



Carpathia Capital

**QUARTERLY REPORT
FIRST QUARTER 2019**



For the financial period	Q1 2019 (January 1, 2019 – March 31, 2019), unaudited
Date of the report	May 22, 2018
Name of the company	Carpathia Capital S.A.
Website	www.carpathiacapital.eu
Registered office	Krasińskiego Street no. 16, 60-830 Poznań
Telephone/Fax number	+48 61 851 86 77
Unique Tax Reference Number	7811897074
LEI Code	259400U3U3EC9MW0FW10
Regulated market on which the issued securities are traded	AeRO Market, administered by the Bucharest Stock Exchange
Subscribed and paid-up share capital	PLN 2 101 381,50
The main characteristics of the securities issued by the trading company	<ul style="list-style-type: none"> • 1.000.000 series A shares with a nominal value of PLN 0,50 • 1.003.666 series B shares with a nominal value of PLN 0,50 • 275.000 series B2 shares with a nominal value of PLN 0,50 • 795.991 series C shares with a nominal value of PLN 0,50 • 711.439 series D shares with a nominal value of PLN 0,50 • 116.667 series B3 shares with a nominal value of PLN 0,50 • 300.000 series E shares with a nominal value of PLN 0,50
Ticker	CRPC

SHAREHOLDERS STRUCTURE AS AT 22 MAY 2019

Ownership structure of share capital at signing of financial statement	No of shares	Share of equity	Share of voting rights	Equity (thś of PLN)
INC S.A.		25,07%	39,47%	527
Own shares held by the Company	172 602	4,11%	3,32%	86
Other shareholders	2 976 446	70,82%	57,21%	1 488
Total	4 202 763	100%	100%	2 101

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I. ACTIVITY OF CARPATHIA CAPITAL

The Company's investment objective is to achieve long-term capital growth through investing in a diversified portfolio of financial instruments issued by SMEs operating in CEE, mainly listed and to be listed on the AeRO Market of the Bucharest Stock Exchange, the Main Market of the Bucharest Stock Exchange, NewConnect Alternative Trading System, the Main Market of Warsaw Stock Exchange and Catalyst Bond Market of the Warsaw Stock Exchange.

The Company's strategy is based on the following pillars:

- **Outstanding opportunity**

The Management Board believes that lack of patient capital for SMEs in CEE, where the demand for capital from SMEs is high and supply is substantially limited, provides an investment opportunity. Initiative of the Bucharest Stock Exchange to launch AeRO, alternative equity market for SMEs and start-ups in Romania creates additional market space for both entries and exits.

- **Unique portfolio**

The Company portfolio will represent a diversified mix of early-stage and early-growth companies with professional management teams and compelling prospects for development. The returns on capital deployed will not be the only economic benefit. We aim to support the development of knowledge based economy by championing growth of SMEs in CEE.

- **Founders**

INC S.A., a public company listed on the Main Market of the Warsaw Stock Exchange, is the founding shareholder of Carpathia Capital. INC S.A. has built reputation as an advisor and investor to early-growth companies in Poland, acting as WSE IPO Partner raising €255,8m, acting as WSE Authorized Adviser raising €87,5m and bringing tens of companies to listing. In February 2015 INC was designated as an Authorized Adviser for the AeRO market and since then has managed to list two companies in the above mentioned alternative trading system of BVB.

CHARACTERISTICS OF INVESTMENT ACTIVITY

Funds available for investments	Approx. RON 2 807 600
Investment limit for one company	From 200 000 RON to 1 000 000 RON
Company stage of development	Various (start-up, growth, mature)
Industry preferences	No assumed industry preferences
Investment horizon	One to five years
Preferred investment exit route	Listing of shares on the AeRO or the NewConnect market or other viable segment of the capital market

II. IMPORTANT EVENTS

- **Marketing activities**

In March 2018, the Management Board of Carpathia Capital held a meeting with investors in the USA. Mr. Paweł Śliwiński held business meetings in New York and Chicago. The purpose of the meeting with investors was to present the Company achievements.

The Management Board of Carpathia Capital together with analysts from capital market department held business meetings on October 4, 2018 with companies from the IT sector in Romania, which would like to replicate the success of Bittnet System on the AeRO market. The aim of the meeting was also the promotion of Carpathia Capital as a PE / VC fund and the parent company INC S.A. as an authorized adviser on the AeRO market.

- **Project sourcing**

Carpathia Capital investigated several projects (start-up, early-stage, early-growth) for its investment portfolio.

Before capital deployment the investment team is obliged to carry out a due diligence to assess the fundamental value of potential portfolio company.

The Company's portfolio is constructed on the basis of an assessment of the fundamental value of individual securities and will not be structured on the basis of sector weightings. The Company's portfolio is expected to be diversified across a number of sectors and, while there are no specific limits placed on exposure to any sector, the Company will at all times invest and manage the portfolio in a manner consistent with spreading the investment risk.

The slow progress in building up the investment portfolio is a result of pace of development of the market as well as careful approach to valuation and assessing prospects of development for potential portfolio companies.

- **End of the subscription for series E shares**

On 26 July 2018, The Management Board informed about end of the subscription for series E ordinary bearer shares issued on the basis of Resolution No. 3 of the Extraordinary General Meeting of Carpathia Capital S.A. with its registered office in Poznan of 25/01/2018 regarding to increase share capital by issuing Series E shares by private subscription excluding the subscription right of the existing shareholders and to introduce the shares and rights to Series E shares to trading on the alternative trading market NewConnect of the Warsaw Stock Exchange and to amend the Company's articles of association. Number of financial instruments allotted in the course of subscription or sale: 300.000 shares series E. Acquisition (taking up) price of financial instruments: 2,5 PLN.

- **Acquisition of company shares by a person closely associated with persons discharging managerial responsibilities**

On March 2019, the Management Board reported that the Company received from INC S.A. (a person closely associated with persons discharging managerial responsibilities) information on the basis of art. 19 section 1 of the Regulation of the European Parliament and the EU

Council No. 596/2014 of 16 April 2014 on market abuse (MAR Regulation), on the transaction of acquisition of Company's shares.

- On 19 March 2019, the Company received a notification of insider transactions from INC S.A. which informed about acquisition of 7 shares at an average price of 1,80 RON.

- **Announcement of resolutions adopted at the Extraordinary General Meeting of Shareholders of Carpathia Capital S.A. on December 20, 2018**

In December 2018, the Management Board informed about convening the Extraordinary General Meeting of Shareholders on 20th December 2018, with the following agenda:

1. Opening of the meeting.
2. Election of the Chairman of the General Meeting.
3. Ascertaining that the General Meeting was convened correctly and is able to adopt resolutions.
4. Adoption of the resolution regarding withdrawal from choice of the returning committee.
5. Approval of the agenda.
6. Adoption of the resolution regarding the change in articles of association of the Company.
7. Adoption of a resolution regarding the adoption of the uniform text of the Articles of Association.

All the above resolutions were adopted unanimously. The main resolutions concerned the change in the statute of the Company, which is the result of obtaining the statute of the Alternative Investment Company by Carpathia Capital. The company adjusts its status to the requirements applicable in Polish law.

IMPORTANT EVENTS AFTER REPORTING PERIOD

- **Company's entry in the register of management of alternative investment companies (ASI)**

Management Board of Carpathia Capital S.A. based in Poznań informed about obtaining information about entering the company Carpathia Capital S.A. by the Polish Financial Supervision Authority to the register of managers of alternative investment companies (ASI), kept by the Polish Financial Supervision Authority according to art. 70 of the Act of May 27, 2004 on investment funds and management of alternative investment funds.

III. RISK FACTORS

RISK FACTOR	DESCRIPTION
SHORT OPERATING HISTORY	The Company has a short operating history upon which investors can evaluate future performance. There can be no assurance that the Company will achieve its investment objectives or that the strategy applied by the Company will be successful. The Management Board considers that track record of the INC S.A. as the funding shareholder and experience of the managing team with capital delivered by investors provide solid base for development of the investment activity.

MARKET AND ECONOMIC RISKS	<p>The Company and its portfolio companies may be materially affected by market, economic and political conditions globally and in the jurisdictions and sectors in which they invest or operate, including factors affecting interest rates, the availability of credit, currency exchange rates and trade barriers. These factors are outside the Company's control and could adversely affect the liquidity and value of its investments and may reduce the ability of the Company to make attractive new investments.</p>
CURRENCY EXCHANGE RATES RISK	<p>The base currency of the Company is Polish zloty (PLN) and as such, the returns to investors will be impacted by currency movements between the Polish zloty (PLN) and other currencies in which the Company holds investments. These currency movements may be advantageous or disadvantageous to Polish zloty (PLN) returns. In addition, an investor must consider its personal effective 'base' currency as any currency movements between the Polish zloty (PLN) and the individual's base currency could result in a loss of capital invested.</p>
OPERATING DEFICITS	<p>The expenses of operating the Company may exceed the Company's income, thereby requiring the difference to be paid out of the Company's capital, reducing the value of the Company's investments and potential for profitability.</p>
RISK OF PORTFOLIO COMPANIES' FAILURE	<p>The Company will generally seek to analyze a target company's historical performance and prospects with a view toward understanding the sustainable margins, strengths and weaknesses in a company's cost structure and analyzing the quality of cash flows of the underlying investment, including capital intensity needed to sustain its asset base, requirements for growth, degrees of flexibility to reduce its cost base if volumes or prices decline, and requirements for debt amortization or other external payments. The Company will also seek to define the market in which a company competes and, in particular, to assess what the company does, including what products and services it provides and to whom; to understand threats it may face for pricing or cost structure; and to identify drivers of market growth or decline, including changes in industry structure, technology or demographics. However any investment may not perform as well as forecast, either because of changes in the economic climate, management errors or otherwise, resulting in the partial or total loss of the Company's investment.</p>
LIQUIDITY RISK	<p>Company is exposed to liquidity risk. Liquidity risk may result from the lack of an active market, the reduced number of market participants, or the reduced capacity of market participants to make a transaction. Issuer with principal investment strategies that involve investments in securities of companies with smaller market capitalizations have the greatest exposure to liquidity risk. Exposure to liquidity risk may be heightened for these companies that are not widely traded, and that may be subject to purchase and sale restrictions. Such risks will include an increased risk of substantially smaller size and lower trading volume of securities for such smaller companies (as compared to equities in larger companies), which may result in a potential lack of liquidity and increased price volatility.</p> <p>The investment team will adopt flexible exit strategies on the markets which cannot be considered liquid due to insufficient number of transactions.</p>
FRONTIER MARKET RISKS	<p>Investment in securities issued by an entity domiciled in Romania will be exposed to a higher level of risk than in cases of developed markets. In particular each of the risks discussed above under the following headings will be specifically relevant to any such investments and may have a greater likelihood of impacting the Company: political and/or regulatory risk, currency risk, accounting, auditing and financial reporting standards and exchange rates risk.</p>
DEVELOPMENT OF THE AeRO MARKET	<p>Because AeRO market is a newly created alternative market there are several risks factors related to its further development. There is no certainty that the AeRO market will attract companies interested in going public and new investors. Lack of new issuers and investor may lead to the lack of possibilities for investment and divestment for the Issuer.</p>

Dynamic development of the AeRO market may lead to tightening of admission and trading regulations and indirectly to decline in investor's and potential issuer's interest.

IV. KEY PERFORMANCE INDICATORS

PLN'000	31.03.2019	31.12.2018	31.03.2018	31.12.2017
Equity	10 409	10 097	9 378	9 325
Cash	2 535	2 821	3 733	3 846
Financial assets in other entities	6 815	6 203	5 417	5 383
Long-term liabilities	0	0	0	0
Short-term liabilities	39	36	0	1

Name of the indicator	Calculation method	Result (31.03.2019)
Current liquidity indicator	Current assets/ Current liabilities	266,08
Cash ratio	Cash and other monetary assets/ Current liabilities	65
Indebtedness indicator	Loan Capital/ Equity x 100	0
	Loan Capital/ Employed Capital x 100	0
Clients' debts rotation speed	Clients' average balance/Turnover x 90 (for the 1rd quarter)	203
Non-current assets rotation	Turnover/ Non-current assets	2,92

PLN'000	01.01.2019 31.03.2019	01.01.2018 31.12.2018	01.01.2018 31.03.2018	01.01.2017 31.12.2017
Gain (loss) on investments	530	787	103	895
- profit from listing	0	0	0	0
- profit/loss on sales of securities	-18	-124	-61	18
- interest and dividend	30	100	1	91
- revaluation of investment portfolio	518	811	163	-389
- other profits	0	787	0	1 175

COMMENTS FROM THE MANAGEMENT BOARD

The first quarter of 2019 was the best of the Company in terms of financial results. Carpathia Capital was reported during this time the PLN 530k gain on investments.

The main contributors to result on investments were:

- revaluation of investment portfolio (PLN 518k),
- interest and dividend (PLN 30k).

The company recorded a small loss on the result from the sale of securities, which amounted to PLN 18 k.

In a quarter under review, Carpathia Capital recognized administrative expenses of PLN 113k and reported operating profit of PLN 417k.

Financial assets in other entities is the Company's most significant asset with a share of 64,78% of total assets. Cash is the second most important position, representing 24,10% of total assets. Equity as at March 31, 2019 amounted to PLN 10 409k. According to the report no. 25/2018 from November 2018, the District Court in Poznań increased the share capital from PLN 1 951k to PLN 2 101k.

As stated in previous quarterly reports, we expect further deployment of cash in investment projects under review in the coming months, especially in Poland.

The Company remained debt free.

Currently, it is a time of very intensive work for Carpathia Capital, which after receiving the statute of ASI (Alternative Investment Company) is preparing to debut on the NewConnect market. The debut of the Company will take place in the second or third quarter of 2019, thus becoming the first company to be listed both on the Aero market in Bucharest and NewConnect in Warsaw.

The company's investment objective is to provide long-term capital growth through investing in portfolio of early-stage and early-growth companies operating in Central and Eastern Europe with prospects to become quoted companies as well as already listed high-growth companies.

V. FINANCIAL STATEMENTS

STATEMENT OF COMPREHENSIVE INCOME

<i>continued operations</i> PLN'000	01.01.2019 31.03.2019	01.01.2018 31.12.2018	01.01.2018 31.03.2018	01.01.2017 31.12.2017
Revenue from sales of products and services	0	0	0	0
- from related parties	0	0	0	0
Cost of products, goods and materials sold, including	0	0	0	0
- to related parties	0	0	0	0
Selling and distribution expenses	0	0	0	0
Profit on sales	0	0	0	0
Other operating revenues	0	4	0	2
Other operating expenses	0	1	0	1
Gain (loss) on investments	530	787	103	895
- profit from listing	0	0	0	0
- profit/loss on sales of securities	-18	-124	-61	18
- interest and dividend	30	100	1	91
- revaluation of investment portfolio	518	97	163	-389
- other	0	714	0	1 175
Administrative expenses	113	332	38	75
Operating profit	417	458	65	821
Financial expenses	0	1	0	3
- for related parties	0	0	0	0
Share of profits of associates	0	0	0	0
Profit before tax	417	457	65	818
Income tax	104	73	12	104
Net profit for the operating period	313	384	53	313

STATEMENT OF COMPREHENSIVE INCOME

PLN'000	01.01.2019 31.03.2019	01.01.2018 31.12.2018	01.01.2018 31.03.2018	01.01.2017 31.12.2017
Net profit for the operating period	313	384	53	675
Other comprehensive income:	0	0	0	0
- valuation of financial assets available for sale	0	0	0	0
Total comprehensive income	313	384	53	675

STATEMENT OF FINANCIAL POSITION

PLN'000	31.03.2019	31.12.2018	31.03.2018	31.12.2017
A. Non-current assets	143	219	90	103
Intangible assets	0	0	0	0
- goodwill	0	0	0	0
Tangible fixed assets	0	0	0	0
Long-term financial assets	123	123	0	0
Deferred income tax assets	20	96	90	103
Long-term receivables	0	0	0	0
- from related parties	0	0	0	0
- from other entities	0	0	0	0
Other long-term assets	0	0	0	0
B. Current assets	10 377	9 963	9 328	9 263
Inventories	0	0	0	0
Receivables from related parties	971	879	0	0
Receivables from other entities	55	59	178	32
- income tax receivables	27	27	0	0
Financial assets in related parties	0	0	123	123
Financial assets in other entities	6 815	6 203	5 294	5 260
Cash and other monetary assets	2 535	2 821	3 733	3 846
Other short-term assets	1	1	0	2
Total assets	10 520	10 182	9 418	9 366

STATEMENT OF FINANCIAL POSITION

PLN'000	31.03.2019	31.12.2018	31.03.2018	31.12.2017
A. EQUITY	10 409	10 096	9 378	9 325
Share capital	2 101	2 101	1 951	1 951
Treasury shares (negative value)	-255	-255	-255	-255
Supplementary capital	7 166	7 166	6 254	6 254
Revaluation reserve	0	0	0	0
Other reserve capitals	700	700	700	700
Profits (losses) from previous years	384	0	675	0
Net profit (loss)	313	384	53	675
B. PROVISIONS	72	43	28	28
Provision for deferred income tax	72	43	28	28
Other provisions	0	0	0	0
C. Long-term liabilities	0	0	0	0
Loans and borrowings	0	0	0	0
Financial leasing liabilities	0	0	0	0
D. Short-term liabilities	39	37	0	1
Loans and borrowings	0	0	0	0
Trade payables	6	1	0	0
Tax, customs, insurance and other liabilities	9	12	0	1
- income tax liabilities	0	0	0	0
Liabilities related to wages and salaries	0	0	0	0
Financial leasing liabilities	0	0	0	0
Other liabilities	24	24	0	0
E. Accruals	0	6	12	12
TOTAL LIABILITIES	10 520	10 182	9 418	9 366

STATEMENT OF CHANGES IN EQUITY

PLN'000	Share capital	Treasury shares	Supplementary capital		Other capitals	Profits from previous years	Result of current period	Total Equity
			Share premium account	Other				
Balance as at 01.01.2019	2 101	-255	6 061	1 105	700	384	-	10 096
Changes in accounting policies	-	-	-	-	-	-	-	-
Balance as at 01.01.2019 after changes	2 101	-255	6 061	1 105	700	384	-	10 096
Changes in equity since 01.01.2019 till 31.03.2019								
Issue of shares	-	-	-	-	-	-	-	-
Share buy-back scheme	-	-	-	-	-	-	-	-
Transfer of financial result to equity	-	-	-	-	-	-	-	-
Total comprehensive income	-	-	-	-	-	-	313	313
Balance as at 31.03.2019								
	2 101	-255	6 061	1 105	700	384	313	10 409

STATEMENT OF CHANGES IN EQUITY

PLN'000	Share capital	Treasury shares	Supplementary capital		Other capitals	Profits from previous years	Result of current period	Total Equity
			Share premium account	Other				
Balance as at 01.01.2018	1 951	-255	5 488	766	700	675	-	9 325
Changes in accounting policies	-	-	-	-	-	-	-	-
Balance as at 01.01.2018 after changes	1 951	-255	5 488	766	700	675	-	9 325
Changes in equity since 01.01.2018 till 31.12.2018								
Issue of shares	150	-	573	-	-	-	-	723
Share buy-back scheme	-	-	-	-	-	-	-	-
Transfer of financial result to equity	-	-	-	339	-	-339	-	-
Payment of the dividend	-	-	-	-	-	-336	-	-336
Total comprehensive income	-	-	-	-	-	-	384	384
Balance as at 31.12.2018	2 101	-255	6 061	1 105	700	-	384	10 096

STATEMENT OF CHANGES IN EQUITY

PLN'000	Share capital	Treasury shares	Supplementary capital		Other capitals	Profits from previous years	Result of current period	Total Equity
			Share premium account	Other				
Balance as at 01.01.2018	1 951	-255	5 488	766	700	675	-	9 325
Changes in accounting policies	-	-	-	-	-	-	-	-
Balance as at 01.01.2018 after changes	1 951	-255	5 488	766	700	675	-	9 325
Changes in equity since 01.01.2018 till 31.03.2018								
Issue of shares	-	-	-	-	-	-	-	-
Transfer of financial result to equity	-	-	-	-	-	-	-	-
Total comprehensive income	-	-	-	-	-	-	53	53
Balance as at 31.03.2018	1 951	-255	5 488	766	700	675	53	9 378

STATEMENT OF CASH FLOWS

PLN'000	01.01.2019 31.03.2019	01.01.2018 31.12.2018	01.01.2018 31.03.2018	01.01.2017 31.12.2017
A. CASH FLOWS FROM OPERATING ACTIVITIES				
I. Profit (loss) before tax	417	457	65	818
II. Total adjustments	-525	-435	-101	-888
1. Depreciation and amortisation	0	0	0	0
2. Net foreign exchange differences	0	4	-1	2
3. Interest and share of profit (dividends)	-30	233	0	-85
4. Gain (loss) on investment activity	-500	-666	-102	-804
5. Changes in provisions	-29	0	0	0
6. Changes in prepayments and accruals	-6	-6	2	-1
7. Other adjustments	40	0	0	0
III. Changes in working capital	-59	-44	4	-18
IV. Income tax paid	0	-78	-1	-219
V. Net cash flows from operating activities	-167	-100	-33	-307
B. Cash flows from investment activities				
I. Inflows	497	2 160	765	190
1. Inflows from sale of intangible assets	0	0	0	0
2. Inflows from sale of tangible fixed assets	0	0	0	0
3. Inflows from sale of investment properties	0	0	0	0
4. Net inflows from sale of subsidiaries	0	0	0	0
5. Inflows from repayment of borrowings granted	75	0	0	0
6. Inflows from sale of other financial assets	392	2 159	765	87
7. Inflows from sale of bonds	0	0	0	100
8. Inflows from interest received	30	0	0	3
9. Inflows from dividends received	0	1	0	0
II. Outflows	616	3 499	846	1 451
1. Outflows for acquisition of intangible assets	0	0	0	0
2. Outflows for acquisition of tangible fixed assets	0	0	0	0
3. Outflows for acquisition of investment properties	0	0	0	0
4. Net outflows for acquisition of subsidiaries	0	0	0	0

5. Outflows for loans granted	0	0	0	0
6. Outflows for acquisition of other financial assets	616	3 499	846	1 451
III. Net cash flows from investment activities	-119	-1 339	-81	-1 261
C. CASH FLOWS FROM FINANCIAL ACTIVITIES				
I. Inflows	0	723	0	0
1. Net inflows from issuance of shares	0	723	0	0
2. Inflows from loans and borrowings	0	0	0	0
3. Inflows from issuance of debt securities	0	0	0	0
4. Other inflows from financial activities	0	0	0	0
II. Outflows	0	309	0	0
1. Outflows for acquisition of own shares	0	0	0	0
2. Redemption of debt securities	0	0	0	0
3. Repayment of loans and borrowings	0	0	0	0
4. Payment of liabilities arising from financial leases	0	0	0	0
5. Outflows for interest paid	0	0	0	0
6. Outflows for dividends paid	0	309	0	0
7. Other outflows for financial activities	0	0	0	0
III. Net cash flows from financial activities	0	414	0	0
Balance sheet change in cash	-286	-1 025	-114	-1 568
Cash opening balance	2 821	3 846	3 846	5 416
- change in cash due to exchange differences	0	0	1	-2
Cash closing balance	2 535	2 821	3 733	3 846

ADDITIONAL INFORMATION TO FINANCIAL STATEMENTS

I. INFORMATION ABOUT CARPATHIA CAPITAL S.A.

CARPATHIA CAPITAL S.A. is an investment joint-stock company. CARPATHIA CAPITAL S.A. concentrates its core activities on acquiring shares of the both public and private companies in order to dispose them.

The issuer is an investment entity within the meaning of IFRS 10 §27.

An investment entity is an entity that:

- obtains funds from one or more investors for the purpose of providing those investor(s) with investment management services;
- commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both, and
- measures and evaluates the performance of substantially all of its investments on a fair value basis.

Registered office

CARPATHIA CAPITAL S.A.
Kraśińskiego 16 Street
60-830 Poznań

Registration court

District Court Poznań - Nowe Miasto i Wilda, VIII Business Registry Division in Poznań
KRS number 0000511985

The company has been established for an unlimited period of time.

National Business Registry Number: 302762319

Tax Identification Number: 781-189-70-74

Management Board

Composition of the Management Board at the date of the report:

Paweł Śliwiński	– President of the Management Board
Sebastian Huczek	– Vice-president of the Management Board

Supervisory Board

Composition of the Supervisory Board at the date of the report:

Piotr Orłowski	– Member of the Supervisory Board
Justyna Światowiec-Szczepańska	– Member of the Supervisory Board
Rafał Śliwiński	– Member of the Supervisory Board
Łukasz Puślecki	– Member of the Supervisory Board
Jacek Mrowicki	– Member of the Supervisory Board

Proxy

Piotr Zygmanski

– Proxy

Parent Company

INC S.A. is the parent company of CARPATHIA CAPITAL S.A.

2. PRESENTATION PRINCIPLES

Principles of preparation of the financial statements

The basis for the preparation of the financial statements is IAS 34 "Interim financial reporting". This report should be read in conjunction with the last annual financial statements for the period from 01/01/2018 to 31/12/2018.

The financial statements of the CARPATHIA CAPITAL S.A. have been prepared in accordance with International Financial Reporting Standards (IAS/IFRS).

This financial statements have been prepared in accordance with accounting standards used and issued in EU at the date of this financial statements.

The financial statements prepared by the Company cover the period from 1 January 2019 to 31 March 2019.

This financial statements have been prepared on the assumption that the Company will continue as a going concern in the foreseeable future. As at the date of approval of this financial statements for publication, there were no circumstances that would indicate a threat to the Company's ability to continue as a going concern.

3. FINANCIAL STATEMENTS ADJUSTMENTS

Financial statements have not been audited. No adjustments were made in the financial statements for the period for which financial statements is presented.

4. CURRENCY IN WHICH FINANCIAL STATEMENTS HAS BEEN PREPARED AND THE SIZE OF THE UNITS THAT WERE USED FOR THE PRESENTATION OF AMOUNTS IN THE FINANCIAL STATEMENTS

This financial statements have been presented in the Polish zloty ("PLN") which is the reporting currency and the functional currency of the Company and all figures are in PLN thousand.

5. ACCOUNTING POLICIES

The financial statements has been prepared on a historical cost basis, except for the revaluation of financial instruments and investment properties on the basis of the fair value model.

Goodwill

Goodwill in the financial statements is not amortized but it is tested for impairment.

Intangible assets

Expenditures for purchased software and other intangible assets are capitalized and straight-line amortized over the projected useful life.

In the case of impairment of assets classified as intangible assets a revaluation write-down is made. Intangible assets are recognized at each balance sheet date at acquisition price less any accumulated amortization calculated to the balance sheet date and less any revaluation write-downs.

Tangible fixed assets

Fixed assets are those assets whose projected useful life is more than one year and which are assigned to the operations of the Company or transferred to other entities under lease agreements or other similar agreements. Fixed assets under leases are classified as non-current assets when substantially all the risks and rewards of ownership of the asset will be transferred to the Company. Fixed assets are measured at acquisition price and at cost of production less any depreciation calculated and less impairment losses.

Fixed assets are depreciated over their projected useful life.

Fixed assets of the cost to 3.5 thousand PLN are subject to one-time depreciation. The exception is the computer equipment, depreciated on the basis of the projected useful life.

Borrowing costs directly attributable to the acquisition or production of assets which require a longer period of time to be available for use or sale are capitalized as part of the cost of qualified assets until putting those fixed assets into use.

Depreciation is calculated for all fixed assets, other than land and assets under construction using the straight-line method at the following annual rates of amortization:

- Vehicles 20%;
- Computer equipment 30%;
- Others 18% to 100%.

Non-current assets held for sale

Non-current assets (and groups of net assets held for sale) classified as held for sale are measured at the carrying value or fair value less costs to sell, whichever is lower. The Company classifies an asset (or group) as held for sale if its carrying value will be recovered principally through a sale transaction rather than through continuing use.

Financial assets

Financial assets are recognized at the date of the transaction.

Financial assets at the date of acquisition or origination are classified into the following categories:

- financial assets measured at amortized cost,
- financial assets measured at fair value through the financial result,
- financial assets measured at fair value through other comprehensive income.

A financial asset is classified in the category of "Financial assets at amortized cost" if both of the following conditions are met:

- it is maintained in accordance with the business model whose purpose is to maintain financial assets for obtaining cash flows resulting from the contract,
- the terms and conditions of the contract give rise to cash flows at specified times, which are only repayment of the principal and interest on the principal amount still to be repaid.

"Financial assets at amortized cost", excluding trade receivables that do not have a material component are initially recognized at fair value increased by directly attributable transaction costs. Trade receivables that do not have a material financing component are measured at the initial recognition At fair value (transaction price), the valuation at a later date is carried out at amortized cost, using the effective interest method, less impairment write-downs.

Interest on financial assets classified as "Financial assets measured at amortized cost" calculated using the effective interest rate method is recognized in profit or loss of the current period in financial revenues.

The category "Financial Assets Measured at Amortized Cost" includes:

- cash and cash equivalents,
- trade receivables,
- other receivables and
- other financial assets at amortized cost (including corporate bonds).

A financial asset at fair value through profit or loss is an asset or financial liability that is held for trading.

At the end of the reporting period, the company assesses the need to recognize impairment losses on financial assets.

When preparing individual financial statements, the entity recognizes investments in subsidiaries, joint ventures and associates according to the acquisition cost.

The company owns shares of INC S.A. Brokerage House, for which the parent company is INC S.A. Financial reports of Capital Carpatia S.A. and Dom Maklerski INC S.A. are consolidated by the parent company INC S.A. INC S.A. they are listed on the WSE. Consolidated financial report of the INC S.A. Capital Group. it is published in accordance with the provisions on trading in financial instruments.

Determining the fair value of financial assets

The Company classifies fair value measurements using a fair value hierarchy reflecting the materiality of individual input data affecting the valuation. The following levels of the fair value hierarchy apply:

- quoted prices (uncorrected) on active markets for identical assets or liabilities (level 1),
- input data other than quotations falling within the scope of level 1 that can be stated or observed for an asset or liability, directly (ie in the form of prices) or indirectly (ie on the basis of price-based calculations) (level 2),
- input data for an asset or liability not based on observable market data (i.e., unobservable data) (level 3).

The fair value of equity instruments listed on an active market is measured at market value; active market is a market where homogeneous items are traded, prices are publicly announced, buyers and sellers can be found at any time. The fair value of shares is determined on the basis of stock exchange quotations. If the market for a given financial asset and unlisted securities is not active, the Company establishes fair value using valuation techniques. These include the use of recent transactions carried out under normal market conditions, reference to other instruments that are virtually identical, analysis of discounted cash flows, using the market information to the largest possible extent, relying as much as possible on the information from the Company.

Classification and valuation of shares and interests in other entities

According to the decision of the Management Board of CARPATHIA CAPITAL SA shares that are taken up or acquired by the Company in preparation for its listing (shares of portfolio companies) are classified as financial assets measured at fair value through profit or loss. The value of shares and interests in other entities is determined in accordance with the above-mentioned principles "Determining the fair value of financial assets"

Shares classified as financial assets measured at fair value through profit or loss are measured at the balance sheet date at fair value, referring valuation effects on the financial result.

Investment properties

As an investment properties are treated properties if they are treated as source of income from rent and/or increase in value over time. Investment properties are measured at the balance sheet date at fair value. Gains and losses arising from changes in fair value of investment properties are recognized in the income statement in the period in which they arise.

The Company may decide about the valuation of investment properties at acquisition price or production cost.

Trade receivables

Receivables are recognized at amount due less any revaluation write-downs. Revaluation write-downs increase other operating expenses.

Inventories

Inventories are measured at the real purchase prices less any impairment losses. Release of inventories is measured using the FIFO method.

Cash and cash equivalents

Cash and cash equivalents are recognized at nominal value. Cash in foreign currencies are translated at the balance sheet date at the closing rate from the balance sheet date.

Prepaid expenses

Prepaid expenses are made in relation to the expenses relating to future reporting periods that meet the definitions of assets in accordance with IFRS. Revaluation write-downs of prepaid expenses are made on the basis of the elapsed time. The time and method of settlement are justified by the nature of the settled expenses.

Equity

Equity excluding treasury shares, are measured in principle at its nominal value. Treasury shares are measured at acquisition price.

Provisions

Provisions are recognized, when:

- an entity has a present obligation (legal or constructive) as a result of past events;
- it is likely that the fulfillment of the obligation will cause an outflow of resources embodying economic benefits and
- the amount of the obligation can be reliably estimated.

If the above conditions are not met, the provisions are not recognized.

Liabilities

Liabilities are recognized at the amount due.

Accruals

Accruals are recognized in the amount of liabilities in the current reporting period.

The Company withdraws from estimating accruals for employee benefits due to the small number of employees and due to the fact that the employee benefits are given to them at the settlement period.

Current and deferred income tax

Compulsory charges on financial result consists of current tax and deferred tax.

Current tax burden is calculated on the basis of income (tax base) for the particular financial year.

Deferred tax is calculated using the balance method on the basis of existing temporary differences between the value of assets and liabilities recognized in the financial statements and their tax bases. In connection with the temporary differences, provisions and assets for deferred income tax are recognized.

The value of assets for deferred income tax is reviewed at each balance sheet date in order to determine whether the projected future taxable profit will be sufficient for their implementation. Otherwise, a revaluation write-down is made. Provisions and assets for deferred income tax are calculated on the basis of the tax rates that will apply in the period when the asset is realized or the liability is become due. Deferred tax is recognized in the income statement, except when it relates to items recognized directly in equity, in which case the deferred tax is also recognized in equity.

Revenues

The entity applies IFRS 15 to all contracts with customers, except:

- a) leasing agreements within the scope of MSR 16 "Leasing",
- b) insurance contracts falling within the scope of IFRS 4 "Insurance Contracts",
- c) financial instruments and other contractual rights or obligations within the scope of IFRS 9 "Financial instruments", IFRS 10 "Consolidated financial statements", IFRS 11 "Joint arrangements", MSR 27 "Separate financial statements" and MSR 28 "Investments in associates and joint ventures"; and
- d) non-cash exchanges between entities conducting the same type of activity aimed at facilitating the sale to clients or potential clients.

Revenues from sales are recognized in the transaction price at the moment of transfer of services promised in the contract to the client, which occurs when the customer obtains control over these components.

The company applies the principles of IFRS 15 in relation to individual contracts (or obligations to perform the service).

Requirements to identify the contract with the client

The contract with the customer meets its definition when all of the following criteria are met: the parties to the contract have entered into a contract and are required to perform their duties;

The company is able to identify the rights of each party regarding goods or services to be transferred;
The company is able to identify the payment terms for goods or services to be transferred;
the contract has economic content and it is likely that the Company will receive a remuneration which it will be entitled to in exchange for goods or services that will be transferred to the client.

Identification of obligations to perform the service

At the time of concluding the contract, the Company evaluates the goods or services promised in the contract with the client and identifies as a commitment to perform the performance each promise to transfer to the customer a good or service that can be distinguished.

Determining the transaction price

In order to determine the transaction price, the Company takes into account the terms of the contract and the usual commercial practices. The transaction price is the amount of remuneration which - in accordance with the Company's expectations - will be due to it in exchange for the transfer of the promised goods or services to the client. The remuneration specified in the contract with the client may include fixed amounts, variable amounts or both.

To estimate variable remuneration, the Company decided to use the most probable value method for contracts with one threshold and the expected value method for contracts where there are more value thresholds from which the customer is granted a discount.

Allocation of the transaction price to individual obligations to perform the service

The Company assigns a transaction price to each obligation to provide the service (or a separate good or separate service) in an amount that reflects the amount of remuneration which, as expected by the Company, is in exchange for transferring the promised goods or services to the customer.

Recognition of revenue when the obligations to perform the service are fulfilled

The Company recognizes revenue when it meets (or is in the process of fulfilling) a commitment to provide performance by transferring the promised good or service (ie an asset) to the client (the client gains control over that asset). Revenues are recognized as amounts equal to the transaction price that has been assigned to a given obligation to perform the service.

The company transfers control over good or service over time and thus fulfills the obligation to perform the service and recognizes revenues over time if one of the following conditions is met:

- the client receives and benefits from the service at the same time as it is performed;
- the asset is created or will be improved as a result of the performance of the asset, and the client controls the asset as it arises or improves;
- as a result of the performance of the service, no alternative component is created for the Company, and the Company has an enforceable right to pay for the performance performed so far.

Costs include a probable decrease in economic benefits in the reporting period, with a reliably determined value, in the form of a decrease in the value of assets or an increase in liabilities and provisions that will lead to a decrease in equity or an increase in its shortfall in a different way than shareholders withdraw from shareholders.

Revenues from investments are due revenues from financial operations. In the Company, the investment income includes interest earned on bank deposits, dividends, and the result on the sale of financial assets and their revaluation. In the case of dividend income, the recognition in the income statement is made when the shareholders' right to receive payment is established.

Other operating income and expenses are costs and revenues related to the disposal of tangible fixed assets, establishing and terminating provisions, and not directly related to the main activity but affecting the financial result.

Financial costs are the costs of financial operations incurred. Financial costs include interest on credits and loans.

Impairment

At each balance sheet date, the Company reviews the net value of fixed assets in order to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated (The net selling price or value in use, depending on which one is higher) in order to determine the potential value of impairment loss.

VI. SIGNATURES

The Management Board of Carpathia Capital S.A. hereby declares, that according to its best knowledge the financial statements covering the period from 1 January 2019 to 31 March 2019 and comparative data been prepared in compliance with the applicable accounting standards and provide true and fair view of the Company's assets, liabilities, financial result and financial position.



Paweł Śliwiński
CEO/President of the Management Board