerowe GALKOM Sp. z o.o. of Rzeszów.

The agreement was executed in performance of the preliminary conditional share purchase agreement referred to in Current Report No. 75/2007 of October 3rd 2007. It provides for the sale of 70 shares in Studio Komputerowe GALKOM Sp. z o.o., which represent 87.5% of the company's share capital and 87.5% of the total vote and its General Shareholders Meeting. The shares were purchased by KOM-PAKT Przedsiębiorstwo Innowacyjno-Wdrożeniowe Sp. z o.o. of Warsaw. The buyer is a subsidiary of ABG SPIN S.A. The total selling price was set at PLN 3,283,700. The ownership of the shares was transferred to the buyer on January 14th 2008.
(*communiqué of ABG SPIN SA – dated January 15th 2008*)

- Agreement on the acquisition of 1,815 shares in ABF Ltd Sp. z o.o. of Zabrze by ABG SPIN S.A. The shares represent 91.62% of the company's share capital and 91.62% of the total vote at its General Shareholders Meeting.

The shares were purchased from a natural person for the total of PLN 350,000. The ownership of the shares will be transferred upon payment of the selling price, i.e. within 7 days from the conclusion of the sale agreement. Prior to the conclusion of the agreement concerned in this current report, ABG SPIN S.A. held 166 shares in ABF Ltd Sp. z o.o., which represented 8.38% of the company's share capital and 8.38% of the total vote at its General Shareholders Meeting. Following the transaction, ABG SPIN S.A. will hold 100% of ABG Ltd Sp. z o.o.'s share capital.

(*communiqué of ABG SPIN SA – dated January 17th 2008*)

- On January 30th 2008, the plan of merger of ABG SPIN S.A. and RADCOMP S.A. of Wrocław was signed. On January 31st 2008, the plan was submitted to the District Court for the Capital City of Warsaw and to the District Court of Wrocław-Fabryczna. ABG SPIN S.A. owns 8,470,000 bearer shares in RADCOMP S.A., which represent 100% of the company's share capital and 100% of the total vote at its General Shareholders Meeting.

The objective of the merger is to strengthen the position of ABG SPIN S.A. in the market of IT solutions for the healthcare sector and to achieve synergies which will support the development of better products for customers operating in that market.

(*communiqué of ABG SPIN SA – dated January 31st 2008*)

Prokom Software S.A.

Interim condensed consolidated financial statements for the period of 12 months ended December 31st 2007

Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated

- ABG SPIN S.A. acquired 6,566 newly issued shares in KOM-PAKT Sp. z o.o. of Warsaw, with a par value of PLN 500 per share. The shares were acquired for a cash contribution of PLN 3,283,000. Both before and after the acquisition of the shares in the increased share capital of KOM-PAKT Sp. z o.o., ABG SPIN S.A. held 100% of the company's share capital.
(communiqué of ABG SPIN SA – dated February 19th 2008)

Merger of Prokom Software SA and Asseco Poland SA

- On January 22nd 2008 the Company received the consent of the Antimonopoly Office, after carrying out the antimonopoly procedures, for concentration in the form of merger of Prokom Software SA ("Prokom") with Asseco Poland SA ("Asseco").

Consent of the Antimonopoly Office is the following stage of the merger process of Asseco and Prokom announced on November 30th 2007 (RB 43/2007). The merger will be conducted according with the article 492 paragraph 1 point 1 (merger by acquisition) of the Polish Commercial Companies Code, i.e. by transfer of all Prokom's assets to Asseco in exchange for shares to be issued by Asseco for shareholders of Prokom.

(communiqué of Prokom Software SA - RB/04/2008 dated January 23rd 2008)

- On February 22nd 2008 Extraordinary Shareholders Meeting of Prokom Software SA adopted a resolution regarding the merger of Prokom Software SA with Asseco Poland SA.
(communiqué of Prokom Software SA - RB/19/2008 dated February 2nd 2008)



PROKOM SOFTWARE SA

BASIC FINANCIAL DATA OF PROKOM SOFTWARE SA

FOR THE 4th QUARTER 2007

**PREPARED IN ACCORDANCE WITH INTERNATIONAL
FINANCIAL REPORTING STANDARDS**

27 FEBRUARY 2007

Prokom Software S.A.**Interim condensed financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated****Condensed income statement**

	3 months ended 31 December 2007 (unaudited)	12 months ended 31 December 2007 (unaudited)	3 months ended 31 December 2006 (unaudited)	12 months ended 31 December 2006
OPERATING ACTIVITY				
Sales	120 547	517 736	149 110	556 202
Sales of goods and services	97 226	409 071	114 672	458 529
Sales of goods for resale and raw materials	23 321	108 665	34 438	97 673
Cost of finished goods, goods for resale and raw materials sold	(105 834)	(339 266)	(95 730)	(320 360)
Costs of finished goods sold	(84 317)	(239 278)	(63 846)	(236 623)
Costs of goods for resale and raw materials sold	(21 517)	(99 988)	(31 884)	(83 737)
GROSS PROFIT	14 713	178 470	53 380	235 842
Selling and distribution costs	(15 658)	(48 709)	(7 177)	(35 305)
General and administrative expenses	(44 582)	(145 832)	(36 544)	(137 408)
Other operating income	(41)	1 463	(490)	469
Other operating expenses	(14 378)	(18 913)	(2 557)	(7 049)
OPERATING ACTIVITY	(59 946)	(33 521)	6 612	56 549
Financial income	32 950	172 325	6 559	38 894
Financial costs	(12 453)	(35 744)	(5 557)	(34 483)
PROFIT/LOSS BEFORE INCOME TAXES	(39 449)	103 060	7 614	60 960
Corporate income tax	5 554	(19 190)	(2 588)	(10 751)
NET PROFIT/LOSS	(33 895)	83 870	5 026	50 209
Basic and diluted earnings per share	(2,44)	6,04	0,36	3,61

Prokom Software S.A.**Interim condensed financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated****Condensed balance sheet**

	31 December 2007 (unaudited)	31 December 2006
ASSETS		
Current assets (long term)		
Tangible fixed assets	220 540	238 998
Intangible fixed assets	3 869	8 223
Subsidiaries and associates	644 600	534 407
Investments available for sale	15 539	12 940
Other long-term investments	375	375
Long-term receivables	25 473	29 902
Long-term prepaid expenses	3 708	3 585
	914 104	828 430
Non-current assets (short term)		
Inventories	10 597	620
Short-term prepaid expenses	13 057	33 187
Trade receivables	117 269	121 484
Corporate tax	1 561	-
Other budget receivables	61	-
Receivables from settlement of IT contracts	11 288	54 209
Other receivables	23 170	25 428
Investments held to maturity	183 603	183 709
Financial asset revalued through Profit & Loss	-	1 046
Cash and cash equivalents	106 376	40 714
	466 982	460 397
Long term investments classified to sale	-	51 085
TOTAL ASSETS	1 381 086	1 339 912

Prokom Software S.A.**Interim condensed financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated****Condensed balance sheet cont.**

	31 December 2007 (unaudited)	31 December 2006
LIABILITIES AND SHAREHOLDERS EQUITY		
Shareholders equity		
Share capital	14 185	14 185
Share premium	238 970	238 970
Retained earnings	588 812	553 605
Net profit for the period	83 870	50 209
	925 837	856 969
Non-current liabilities		
Finance lease	111 776	119 604
Long-term provisions	5 904	6 399
Deferred tax provision	3 525	932
Long-term deferred income	344	377
	121 549	127 312
Current liabilities		
Short-term borrowings	167 635	227 884
Finance lease	3 554	1 806
Other financial liabilities	69	522
Trade accounts payable	56 824	71 306
Income tax liabilities	-	2 387
Other budget liabilities	13 877	16 720
Amount due to customers on IT contracts	9 480	5 248
Other liabilities	27 488	1 352
Short-term provisions	15 326	350
Short-term accrued costs	33 399	20 879
Short-term deferred income	6 048	6 564
	333 700	355 018
Long term investments classified to sale	-	613
TOTAL LIABILITIES	455 249	482 943
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	1 381 086	1 339 912

Prokom Software S.A.**Interim condensed financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated****Condensed changes in shareholders equity**

	Share capital	Share Premium	Retained earnings	Total equity
Balance at 1 January 2007	14 185	238 970	603 814	856 969
Net profit for the period	-	-	83 870	83 870
Dividend for 2006	-	-	(15 002)	(15 002)
Balance at 31 December 2007	14 185	238 970	672 682	925 837
Balance at 1 January 2006	14 185	238 970	574 440	827 595
Net Profit for the period			50 209	50 209
Dividend for 2005			(20 835)	(20 835)
Balance at 31 December 2006	14 185	238 970	603 814	856 969

Prokom Software S.A.**Interim condensed financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated****Condensed cash flow statement**

	3 months ended 31 December 2007 (unaudited)	12 months ended 31 December 2007 (unaudited)	3 months ended 31 December 2006 (unaudited)	12 months ended 31 December 2006
NET CASH FLOW FROM OPERATING ACTIVITIES:				
Net profit/loss before taxation	(39 179)	103 060	7 614	60 960
Adjustments:	62 268	(34 276)	34 584	70 007
Depreciation and amortization	7 081	27 774	6 974	27 733
Changes in working capital	71 377	67 762	25 784	36 051
Interest expense (income)	2 128	11 390	4 693	17 338
Foreign exchange expense (income)	(5 016)	(5 836)	(3 579)	(1 073)
Investment expense (income)	(22 674)	(144 738)	244	(10 510)
Other	9 372	9 372	468	468
Interest paid	(4 814)	(27 045)	(4 728)	(26 157)
Tax paid	(5 966)	(22 088)	(1 507)	(21 087)
Net cash from operating activities	12 309	19 651	35 963	83 723
NET CASH FLOW FROM INVESTING ACTIVITIES:				
Disposal of financial assets available for sale. revalued to fair value through Profit & Loss	-	679	-	-
Disposal of subsidiaries and associates	117 348	117 348	-	-
Disposal of tangible and intangible fixed assets	281	278	185	98
Loans, notes and bonds repaid	105	262	107	256
Interest received	265	598	224	2 642
Dividend s received	3 330	13 492	2 214	11 162
Purchase of tangible and intangible fixed assets	-	8 819	171	8 105
Purchase of financial assets available for sale. revalued to fair value through Profit & Loss	(1 844)	(6 545)	1 785	(6 170)
Purchase of subsidiaries and associates	-	(1 578)	-	(6 297)
Purchase of held to maturity investments	(751)	(7 687)	(8 114)	(50 269)
Loans given	-	(2 580)	-	(6 365)
Other	-	-	-	(90)
Net cash used in investing activities	118 734	123 086	(3 428)	(46 928)
NET CASH FLOW FROM FINANCING ACTIVITIES:				
Proceeds from issue of commercial papers and bank loans	-	161 156	14 232	349 131
Redemption of commercial papers and bank loans repayment	(26 481)	(221 013)	(19 683)	(345 466)
Payables resulting from the financial lease	(821)	(2 216)	(388)	(1 240)
Dividend paid	-	(15 002)	(20 835)	(20 835)
Net cash used in financing activities	(27 302)	(77 075)	(26 674)	(18 410)
Net change in cash and cash equivalents	103 741	65 662	5 861	18 385
Cash and cash equivalents at the beginning of the period	2 635	40 714	34 853	22 329
Cash and cash equivalents at the end of the period	106 376	106 376	40 714	40 714

Prokom Software S.A.**Interim condensed financial statements for the period of 12 months ended December 31st 2007****Expressed in Polish Zloty (PLN) all amounts in thousands unless otherwise stated**

Condensed changes in working capital

	3 months ended 31 December 2007 (unaudited)	12 months ended 31 December 2007 (unaudited)	3 months ended 31 December 2006 (unaudited)	12 months ended 31 December 2006
Trade receivables	(6 166)	4 215	(2 945)	62 111
Other receivables	34 930	41 948	8 540	28 742
Inventories	(9 951)	(10 003)	3 156	1 088
Short term accrued cost and deferred income	8 822	25 223	(17 888)	(27 768)
Provisions	14 835	14 480	9 879	(2 987)
Trade liabilities	12 601	(14 482)	25 925	(15 703)
Other liabilities	16 306	6 381	(883)	(9 432)
	71 377	67 762	25 784	36 051