

POLISH FINANCIAL SUPERVISION AUTHORITY

Current report No 18/2011

Date of preparation: 9th May, 2011

Abbreviated name of the Issuer:

ELZAB

Subject:

The opinion of ELZAB S.A. Management Board on the invitation to sell ELZAB S.A. shares announced by COMP. S.A.

Legal foundation:

Art. 80 of the Law on the offer – the opinion of the company management board on the invitation to the company shares sale

The text of the report:

The Management Board of ELZAB S.A. Computer Works with registered office in Zabrze (the Company) hereby presents its opinion on the invitation to sell the Company shares announced by COMP. S.A. on 20th April, 2011 (current report No 11/2011 of COMP S.A.).

The opinion of ELZAB Computer Works S.A. Management Board:

The Management Board of „ELZAB” Computer Works S.A. with registered office in Zabrze (hereinafter „Company”), acting in virtue of art. 80 par. 1 of the Law of 29th July, 2005 about public offer and conditions for floating the financial instrument into the organized trading system and public companies (hereinafter „The Offer Law”), hereby presents the standpoint of the Company Management Board on the invitation to sell ordinary bearer shares and prescribed shares in the Company (hereinafter „The Invitation”), announced by COMP Joint Stock Company (“the Investor”) on 20th April, 2011.

According to the Invitation text, the Investor wishes to acquire shares corresponding to 2.983 votes at the Company General Meeting, i.e. representing 0,02 % of the total number of votes at the Company General Meeting. As a result of the invitation, the Investor intends to acquire indirectly and directly 10.746.733 votes at the Company General Meeting, which corresponds to 66 % of the total number of votes.

The foundations for the Company Management Board opinion

In order to express its opinion, the Company Management Board has examined the following information and details of the Invitation available:

1. the Invitation text,
2. the letter dated 5th May, 2011 written by the Investor to the Company Management Board, the trade unions and employee council, functioning at the Company,
3. the market prices of the Company shares on the regulated market from the period of 3 and 6 months preceding the invitation,
4. information on acquisition of selling significant packages of shares in the Company for the last 12 months preceding the Invitation announcement.

The Company Management Board hereby gives its positive opinion on the Invitation.

The Company Management Board states that the price of PLN 3,40 per share of the Company offered by COMP Joint Stock Company („The Investor”) in the Invitation to all the Company shareholders is above the average price of the Company shares on the regulate market within the three and six months preceding the invitation announcement. The price also is above the net book value per 1 Company share that amounts to PLN 2,78 per 1 share as of 31.03.2011.

According to the information held by the Company Management Board, as of date hereof the price quoted in the Invitation corresponds to the equitable value of the Company.

In the Management Board’s opinion, the announcement of the Invitation complies with the Company interest as the Investor, according to the statements included in the letter of 5th May, 2011 to the Company Management Board „intends (provided the market conditions do not change) to continue the Company business in the foreseeable future. (...) Moreover, COMP S.A. of (...) informs that it intends to continue the existing development strategy of ELZAB, in particular it intends to support ELZAB in the performance of the development and cooperation plans with NOVITUS S.A. (...) within one capital group”. According to the letter quoted above, the Investor indicates that at present it does not intend to change the existing strategic plans of the Company and their possible effect on the employment at the Company and the location of the Company business.

In the Management Board’s opinion, in the nearest future, the Invitation does not represent risk to the going concern of the Company business, the extent of its business and the Company’s further development.

To express the above opinion, the Company Management Board individually examined the market prices of the Company shares for the three and six months preceding the announcement of the Invitation and the information available on the purchase prices of significant packages of shares in the Company for the 12 months preceding the announcement of the invitation.

The Management Board did not outsource the preparation of additional analyses and papers with any external entities.

The Company Management Board declares that:

The persons signing this Management Board opinion on the Invitation have no confidential information as provided in the Law on financial instruments turnover dated 29th July, 2005, that should be disclosed and to the best of their knowledge they do not know any facts concerning the Company or its shares that are or could be deemed confidential information significant for the assessment of the Invitation and that had not been made public by the Company as required by the law.

This opinion of the Management Board on the Invitation by no means represents any recommendation to buy or sell the financial instruments as specified in art. 42 of the Law dated 29th July, 2005 on financial instruments turnover.

Any investor making the investment decision based on this opinion on the Invitation is obliged to make its own assessment of the investment risk related to the Invitation announced.

Except the information provided by the Company and concerning its business, the Company Management Board bears not responsibility for the truth, reliability, completeness and adequacy of the information representing the foundation for this opinion.

Krzysztof Urbanowicz – Chairman of the Management Board

Jerzy Biernat – Deputy Chairman of the Management Board

Jerzy Malok – Member of the Management Board

Zbigniew Stanasiuk – Member of the Management Board

Janusz Krupa – Member of the Management Board

SIGNATURES OF PERSONS REPRESENTING THE COMPANY

Date	Full name	Position / Function	Signature
2011-05-09	Jerzy Biernat	Deputy Chairman of the Management Board, CEO	
2011-05-09	Jerzy Malok	Member of the Management Board	