

POLISH FINANCIAL SUPERVISION AUTHORITY

Consolidated annual financial report of 2008
(according to art. 82 of regulations of Finance Minister from 19th February 2009)
for issuers leading producing, construction, commercial or services activity

from 01-01-2008 to 31-12-2008
containing consolidated financial statement according to International Financial Reporting Standards in PLN

date of publishing: 15-04-2009

P.A. NOVA SPÓŁKA AKCYJNA
(full name of issuer)
P.A. NOVA S.A.
(abbreviated name of issuer)
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Górnych Wałów
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Building (bud)
(sector according to classification of WSE)

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MW RAFIN Marian Wcisło Spółka Jawna based in Sosnowiec, al. Zwycięstwa 3
(certified accountant)

SELECTED FINANCIAL FIGURES	in PLN thousands		in EUR thousands	
	2008	2007	2008	2007
Net revenues from sales of products, goods and materials	143 827	111 573	39 782	29 542
Profit (loss) on operating activities	16 206	15 452	4 482	4 091
Gross profit (loss)	18 742	17 145	5 184	4 540
Net profit (loss)	15 111	14 322	4 180	3 792
Net cash flow from operating activities	5 565	-21 752	1 539	-5 759
Net cash flow from investment activities	-55 005	-11 940	-15 214	-3 161
Net cash flow from financial activities	694	92 547	192	24 504
Total net cash flows	-48 746	58 855	-13 483	15 583
Total assets	202 641	154 133	48 567	43 030
Liabilities and provisions for liabilities	59 454	26 781	14 249	7 477
Long-term liabilities	175	314	42	88
Short-term liabilities	46 744	22 734	11 203	6 347
Equity capital	142 463	127 352	34 144	35 553
Share capital	8 000	8 000	1 917	2 233
Number of shares (in units)	8000000	8000000	8000000	8000000
Profit (loss) per share (in PLN/EUR)	1,89	1,79	0,52	0,47
Profit (loss) per diluted share (in PLN/EUR)	1,89	1,79	0,52	0,47
Book value of share (in PLN/EUR)	17,81	15,92	4,27	4,44
Book value of diluted share (in PLN/EUR)	17,81	15,92	4,27	4,44
Declared or paid dividend per share (in PLN/EUR)	0	0	0	0

The report is to hand down to Polish Financial Supervision Authority, Warsaw Stock Exchange S.A. or MTS-CeTO S.A.
and news agency according to the regulations

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Financial report of P.A. NOVA S.A. capital group
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Report of certified accountant

*Letter of the President
of the Management Board*



Dear Shareholders, Contractors and Employees,

On behalf of Management Board of P.A. NOVA S.A. I have the pleasure to present you the consolidated annual report of P.A. NOVA capital group, comprising the summary of our activities in year 2008.

The year 2008 became the beginning of capital group because in June 2008 the company acquired the shares of San Development Sp. z o.o. – target company to build the shopping mall with rental area over 30.000 m² in Przemyśl. P.A. NOVA S.A. is currently the holder of 81% of company's shares. Besides, already in year 2009 P.A. NOVA S.A. took up 100% of shares of Galeria Zamoyska Sp. z o.o. company – target company founded to build the shopping mall in Zamość.

With satisfaction I take the note of the fact that the last year was extremely successful and abounding with new contracts for the Group, and as a result the year of intensive work for whole team.

In December 2008 we put into operation the shopping mall in Andrychów – commercial and services building built on our own to be destined for rent. At present we possess two such buildings, the second one in Racibórz.

Last year P.A. NOVA S.A. as general architect and builder began the construction of shopping mall in Przemyśl, which realization is one of our issue targets. We have also in year 2008 as general contractor ended and cleared realization of three commercial buildings for Kaufland and three objects for Tesco and we concluded contracts and began the realization of eight another commercial buildings for Kaufland, Tesco and Netto.

In year 2009 the Group plans to continue the realization of shopping mall in Przemyśl on our own, to finish and clear the began buildings for commercial

networks and to realize over ten extensions and conversions of existing commercial buildings.

Capital group of P.A. NOVA S.A. reached very good financial results last year. In year 2008 revenues of the Group amounted to over 143 mln PLN, and profit – over 15 mln PLN. Above-mentioned plans for year 2009 should ensure the maintaining of upward trend of our financial results.

The share price held steady on average level of 36,00 PLN – 42,00 PLN from January to September 2008, and from October 2008 – despite of very good financial results and realized contracts – the price had the falling tendency – at the end of year 2008 achieved the price of 22,97 PLN. In view of such low share price the Management Board of P.A. NOVA S.A. considers buy-back of own shares.

At the end I would like one more time to thank to all Shareholders, Contractors and Employees for confidence and belief in success of our Group and to wish us the year at least equally propitious as the past year.

Ewa Bobkowska

The President of the Management Board

Gliwice, on April 10th, 2009

Statement of P.A. NOVA S.A. Management Board
on certified accountant

P.A. NOVA S.A. Management Board hereby declares that MW RAFIN Marian Wcisło Biuro Usług Rachunkowości i Finansów Spółka Jawna based in Sosnowiec in al. Zwycięstwa 3, entered into Register of subjects authorized to audit financial statements with No. 3076, conducting an audit of consolidated annual financial statement was lawfully chosen and that this subject and certified accountants performing the audit fulfilled the conditions to publish an impartial and independent opinion, in accordance with binding regulations and professional rules.

The certified accountant performing the audit of annual financial statement of P.A. NOVA capital group of 2008 was chosen by Supervisory Board of P.A. NOVA S.A.

The agreement with certified accountant was conducted for an definite time, required to execute the agreement.

.....
Ewa Bobkowska
President of the Board

.....
Stanisław Lessaer
Vice-President of the
Board

.....
Przemysław Żur
Vice-President of the
Board

.....
Jarosław Broda
Vice-President of the
Board

Gliwice, on April 10th, 2009

Statement of P.A. NOVA S.A. Management Board
on reliable performing of financial statement

Management Board of P.A. NOVA S.A. hereby declares that annual consolidated financial statement and comparable figures were drawn up according to the best knowledge and belief of Management Board, according to binding accounting rules and present the financial situation of issuer's capital group and its financial result on true, reliable and clear way, and annual Management Board report on capital group business activity contains the real view of development, achievements and situation of the capital group, in that description of principal risks and threats.

.....
Ewa Bobkowska
President of the Board

.....
Stanisław Lessaer
Vice-President of the
Board

.....
Przemysław Żur
Vice-President of the
Board

.....
Jarosław Broda
Vice-President of the
Board



**CONSOLIDATED FINANCIAL STATEMENT
OF
P.A. NOVA S.A. CAPITAL GROUP**

FOR YEAR 2008

Consolidated balance sheet at 31 December 2008

ASSETS	Period ending 31/12/2008 PLN '000	Period ending 31/12/2007 PLN '000
Non-current assets	104 351	35 848
Intangible assets	89	156
Goodwill of related parties	2 269	-
Tangible fixed assets	42 178	8 649
Non-current receivables	3 490	6 884
Non-current investments, including:	55 348	19 641
Investment properties	55 348	16 840
Non-current financial assets	-	2 801
Non-current prepayments, within:	977	518
Deferred income tax assets	826	513
Other prepayments	151	5
Current assets	98 290	118 285
Inventories	84	39
Current receivables, including:	59 990	42 983
Current receivables of related parties	-	935
Current receivables of remaining parties	59 990	42 048
Current investments	17 767	65 510
Current prepayments	20 449	9 753
Assets classified as destined for sale	-	-
Total assets	202 641	154 133

LIABILITIES	Period ending 31/12/2008 PLN '000	Period ending 31/12/2007 PLN '000
Equity capital	142 463	127 352
Share capital	8 000	8 000
Supplementary capital	113 390	99 242
Other supplementary capital	458	169
Halted profit	5 504	5 619
Profit (loss) net	15 111	14 322
Minority capital	724	-

Liabilities and provisions for liabilities	59 454	26 781
Provisions for liabilities, including:	5 667	3 633
Provision for deferred income tax	2 520	1 351
Provision for pension benefits and similar	527	151
Other provisions	2 620	2 131
Non-current liabilities, including:	175	314
Non-current liabilities towards related parties	-	-
Non-current liabilities towards remaining parties	175	314
Current liabilities, including:	46 744	22 734
Current liabilities towards related parties	337	319
Current liabilities towards remaining parties	46 407	22 415
Accruals	6 868	100
Total liabilities	202 641	154 133

Book value	142 463	127 352
Number of shares (in units)	8 000 000	8 000 000
Book value of share (in PLN)	17,81	15,92
Number of diluted shares (in units)	8 000 000	8 000 000
Book value of diluted share (in PLN)	17,81	15,92

Contingent liabilities, including:	2 700	2 700
Received payments on realization of contracts	2 700	2 700

Consolidated profit and loss account – from 1 January 2008 to 31 December 2008

	2008 (01/01/2008 – 31/12/2008) PLN '000	2007 (01/01/2007 – 31/12/2007) PLN '000
Continued activity		
Revenues from sales	143 827	111 573
Sales costs	123 847	93 704
Gross profit (loss) on sales	19 980	17 869
General and administrative costs	3 360	2 098
Selling costs	473	435
Profit (loss) on sales	16 147	15 336
Other operating revenues	1 162	431
Other operating costs	1 103	315
Operating profit (loss)	16 206	15 452
Financial revenues	2 923	1 984
Financial costs	387	167
Profit (loss) on business activity	18 742	17 269
Result of unusual occurrences	-	(124)
Profit (loss) before taxation	18 742	17 145
Income tax	3 682	2 823
Profit (loss) of minority parties	51	
Net profit (loss) on continued activity	15 111	14 322
Discontinued activity	-	-
Net profit (loss) on discontinued activity	-	-
Net profit (loss)	15 111	14 322
For:		
Shareholders of the parent entity	15 111	14 322
Minority shareholders	(51)	-
Profit (loss) for the share (in PLN for the share)	1,89	1,79
Diluted profit (loss) for the share (in PLN for the share)	1,89	1,79

Consolidated cash flow statement for the period from 1 January 2008 to 31 December 2008

	Year 2008 (01/01/2008 – 31/12/2008) PLN '000	Year 2007 (01/01/2007 – 31/12/2007) PLN '000
Cash flow from operating activities		
Net profit (loss)	15 111	14 322
Total adjustments	(9 546)	(36 074)
- Profit / loss of minority parties	(51)	-
- Share in net profit (loss) of entities accounted for using the equity method	-	-
- Depreciation	1 449	871
- Interest and profit sharing (dividend)	(2 026)	(1 920)
- Profit (loss) on investment activities	(26)	-
- Change in provisions	2 034	871
- Change in inventory	(45)	(1 655)
- Change in receivables	(13 613)	(29 760)
- Change in current liabilities excluding credits and loans	20 822	6 050
- Change in prepayments and accruals	(4 386)	(6 041)
- Other adjustments	(13 704)	(4 490)
Net cash flow generated from operating activities	5 565	(21 752)
Cash flows from investment activities		
Inflows	2 000	1 827
Disposal of intangible and tangible fixed assets	26	
Inflows from financial assets, including:	1 974	1 827
a) in related parties		
b) in other entities, including	1 974	1 827
- interest	1 974	1 827
Outflows	57 005	13 767
Purchase of intangible assets and tangible fixed assets	16 392	4 324
Investments in real property and intangible assets	34 055	6 873
For financial assets, including:	5 555	70
a) in related parties, including:	5 555	70
- purchase of financial assets	5 555	
- loans granted		70

Other outflows from investment activities	1 003	2 500
Net cash flows from investment activities	(55 005)	(11 940)
Cash flows from financial activities		
Inflows	1 130	93 761
Net inflows from issuance of shares and other capital investments and from capital contributions		93 761
Credits and loans	1 130	
Outflows	436	1 214
Profit distribution liabilities other than profit distribution payments to shareholders (tax paid for raising of share capital from spare capital)		868
Payment of liabilities arising from financial leases	395	303
Interest	41	43
Net cash flows from financial activities	694	92 547
Total net cash flows	(48 746)	58 855
Balance sheet change in cash		
Cash opening balance	63 010	4 155
Closing balance of cash, including:	14 264	63 010
- with limited possibility of disposing	376	344

Consolidated statement of changes in equity capital for the period from 1 January 2008 to 31 December 2008

	Year 2008 (01/01/2008 – 31/12/2008) PLN '000	Year 2007 (01/01/2007 – 31/12/2007) PLN '000
Equity capital at the beginning of the period (BO)	127 352	20 137
Equity capital at the beginning of the period (BO), after arrangements to comparable figures	127 352	20 137
1. Share capital at the beginning of the period	8 000	500
1.1. Changes in share capital	-	7 500
a) raising (for)	-	7 500
- assignment of spare capital to share capital	-	3 700
- issue of shares	-	3 800
1.2. Share capital at the end of the period	8 000	8 000
2. Spare capital at the beginning of the period	99 242	5 571
2.1. Changes in spare capital	14 148	93 671

a) raising (for)	14 148	98 239
- issue of shares above nominal value	-	89 961
- from division of the profit (above minimum value required according to the law)	14 148	8 278
b) reduction for:	-	4 568
- assignment of spare capital to share capital	-	4 568
2.2. Spare capital at the end of the period	113 390	99 242
3. Other reserve capital at the beginning of the period	169	-
3.1. Changes in other reserve capital	289	169
a) raising (for)	289	169
- from division of the profit (above minimum value required according to the law)	289	169
3.2. Other reserve capital at the end of the period	458	169
4. Profit (loss) of the previous years at the beginning of the period	19 941	14 066
4.1. Profit (loss) of the previous years at the beginning of the period, after arrangements to comparable figures	19 941	14 066
b) reduction for:	14 437	8 447
- assignment of the profit to spare and reserve capital	14 437	8 447
4.2. Profit of the previous years at the end of the period	5 504	5 619
5. Net result	15 111	14 322
a) net profit	15 111	14 322
Equity capital at the end of the period (BZ)	142 463	127 352
Equity capital regarding to proposed division of the profit (covering of the loss)	142 463	127 352

Additional information and commentaries to consolidated financial statement on 31 December 2008

1. GENERAL INFORMATION

Parent entity of P.A. NOVA capital group was established by a resolution of Meeting of Shareholders of P.A. NOVA limited liability company on the transformation into joint stock company. The change of legal form was entered into Register of Entrepreneurs kept by the District Court in Gliwice on 25th January 2007.

Historical, comparable financial figures comprise also figures of legal predecessor – limited liability company.

Parent entity is based in Gliwice, in Górnych Wałów street No. 42. Capital group coming within consolidation consists of following entities:

P.A. NOVA S.A. based in Gliwice, in Górnych Wałów street No. 42 – parent entity

San Development Sp. z o.o. based in Sanok, in Mickiewicza street No. 29 – dependant company, of which P.A. NOVA S.A. posses 81 % of shares.

Entities related to Capital Group:

Budoprojekt Sp. z o.o. based in Gliwice in Górnych Wałów Street No. 42 – significant investor (posses 30,45% of shares in capital and 39,93% of votes on General Meeting of Shareholders of P.A. NOVA S.A.)

Consolidated financial statement was presented in PLN thousands, as zloty is general currency, in which the transactions of the Group are denominated.

2. ADOPTED ACCOUNTING RULES

2.1 Accordance statement

The present financial statement is drawn up according to International Financial Reporting Standards.

2.2 Basis of drawing-up

Financial statement is drawn up according to concept of historical costs. The main accounting rules applied by the Group are presented below.

The present financial statement is first annual financial statement drawn up by P.A. NOVA S.A. according to International Financial Reporting Standards. 1st January 2006 is adopted as the date of change on IFRS. Then the historical figures were also transformed to the rules corresponding to financial statements according to IFRS.

The exemption from applying of other International Financial Reporting Standards (IFRS) according to International Financial Reporting Standard No. 1 (IFRS 1) in part „Fair value or revaluation to the assumed cost” is applied by transformation of opening balance-sheet (at 1st January 2006). The value of possessed capital assets and investment real estates was shown at the 1st January 2006 according to fair value established by property appraiser.

2.3 Basis of consolidation

Consolidated financial report includes financial report of parent entity and financial reports of entities dependent from parent entity. It's recognized that the control arises when the parent entity has possibility to influence the financial and operating policy of dependant entity to gain profits from its activities.

[...]

4. REVENUES

Analysis of revenues of the Group for continued and discontinued activity is as follows:

Revenues	Year / 2008	Year / 2007
Continued activity		
Sales revenues (services)	137 221	106 543
Sales revenues (goods)	6 606	5 030
Discontinued activity		
Sales revenues (services)	-	-
Sales revenues (goods)	-	-

The main activity of parent entity is complex realization of buildings, from acquiring the real property through drawing up a plan and acquiring building permit to factual realization of the structure. Parent entity carries out division of revenues of project and building department for management needs (the table below), however financial result of both listed departments remains common. This being the case similar rule is adopted for assets with the above mentioned departments.

The whole sale of the Group is addressed to national market.

In following tables the structural analysis of revenues is presented.

Sales revenues (services) according to particular departments	Year / 2008	Year / 2007
Revenues from sales of construction and developing services	129 897	102 279
including: from related parties	2 442	-
Revenues from sales of planning services	5 922	3 457
including: from related parties	748	766
Revenues from sales of IT-services	1 391	785
including: from related parties	-	-
Revenues from sales of other services	11	22
including: from related parties	-	-
Total net revenues from sales of services	137 221	106 543
including: from related parties	3 190	766

Sales revenues (goods) according to particular departments	Year / 2008	Year / 2007
Sales revenues – IT department	6 577	4 903
including: related parties	-	-
Other revenues from sales of goods and materials	29	127
including: related parties	-	-

Total net revenues from sales of goods and materials	6 606	5 030
including: related parties	-	-

On the day of preparing the financial statement the following agreements were in the course of realization that we presented according to MSR 11 in following table. The other structure agreements were on the day of preparing the financial statement ended and settled.

Amounts in PLN thousands

	Agreement's revenues	Method of revenue calculation	Method to define state of progress of the agreement	Total amount of incurred costs	Amount of advance payments (issued invoices)	Amount of retained sum
Agreement 1	6 212	zerowego zysku	Not apply	6 212	2 700	-
Agreement 2	14 498	zerowego zysku	Not apply	14 498	12 741	
Agreement 3	6 106	zerowego zysku	Not apply	6 106	4 898	
Agreement 4	12 434	zerowego zysku	Not apply	12 434	4 500	
Agreement 5	9 299	zerowego zysku	Not apply	9 299	16 100	
Agreement 6	2 816	zerowego zysku	Not apply	2 816	0	
Agreement 7	2 578	zerowego zysku	Not apply	2 578	0	
Other agreements	351	zerowego zysku	Not apply	351	0	
Total:	54 294			54 294	40 939	

5. SALES COSTS

Analysis of product manufacturing costs according to category	Year / 2008	Year / 2007
depreciation	1 374	872
consumption of materials and electricity	35 977	16 008
foreign services	93 375	73 593
taxes and fees	545	612
salaries	6 258	4 250
social insurances and other benefits	1 565	800
other category costs (for)	879	904
Total costs according to category	139 973	97 039

Change in inventories, products and prepayments	800	696
Cost of manufacturing of products for own needs of the group (negative figure)	-18 993	- 5 676
Sales costs (negative figure)	-473	- 435
Koszty ogólnego zarządu (negative figure)	-3 360	- 2 097
Cost of manufacturing of sold products	117 947	89 527

Analysis of costs of sold goods and materials	Year / 2008	Year / 2007
Value of sold goods and materials	5 900	4 177

Total sales costs	123 847	93 704
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6. OTHER REVENUES AND OPERATING COSTS

Other operating revenues	Year / 2008	Year / 2007
Profit from sale of non-financial fixed assets	26	20
Subsidies	33	33
Other operating revenues	1 103	378

Other operating revenues consist of:		
Benefits from investment real estates	297	283
Costs reinvoiced directly on other entities	53	-
Compensations	679	16
Other	74	79

Other operating costs	Year / 2008	Year / 2007
Loss from sale of non-financial fixed assets	-	28
Update of non-financial assets value	250	45
Other operating costs	853	242

Other operating costs consist of:		
Costs of maintenance of investment real estates	512	66
Costs to reinvoice on other entities	297	-
Donations	23	65
Other	21	111

7. REVENUES AND FINANCIAL COSTS

Financial revenues	Year / 2008	Year / 2007
Dividend and shares in profits, including:	-	-
From affiliated entities	-	-
Interest, including:	2 617	1 973
From affiliated entities	92	136
Profit from investment sale	-	-
Update of investment value	-	-
Other	306	11

Financial revenues from interest	Year / 2008	Year / 2007
From the loans	92	136
From affiliated entities, including:	92	136
From dependant entities		
From co-subsidiaries	92	136
From associated entities		
From significant investor		
From parent entity		
From other entities		
Other interest	2 525	1 837
From affiliated entities, including:		
From dependant entities		
From co-subsidiaries		
From associated entities		
From significant investor		
From parent entity		
From other entities	2 525	1 837
Financial revenues from interest, in total	2 617	1 973

Other financial revenues	Year / 2008	Year / 2007
Positive exchange rate differences	295	11

Realized	12	11
Not realized	283	-
Released provisions (from)		
other, including:	11	
Other financial revenues, in total	306	11

Financial costs	Year / 2008	Year / 2007
Interest, including:	41	52
From affiliated entities	-	-
Loss from investition sale	-	-
Update of investition value	-	-
Other	346	115

Financial costs from interest	Year / 2008	Year / 2007
Of credits and loans		
For affiliated entities, including:		
For dependant entities		
For co-subsidiaries		
For associated entities		
For significant investor		
For parent entity		
For other entities		
Other interest	41	52
For affiliated entities, including:		
For dependant entities		
For co-subsidiaries		
For associated entities		
For significant investor		
For parent entity		
For other entities		
Financial costs from interest, in total	41	52

Other financial costs	Year / 2008	Year / 2007
Negative exchange rate differences, including:	181	50
Realized	181	3
Not realized		47
Created provisions (for)		
other, including:	165	65
Costs of bank guaranties	88	65
Fees for activity on WSE	73	
Other	4	
Other financial costs, in total	346	115

8. EXTRAORDINARY PROFITS AND LOSSES

Extraordinary profits	Year / 2008	Year / 2007
accidental		
other (according to titles)	-	113
- revenue from sales of remains after total damage of backhoe loader	-	113
Extraordinary profits, in total	-	113

Extraordinary losses	Year / 2008	Year / 2007
accidental		
other (according to titles)		236
- total damage of backhoe loader during shipment		236
Extraordinary losses, in total		236

9. INCOME TAX AND OTHER BURDENS OF FINANCIAL RESULT

Income tax	Year / 2008	Year / 2007
Gross profit (loss)	18 742	17 145

Differences between gross profit (loss) and income tax basis (according to titles) (items with + sign increase tax basis, with – sign decrease tax basis)		
Losses of dependant companies not decreasing the tax basis	194	
Consolidation correction – adding of profits executed by P.A. NOVA S.A. being subject to income tax taxation, excluded in consolidated financial report	1 056	
Depreciation, being not a tax deductible cost	337	318
Salaries and social insurance costs classified as a tax deductible cost in other period as costs in the profit and loss account	26	14
Costs of representation and advertising, being not a tax deductible cost	115	94
Other category costs being not the tax deductible costs	77	79
Provisions being not the tax deductible costs	865	867
Revaluation write-downs - creation	254	46
Revaluation write-downs - dissolution	-20	-
Donations	23	65
Lease installments not classified as costs in the profit and loss account, being the tax deductible costs	-373	-410
Subsidies classified as tax incomes in previous periods	-33	-33
Interests included, but not received	-245	-136
Interests received included in previous periods	27	-
Financial costs of the lease	38	44
Exchange rates differences not executed	-259	47
Other costs being not the tax deductible costs	18	117
Issue costs bearing (decreasing) the spare capital	-	-2 539
Income tax basis	20 842	15 718
Income tax according to 19 % rate	3 960	2 986
Increases, omissions, exemptions, deductions and reductions of the tax		
Current income tax shown in tax return, including:	3 960	2 986
shown in the profit and loss account	3 960	2 986
concerning items that reduce or increase the equity capital		
concerning items that reduce or increase the value of the company or negative value of the company		

Tax postponed	-278	-163
Total tax shown in the profit and loss account	3 682	2 823

10. NON-CURRENT ASSETS

10.1. Intangible assets

INTANGIBLE ASSETS (OWNERSHIP STRUCTURE)	YEAR / 2008	YEAR / 2007
A) OWN	89	156
B) USED ON THE BASIS OF RENTAL CONTRACT, TENANCY OR OTHER CONTRACT, ALSO LEASE		
INTANGIBLE ASSETS IN TOTAL:	89	156

10.2. Value of affiliated entities

Do not concern.

10.3. Tangible fixed assets

TANGIBLE FIXED ASSETS	YEAR / 2008	YEAR / 2007
A) TANGIBLE FIXED ASSETS (INCLUDING)	24 788	4 125
- REAL ESTATES (INCLUDING RIGHT OF PERPETUAL USUFRUCT)	13 894	360
- BUILDINGS AND PREMISES	6 953	1 008
- TECHNICAL DEVICES AND MACHINES	1 126	1 047
- VEHICLES	1 875	1 473
- OTHER TANGIBLE FIXED ASSETS	940	237
B) NON-CURRENT ASSETS UNDER CONSTRUCTION	17 390	4 460
C) ADVANCE PAYMENTS UNDER CONSTRUCTION	-	64
TOTAL TANGIBLE FIXED ASSETS	42 178	8 649

NON-CURRENT ASSETS (OWNERSHIP STRUCTURE)	YEAR / 2008	YEAR / 2007
A) OWN	41 383	7 914
B) USED ON THE BASIS OF RENTAL CONTRACT, TENANCY OR OTHER CONTRACT, ALSO LEASE, INCLUDING:	795	735
- LEASE	795	735
TOTAL NON-CURRENT ASSETS	42 178	8 649

10.4. Non-current receivables

NON-CURRENT RECEIVABLES	YEAR / 2008	YEAR / 2007
A) FROM AFFILIATED ENTITIES, INCLUDING:	-	-
B) FROM OTHER ENTITIES	3 490	6 884
- CASH DEPOSITS SECURING BANK GUARANTEES	3 490	6 884
C) REVALUATION WRITE-DOWNS OF RECEIVABLES	-	-
GROSS NON-CURRENT RECEIVABLES:	3 490	6 884

NON-CURRENT RECEIVABLES (CURRENCY STRUCTURE)	YEAR / 2008	YEAR / 2007
A) IN POLISH CURRENCY (IN PLN)	3 490	6 365
B) IN FOREIGN CURRENCY	0,00	519
- NON-CURRENT RECEIVABLES IN EURO (IN EURO THOUSANDS)	0,00	145
- NON-CURRENT RECEIVABLES IN EURO AFTER CONVERSION INTO POLISH ZLOTY (IN PLN THOUSANDS)	0,00	519

10.5. Non-current investments

CHANGES IN NON-CURRENT INVESTMENTS	YEAR / 2008	YEAR / 2007
CHANGES IN REAL ESTATES		
A) STATUS AT THE BEGINNING OF THE PERIOD	16 841	4 740
B) INCREASING (FROM)	38 583	12 100
- CHANGE OF CLASSIFICATION	-	5 227
- PURCHASE	38 234	6 873
- COVERING WITH CONSOLIDATION	349	-
C) REDUCING (FROM)	76	-
- DEPRECIATION	76	-
D) STATUS AT THE END OF PERIOD	55 348	16 840

NON-CURRENT FINANCIAL ASSETS	YEAR / 2008	YEAR / 2007
A) IN SUBSIDIARIES	-	-
- SHARES	-	-
- INDEBTED SECURITIES	-	-
- OTHER SECURITIES (ACCORDING TO CATEGORY)	-	-
- GRANTED LOANS	-	-

- INTERESTS FROM GRANTED LOANS (CHARGED)	-	-
- OTHER NON-CURRENT FINANCIAL ASSETS (ACCORDING TO CATEGORY)	-	-
b) IN CO-SUBSIDIARIES	0,00	2 801
- SHARES	0,00	20
- INDEBTED SECURITIES	-	-
- OTHER SECURITIES (ACCORDING TO CATEGORY)	-	-
- GRANTED LOANS	-	2 570
- INTERESTS FROM GRANTED LOANS (CHARGED)	-	211
- OTHER NON-CURRENT FINANCIAL ASSETS (ACCORDING TO CATEGORY)	-	-
c) IN AFFILIATES	-	-
- SHARES	-	-
- INDEBTED SECURITIES	-	-
- OTHER SECURITIES (ACCORDING TO CATEGORY)	-	-
- GRANTED LOANS	-	-
- OTHER NON-CURRENT FINANCIAL ASSETS (ACCORDING TO CATEGORY)	-	-
d) IN SIGNIFICANT INVESTOR	-	-
- SHARES	-	-
- INDEBTED SECURITIES	-	-
- OTHER SECURITIES (ACCORDING TO CATEGORY)	-	-
- GRANTED LOANS	-	-
- OTHER NON-CURRENT FINANCIAL ASSETS (ACCORDING TO CATEGORY)	-	-
e) IN PARENT ENTITY	-	-
- SHARES	-	-
- INDEBTED SECURITIES	-	-
- OTHER SECURITIES (ACCORDING TO CATEGORY)	-	-
- GRANTED LOANS	-	-
- OTHER NON-CURRENT FINANCIAL ASSETS (ACCORDING TO CATEGORY)	-	-
f) IN OTHER ENTITIES	-	-
- SHARES	-	-
- INDEBTED SECURITIES	-	-
- OTHER SECURITIES (ACCORDING TO CATEGORY)	-	-
- GRANTED LOANS	-	-

- OTHER NON-CURRENT FINANCIAL ASSETS (ACCORDING TO CATEGORY)	-	-
NON-CURRENT FINANCIAL ASSETS, IN TOTAL	-	2 801

10.6. Non-current prepayments

Changes in assets due to deferred income tax	year / 2008	year / 2007
Assets due to deferred income tax at the beginning of the period, including:	513	344
referred to financial result	513	344
referred to equity capital		
referred to company value or negative company value		
Increases	399	225
referred to financial result of the period in connection with negative interim differences (from)	399	225
- revaluation write-down		2
- evaluation of the item in foreign currency		30
- provisions on guarantee repairs	114	152
- other provisions	71	13
- unpaid salaries / provisions on unpaid salaries	20	16
- unpaid premium for Social Insurance	14	12
- arising of difference between tax value and balance value of fixed assets under construction in San Development (difference above margin realized on construction site by P.A. NOVA S.A., excluded from consolidated financial report)	180	
referred to financial result of the period in connection with tax loss (from)		
referred to equity capital in connection with negative interim differences (from)		
referred to equity capital in connection with tax loss (from)		
referred to company value or negative company value in connection with negative interim differences (from)		

Reductions	86	56
referred to financial result of the period in connection with negative interim differences (from)	86	56
- dissolution of revaluation write-down	-	-
- cancellation of the item in foreign currency	30	23
- dissolution of provision on guarantee repairs	12	-
- dissolution of other provisions	10	17
- payment of salaries included in previous period	16	10
- payment of unpaid premium for Social Insurance	12	-
- settlement of subsidy as financial result included in tax incomes at the time of its receiving	6	6
- dissolution of unused assets		
referred to equity capital in connection with tax loss (from)		
referred to equity capital in connection with negative interim differences (from)		
referred to equity capital in connection with tax loss (from)		
referred to company value or negative company value in connection with negative interim differences (from)		
Status of assets due to deferred income tax at the end of the period, in total, including:	826	513
referred to financial result	826	513
referred to equity capital		
referred to company value or negative company value		

Other prepayments	Year / 2008	Year / 2007
Prepayments of costs, including:	151	5
- insurances	3	5
- costs of gaining the tenants	147	
- costs of gaining the financing	1	

11. CURRENT ASSETS

11.1. Inventories

Inventories	year / 2008	year / 2007
materials	57	2
semi finished products and products during production		
completed products		
goods	27	37
Inventories, in total	84	39

11.2. Current receivables

Current receivables	year / 2008	year / 2007
From affiliates	-	935
From deliveries and services, with repayment period:	-	935
till 12 months	-	935
above 12 months	-	-
other	-	-
pursued in court	-	-
Receivables from other entities	59 990	42 048
From deliveries and services, with repayment period:	47 989	29 469
till 12 months	42 830	26 591
above 12 months	5 159	2 879
for taxes, subsidies, duty, social and healthy insurance or other benefits	4 179	2 536
other	7 822	10 043
pursued in court	-	-
Net current receivables, in total	59 990	42 983
revaluation write-downs of receivables value	264	55
Gross current receivables, in total	60 254	43 038

Current receivables from affiliates	year / 2008	year / 2007
For deliveries and services, including:	-	935
From subsidiaries	-	-
From co-subsidiaries	-	935
From associated entities	-	-

From significant investor	-	-
From parent entity	-	-
Other, including:	-	-
From subsidiaries	-	-
From co-subsidiaries	-	-
From associated entities	-	-
From significant investor	-	-
From parent entity	-	-
Pursued in court, including:	-	-
From subsidiaries	-	-
From co-subsidiaries	-	-
From associated entities	-	-
From significant investor	-	-
From parent entity	-	-
Net current receivables from affiliates, in total	-	935
revaluation write-downs of receivables value from affiliates	-	-
Gross current receivables from affiliates, in total	-	935

Receivables for deliveries and services (gross) – with remaining repayment period from the balance sheet date:	year / 2008	year / 2007
Till 1 month	40 709	25 671
Above 1 month till 3 months	237	
Above 3 months till 6 months	135	
Above 6 months till 1 year	68	
Above 1 year	5 159	2 879
Overdue receivables	1 756	952
Gross receivables for deliveries and services, in total	48 064	29 502
Revaluation write-downs of receivables value for deliveries and services	75	33
Net receivables for deliveries and services, in total	47 989	29 469

Overdue receivables for deliveries and services (gross) – with division into period of overdue	year / 2008	year / 2007
Till 1 month	91	481
Above 1 month till 3 months	1 404	57

Above 3 months till 6 months	168	361
Above 6 months till 1 year	38	9
Above 1 year	55	44
Gross overdue receivables for deliveries and services, in total	1 756	952
Revaluation write-downs of value of overdue receivables for deliveries and services	75	32
Net overdue receivables for deliveries and services, in total	1 681	920

11.3. Current investments

Current financial assets	year / 2008	year / 2007
In subsidiaries		
shares		
receivables from dividend and other shares in profits		
indebted bonds		
other bonds (according to category)		
loans granted		
other current financial assets (according to category)		
In co-subsiaries		
shares		
receivables from dividend and other shares in profits		
indebted bonds		
other bonds (according to category)		
loans granted		
other current financial assets (according to category)		
In associated entities		
shares		
receivables from dividend and other shares in profits		
indebted bonds		
other bonds (according to category)		

loans granted		
other current financial assets (according to category)		
In significant investor		
shares		
receivables from dividend and other shares in profits		
indebted bonds		
other bonds (according to category)		
loans granted		
other current financial assets (according to category)		
In parent entity		
shares		
receivables from dividend and other shares in profits		
indebted bonds		
other bonds (according to category)		
loans granted		
other current financial assets (according to category)		
In other entities	3 503	2 500
shares		
receivables from dividend and other shares in profits		
indebted bonds		
other bonds (according to category)	1 003	-
loans granted	2 500	2 500
other current financial assets (according to category)		
Cash and other monies assets	14 264	63 010
Cash in hand and on bank accounts	14 264	63 010
Other monies		

Other monies assets		
Current financial assets, in total	17 767	65 510

11.4. Current prepayments

Current prepayments	year / 2008	year / 2007
Prepayments of costs, including:	294	226
Property insurances	236	171
Other costs calculated in period of time	58	55
Other prepayments, including:	20 155	9 527
Evaluation of non-current contracts	20 155	9 527
Current prepayments, in total	20 449	9 753

12. EQUITY CAPITAL

Share capital in consolidated financial report is presented as share capital of parent entity P.A. NOVA S.A.

Share capital (structure)								
in PLN								
Series/ issue	Type of share	Type of share privileges	Type of limitation of rights to shares	Number of shares	Value of series/ issue according to nominal value	Manner of capital coverage	Date of registration	Right to dividend (from)
Series A	Inscribed privileged shares	For voting – one share gives the right to two votes	Limitation on tradability according to statutes	500 000	500 000	Shares arose in connection with transformation of limited liability company into joint- stock company. 400.000 of shares were covered with company funds	2007.01.25	2007.01.25
Series B	Inscribed privileged shares	For voting – one share gives the right to two votes	Limitation on tradability according to statutes	3 700 000	3 700 000	With company funds (from spare capital)	2007.04.19	2007.01.25
Series C	Bearer shares	Without privileges	none	1 300 000	1 300 000	for cash	2007.04.19	2007.01.25
Series D	Bearer shares	Without privileges	none	2 500 000	2 500 000	for cash	2007.08.08	2007.01.25
Share capital, in total					8 000 000			
Nominal value of the share (in PLN)		1,00						

Spare capital	year / 2008	year / 2007
From sale of shares above its nominal value	89 961	89 961
Created according to the law	-	-
Created according to statutes / agreement, above statutory (minimum) value	-	-

From additional payments of shareholders	-	-
Profit excluded from division transferred by decision of shareholders for spare capital	23 429	9 281
Spare capital, in total	113 390	99 242

Other spare capital (according to its purpose)	year / 2008	year / 2007
Created from profit (2%) according to statutes	458	169
Other spare capital, in total	458	169

Profit from previous years	year / 2008	year / 2007
Created in connection with change on IFRS	5 432	5 547
other	72	72
Profit from previous years, in total:	5 504	5 619

13. MINORITY CAPITAL

Minority capital with amount of 724000 PLN is the share of entities beyond the Group in net value of assets of San Development Sp. z o.o. P.A. NOVA S.A. posses 81% of shares in share capital of San Development Sp. z o.o.

14. LIABILITIES AND PROVISIONS FOR LIABILITIES

14.1. Provisions for liabilities

Change in provisions due to deferred income tax	year / 2008	year / 2007
Status of provisions due to deferred income tax at the beginning of the period, including:	1 351	1 345
referred to financial result	46	17
referred to equity capital	1 305	1 328
referred to company value or negative company value	-	-
Increases	1 199	32
referred to financial result of the period in connection with positive interim differences	66	32
referred to equity capital in connection with positive interim differences	-	-

referred to company value or negative company value in connection with positive interim differences	1 133	-
Reductions	30	26
referred to financial result of the period in connection with positive interim differences	4	3
referred to equity capital in connection with positive interim differences	26	23
referred to company value or negative company value in connection with positive interim differences	-	-
Status of provisions due to deferred income tax at the end of the period, including:	2 520	1 351
referred to financial result	108	46
referred to equity capital	1 279	1 305
referred to company value or negative company value	1 133	-

Changes of other non-current provisions (according to category)	year / 2008	year / 2007
Status at the beginning of the period	2 040	1 440
increasing (for)	600	600
- creation of provisions for guarantee repairs in connection with delivery of occupancy of buildings	600	600
usage (for)	-	-
dissolution (for)	20	-
Status at the end of the period	2 620	2 040

Changes of other current provisions (according to category)	year / 2008	year / 2007
Status at the beginning of the period	91	40
increasing (for)	822	1 522

- creation of provision for non-incurred costs of contract realization, connected with incomes included in reporting period	822	1 522
usage (for)	-	-
dissolution (for)	913	1 472
- incurring of expenses, for which provisions were created	913	1 472
Status at the end of the period	-	91

14.2. Non-current liabilities

Non-current liabilities	year / 2008	year / 2007
Towards subsidiaries		
Credits and loans		
From issue of indebted bonds		
Other financial liabilities, including:		
Financial lease agreements		
Other (according to category)		
Towards co-subsidiaries		
Credits and loans		
From issue of indebted bonds		
Other financial liabilities, including:		
Financial lease agreements		
Other (according to category)		
Towards associated entities		
Credits and loans		
From issue of indebted bonds		
Other financial liabilities, including:		
Financial lease agreements		
Other (according to category)		

Towards significant investor		
Credits and loans		
From issue of indebted bonds		
Other financial liabilities, including:		
Financial lease agreements		
Other (according to category)		
Towards parent entity		
Credits and loans		
From issue of indebted bonds		
Other financial liabilities, including:		
Financial lease agreements		
Other (according to category)		
Towards other entities	175	314
Credits and loans		
From issue of indebted bonds		
Other financial liabilities, including:	175	314
Financial lease agreements	131	270
Other (according to category)	44	44
- deposits of tenants	44	44
Non-current liabilities, in total	175	314

Non-current liabilities, with repayment period remaining from the balance sheet date	year / 2008	year / 2007
Above 1 year till 3 years	131	270
Above 3 till 5 years	44	-
Above 5 years	-	44
Non-current liabilities, in total	175	314

14.3. Current liabilities

Current liabilities	year / 2008	year / 2007
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Towards subsidiaries		
Credits and loans, including:		
Long-term in repayment		
From issue of indebted bonds		
From dividends		
Other financial liabilities, including:		
From deliveries and services, with maturity period:		
till 12 months		
above 12 months		
Advance payments for deliveries		
Bill of exchange liabilities		
other (according to category)		
Towards co-subsidiaries		
Credits and loans, including:		
Long-term in repayment		
From issue of indebted bonds		
From dividends		
Other financial liabilities, including:		
From deliveries and services, with maturity period:		
till 12 months		
above 12 months		
Advance payments for deliveries		
Bill of exchange liabilities		
other (according to category)		
Towards associated entities		
Credits and loans, including:		
Long-term in repayment		
From issue of indebted bonds		
From dividends		
Other financial liabilities, including:		

From deliveries and services, with maturity period:		
till 12 months		
above 12 months		
Advance payments for deliveries		
Bill of exchange liabilities		
other (according to category)		
Towards significant investor	337	319
Credits and loans, including:		
Long-term in repayment		
From issue of indebted bonds		
From dividends		
Other financial liabilities, including:		
From deliveries and services, with maturity period:	337	319
till 12 months	337	319
above 12 months		
Advance payments for deliveries		
Bill of exchange liabilities		
other (according to category)		
Towards parent entity		
Credits and loans, including:		
Long-term in repayment		
From issue of indebted bonds		
From dividends		
Other financial liabilities, including:		
From deliveries and services, with maturity period:		
till 12 months		
above 12 months		
Advance payments for deliveries		
Bill of exchange liabilities		
other (according to category)		

Towards other entities	46 407	22 415
Credits and loans, including:	10 208	-
Long-term in repayment	-	-
From issue of indebted bonds	-	-
From dividends	-	-
Other financial liabilities, including:	36 199	22 415
From deliveries and services, with maturity period:	34 713	19 547
till 12 months	29 534	13 845
above 12 months	5 179	5 702
Advance payments for deliveries	-	-
Bill of exchange liabilities	-	-
From taxes, duty, insurances and other benefits	469	2 107
From salaries	67	56
other (according to titles)	950	705
Current liabilities, in total	46 744	22 734

14.4. Prepayments

Other prepayments	year / 2008	year / 2007
Passive prepayments of costs	-	-
Non-current (according to category)		
Current (according to category)		
Prepayments of incomes	6 868	100
Non-current (according to category)	35	67
Subsidy settled in time for additional financing of investment purchases	35	67
Current (according to category)	6 833	33
Received payments, classified as incomes in future periods	6 801	-
Subsidy settled in time for additional financing of investment purchases	33	33
Other prepayments, in total	6 868	100

15. ASSETS AND CONTINGENT OBLIGATIONS

Contingent obligations are presented in table added to the balance sheet.

16. OTHER INFORMATION

16.1. Information about employment

Information about employment	Year / 2008	Year / 2007
Average employment in capital group in financial year in occupational groups after conversion into full-time posts, including:	143	124
- intellectual workers	90	74
- manual workers	53	50

16.2. Information about transaction of the Group with affiliated entities (not covered by consolidation)

Name of entity and description of relation	Status of liabilities on 31.12.2008	Status of receivables on 31.12.2008	Revenues of the group from transactions with affiliated entities in 2008	Costs born by the group from transactions with affiliated entities in 2008
Budoprojekt Sp. z o.o. (Budoprojekt Sp.z o.o. possess 30,45% of share capital of P.A. NOVA S.A.)	337	-	1	824

16.3. Information about changes in accounting rules in financial year

The present financial report is the first annual report of capital group therefore comparable figures came from financial report of parent entity of P.A. NOVA S.A. for 2007. P.A. NOVA S.A. draw up the financial report according to rules defined in Accounting Act, thus the conversion of unit financial figures of P.A. NOVA S.A. for 2007 according to IFRS was necessary.

17. OCCURRENCES AFTER DATE OF BALANCE SHEET

After date of balance sheet does not take place any occurrences that influence the figures indicated in financial report.

18. APPROVAL OF FINANCIAL REPORT

Financial report has been approved by Management Board of parent entity (P.A. NOVA S.A.) and is allowed to publish on 10th April 2009.

Signature of person responsible for accounting records:

Date	Name and surname	Function	Signature
2009-04-10	Jarosław Broda	Vice-president of Management Board	

Signatures of all members of the Management Board:

Date	Name and surname	Function	Signature
2009-04-10	Ewa Bobkowska	President of Management Board	
2009-04-10	Jarosław Broda	Vice-president of Management Board	
2009-04-10	Stanisław Lessaer	Vice-president of Management Board	
2009-04-10	Przemysław Żur	Vice-president of Management Board	



**REPORT OF MANAGEMENT BOARD
ON BUSINESS ACTIVITIES OF
P.A. NOVA S.A. CAPITAL GROUP
IN 2008**

GLIWICE, APRIL 2009

GENERAL INFORMATION ABOUT COMPANY (PARENT ENTITY)

Business name:	P.A. NOVA Spółka Akcyjna
Country of headquarters:	Republic of Poland
Address of headquarters:	ul. Górnych Wałów 42, 44-100 Gliwice
Phone number:	+48 32 4004 100
Fax number:	+48 32 4004 110
E-mail:	pa-nova@pa-nova.com.pl
Web page:	www.pa-nova.com.pl
REGON (statistical identification number):	003529385
VATIN (VAT No.):	631-020-04-17
KRS (number in National Court Register):	0000272669

The history of parent entity in P.A. NOVA capital group starts with the year 1987, when a limited liability company Budoprojekt was set up. In 1990, with the participation of American and German capital, Budoprojekt established P.A. NOVA Ltd., in which it had its share majority. In the 1990s the foreign capital was purchased entirely by P.A. NOVA Ltd. shareholders.

A dynamic development of the company started in 1994, when PA NOVA became the main partner and contractor of DEA petrol stations concern. The cooperation between the two lasted until 2001, when the concern withdrew from the Polish market. During a seven-year period our company constructed 41 ready to operate petrol stations. We still draw on the experience we gained during that time. The company is constructing petrol stations for Statoil, Shell and Lotos concerns.

Another important step of our rapid growth is year 2002 when we started our cooperation with commercial chains, and complex construction of commercial buildings. Our cooperation is both, developing (gaining land estate, preparing investments in formal and legal terms, construction of commercial buildings and resale of real estate) and typical construction works. From 2002 till 2008 PA NOVA completed 25 commercial buildings. The main consignees of our investments are Kaufland, Plus Discount and Tesco commercial chains. Apart from big international chains PA NOVA is also involved in the realization of public buildings for public institutions and individual consignees. It is worth noticing the schools and sports halls we have completed.

Gaining a lot of experience in construction and development activities P.A. NOVA S.A. undertook the realization of commercial buildings on own account since 2007 (as shopping malls or retail-parks). An essential factor that influenced this decision was acquiring of significant financial funds coming from issue of shares in the form of public offer. P.A. NOVA S.A. completed two development objects until now – commercial-services building in Racibórz and shopping mall in Andrychów. The investment in Przemyśl is under realization (by special-purpose entity San Development Sp. z o.o., of which the Issuer possesses 81% of shares). The company is preparing also for beginning the investment in Kędzierzyn-Koźle and in Zamość. The realization of mentioned ventures is held by cooperation with international companies specialized in commercialization of commercial spaces. The company plans further growth of development activities on own account searching and acquiring real estate sites within Poland.

P.A. NOVA Joint-Stock Company was established by transformation of P.A. NOVA Limited Liability Company.

The transformation took place on the conditions specified in Article 551 of Commercial Companies Code due to the resolution of extraordinary shareholders' meeting of 4th December 2006 on transformation of P.A. NOVA limited liability company into P.A. NOVA joint-stock company.

P.A. NOVA S.A. was entered into National Court Register under No. 0000272669 on 25th January 2007.

The seat of the company is Gliwice. The address of the seat had been changed on 9th May 2008. The current seat is in Górnych Wałów Street No. 42.

DESCRIPTION OF ISSUER'S CAPITAL GROUP AND DESCRIPTION OF CHANGES IN ISSUER'S CAPITAL GROUP WITH INDICATION OF CAUSES

Capital Group of P.A. NOVA arose at 27th June 2008 as a result of acquisition of other shares of San Development Sp. z o.o. by P.A. NOVA S.A. in connection with that P.A. NOVA S.A. became parent entity to San Development Sp. z o.o. holding 81% of shares in equity capital.

On 4th March 2009 P.A. NOVA S.A. based in Gliwice concluded memorandum of association for limited liability company under the name Galeria Zamoyska Sp. z o.o. The seat of the company is city Gliwice. 100% of the shares are taken up by P.A. NOVA S.A. The company Galeria Zamoyska Sp. z o.o. was established for realization of shopping mall in Zamość.

On 24th March 2009 the Issuer concluded memorandum of association for limited liability company under the name SUPERNOVA Sp z o.o. with seat in Gliwice. The value of share capital amounts to 500.000,00 PLN and divides into 1000 equal and indivisible shares to nominal price of 500,00 PLN. All shares in share capital are taken up by the Issuer. The main activity of SUPERNOVA Sp. z o.o. is operating of restaurant.

The subject of consolidation for the present financial report is San Development Sp. z o.o. with seat in Sanok. The other above mentioned companies will be the subject of consolidation in next financial year.

SUBJECT AND SCOPE OF ACTIVITIES

The Group PA NOVA is offering services in the range of complex realization of construction investments all over the country. The company structure of parent entity, which includes the following departments: development, construction, design and IT, allows to realize and service the whole construction process, from acquiring of real estates, planning, gaining of building permit to realization of ready-to-use object.

At present the main realizations of the parent entity are commercial buildings, petrol stations, industrial facilities and public utility buildings. In design department the activity is concentrated on realization of architectural and building designs and town and country planning. The IT-department (CAD and CMMS) is mainly implementing and sale of management and design systems.

COMPANY GOVERNING BODIES

THE GENERAL MEETING OF SHAREHOLDERS

One General Meeting of Shareholders of P.A.NOVA S.A. two General Meetings of Shareholders of San Development Sp. z o.o. took place in period from 1st January 2008 to the date of publishing of the present report.

Ordinary General Meeting of Shareholders of P.A. NOVA S.A. on 12 June 2008, which 18 resolutions in following issues were adopted:

- Resolution No. 1 on approval of annual report of Management Board on business activities of the company in financial year 2007 (25.01.2007 – 31.12.2007);

- Resolution No. 2 on approval of annual financial report of the company in financial year 2007 (25.01.2007 – 31.12.2007);
- Resolution No. 3 on distribution of profit of 2007 (25.01.2007 – 31.12.2007);
- Resolution No. 4 on approval of annual report of Management Board on business activities in calendar year 2007 (01.01.2007 – 31.12.2007)
- Resolution No. 5 on approval of annual financial report of the company in calendar year 2007 (01.01.2007 – 31.12.2007)
- Resolution No. 6 on vote of approval for the member of Management Board Ewa Bobkowska;
- Resolution No. 6A on vote of approval for the member of Management Board Stanisław Lessaer;
- Resolution No. 6B on vote of approval for the member of Management Board Przemysław Żur;
- Resolution No. 6C on vote of approval for the member of Management Board Jarosław Broda;
- Resolution No. 7 on vote of approval for member of Supervisory Board Jerzy Biel;
- Resolution No. 7A on vote of approval for member of Supervisory Board Sławomir Kamiński;
- Resolution No. 7B on vote of approval for member of Supervisory Board Miłosz Wolański;
- Resolution No. 7C on vote of approval for member of Supervisory Board Grzegorz Bobkowski;
- Resolution No. 7D on vote of approval for member of Supervisory Board Katarzyna Jurek – Lessaer;
- Resolution No. 7E on vote of approval for member of Supervisory Board Agnieszka Bobkowska;
- Resolution No. 7F on vote of approval for member of Supervisory Board Agnieszka Wielgoszewska – Broda;
- Resolution No. 8 on applying of International Accountancy Standards and International Financial Reports Standards;
- Resolution No. 9 on change of § 6 of company statutes.

On 26 February 2008 the Ordinary General Meeting of Shareholders of San Development Sp. z o.o. took place, which adopted the following resolutions:

- Resolution No. 1 on approval of report of Management Board on business activities of the company;
- Resolution No. 2 on approval of financial report;
- Resolution No. 3 on distribution of profit of financial year 2007;
- Resolution No. 4 on vote of approval for President of Management Board Zygmunt Winnicki;
- Resolution No. 5 on vote of approval for member of Management Board Ewa Bobkowska;
- Resolution No. 6 on vote of approval for member of Management Board Paweł Kołodziejczyk;
- Resolution No. 7 on approval for conclusion of an agency agreement with Cushman& Wakefield Polska Sp. z o.o.;
- Resolution No. 8 on approval for conclusion of an agreement on rendering legal services.

On 22 July 2008 General Meeting of Shareholders of San Development Sp. z o.o. took place, which adopted the resolution on changes of articles of association.

SUPERVISORY BOARD

On 31 December 2008 and on date of publishing of the present report the members of Supervisory Board of parent entity are as follows:

Mr. Jerzy Biel – President of Supervisory Board,
Mr. Sławomir Kamiński – Vice-President of Supervisory Board,
Mr. Miłosz Wolański – secretary of Supervisory Board,
Ms. Katarzyna Jurek-Lessaer – member of Supervisory Board,
Mr. Grzegorz Bobkowski – member of Supervisory Board.

Neither Supervisory Board nor Audit Committee is established in San Development Sp. z o.o., Galeria Zamoyska Sp. z o.o. and SUPERNOVA Sp. z o.o.

MANAGEMENT BOARD

On 31 December 2008 and on date of publishing of the present report the Management Board of parent entity consists of:

Ms. Ewa Bobkowska – president of the Board,
Mr. Stanisław Lessaer – vice-president of the Board,
Mr. Przemysław Żur – vice-president of the Board,
Mr. Jarosław Broda – vice-president of the Board.

The Management Board, acting on the basis of Commercial Companies Code and statute of the company, managed the activities and the property of the company, represented the company in court, to relevant authorities and third parties pursuant to applicable regulations.

The Board implemented the decisions and resolutions of the Supervisory Board of P.A. NOVA S.A. and resolutions of General Meeting of Shareholders of P.A. NOVA S.A.

The Management Board is not entitled to make a decision about issue or buy-back of the shares.

On 31 December 2008 and on date of publishing of the present report the Management Board of San Development Sp. z o.o. consists of:

Mr. Zygmunt Winnicki – president of the Board
Ms. Ewa Bobkowska – member of the Board
Mr. Paweł Kołodziejczyk – member of the Board

On 6th March 2009 an application for registration of Galeria Zamoyska Sp. z o.o. with seat in Gliwice had been filed to District Court in Gliwice. Ms. Ewa Bobkowska is appointed as the president of the Management Board of the company and Mr. Jarosław Broda – the proxy of the company.

On 30th March 2008 an application for registration of SUPERNOVA Sp. z o.o. with seat in Gliwice had been filed to the District Court in Gliwice. Ms. Agnieszka Bobkowska is appointed as the president of the Management Board and Mr. Jarosław Broda – the proxy of the company.

PROXIES OF THE COMPANY

No proxy is established in parent entity and San Development Sp. z o.o. on 31 December 2008 and on date of publishing of the present report.

In Galeria Zamoyska Sp. z o.o. and Supernova Sp. z o.o. the proxy is established Mr. Jarosław Broda.

SIGNIFICANT SHAREHOLDERS OF PARENT ENTITY ON 31ST DECEMBER 2008 AND ON THE DATE OF PUBLISHING OF THE REPORT

The share capital of P.A.NOVA S.A. on 31st December 2008 is 8.000.000 PLN and is divided into:

- 500.000 inscribed shares of series A,
- 3.700.000 inscribed shares of series B,
- 1.300.000 ordinary bearer shares of series C,
- 2.500.000 ordinary bearer shares of series D.

The structure of share capital of P.A. NOVA S.A. is as follows:

- 500.000 inscribed shares of series A which constitute 6,25% of share capital and 8,20% of total amount of votes,
- 3.700.000 inscribed shares of series B which constitute 46,25% of share capital and 60,66% of total amount of votes,
- 1.300.000 ordinary bearer shares of series C which constitute 16,25% of share capital and 10,65% of total amount of votes,
- 2.500.000 ordinary bearer shares of series D which constitute 31,25% of share capital and 20,49% of total amount of votes.

Inscribed shares of series A and B are privileged in voting, in this way that for one share are two votes in general meeting of shareholders.

Significant shareholders in parent entity on 31 December 2008

Shareholder	Number of possessed shares	Percentage share in share capital	Number of votes	Percentage share in number of votes
Budoprojekt Sp. z o.o.	2.436.000	30,45%	4.872.000	39,93%
Ewa Bobkowska	839.180	10,49%	1.322.180	10,84%
Stanisław Lessaer	637.900	7,97%	1.078.900	8,84%
Maciej Bobkowski	535.400	6,69%	934.400	7,66%
Grzegorz Bobkowski	445.600	5,57%	697.600	5,72%
Shareholders possessing over 5%, in total	4.894.080	61,17%	8.905.080	72,99%

APPLYING OF CORPORATE GOVERNANCE RULES

P.A. NOVA S.A accepted to apply the rules of Corporate Governance specified in „Good Practices of WSE listed companies”, available on web page www.corp-gov.gpw.pl.

The Management Board of P.A. NOVA S.A. hereby informs that in period covered by the present report following rules were not applied:

1. In Supervisory Board should function at least audit committee. According to company size and high competences of all members of Supervisory Board the company departed from this rule, however one member of Supervisory Board has competences in the area of accountancy and finance.

2. In the range of tasks and functioning of committees operating in Supervisory Board should be applied Appendix I to Recommendations of European Commission from 15 February 2005 concerning the role of non-executive directors (...). The committees are not separated in structure of Supervisory Board, therefore the applying of the above mentioned Appendix is irrelevant.
3. General Meeting of Shareholders or Supervisory Board should assure that subject authorized to audit financial statements changes at least every 7 financial years. *Subject authorized to audit financial statement for 2008 was chosen on the basis of resolution of Supervisory Board from 16.07.2008 r. (current report No. 17/2008), therefore the rule in the range of audit of financial statement for 2008 is not applied.* The reason for not applying of the above mentioned rule is the fact that the company from the beginning of 2008 will apply International Accountancy Standards (IAS)/ International Financial Reports Standards (IFRS). In connection with that from the company's point of view the most favorable will be using of services of statutory auditor that audited financial reports in previous years that will be transformed according to IAS/IFRS.
4. The company partially does not apply the rule specified in part II art. 2 of „Best practices of WSE listed companies”, according to the company should assure latest to 1st January 2009 the functioning of website in English, at least in the range defined in part II art. 1.

From 1st January 2009 the company starts the website in English that includes general information about the company, its activities, members of Management and Supervisory Boards. The English version will not include the translation of company's documents, stock exchange reports and press releases. The Management Board of P.A. NOVA S.A. made the decision considering the size and current scope of activities and costs connected with full applying of this rule.

INFORMATION ABOUT PRODUCTS AND SERVICES OF THE GROUP

The Group offers a wide range of services:

■ General execution of complete housing and industrial architecture (commercial/service buildings, petrol stations, office buildings, production halls, schools and sports gymnasiums),

■ Cubature designs:

- Projects of cubic buildings of any types,
- Interior designs,
- Projects of visual information elements and computer graphics;

■ Planning:

- Study of conditions and directions of spatial planning,
- Local spatial planning /in a large scale/,
- Specialized planning studies,
- Urban and architectural conceptions,
- Public space development plans,
- Lighting of buildings and public spaces.

■ Construction of ecological impenetrable surfaces at petrol stations and car parks, and insulation of expansion joints and precast tight surfaces,

■ Renovation of concrete and precast surfaces,

■ Deliveries and implementation of IT systems such as CAD, GIS and CMMS and deliveries of hardware and software

■ Lease of commercial spaces

In 2008 and in previous year the sale incomes are as follows:

Type of activity	2008 (in PLN thousands)	2007 (in PLN thousands)
Sale income for construction and developing services	129 897	102 279
Sale income for services of design department	5 922	3 457
Sale income for services of IT-department	1 391	785
Sale income for other services	11	22
Sale income for goods – IT-department	6 577	4 903
Sale income for goods – other	29	127
Total sale income	143 827	111 573

SIGNIFICANT OCCURRENCES IN ACTIVITIES OF THE GROUP

Significant achievements of the Group

In 2008 the Group of P.A. NOVA generated net profit at a level of 15 Mill. PLN, i.e. 6% higher than in previous year, with income at a level of 144 Mill. PLN (growth by 29%*).

At all levels the Group achieved high profitability: sale margin (sale profit / sale income) 11% (decrease by 3 %), net profitability 11% (decrease by 2%).

* - comparison to unit figures of P.A. NOVA S.A. because capital group came into being in 2008

Following occurrences in the Group had the most important influence on financial results in 2008:

1. Settlement of long-term contract for realization of Kaufland object in Jastrzębie Zdrój. The contract was executed from May 2007 to March 2008.
2. Settlement of second stage of contract for realization of Tesco object in Knurów.
3. Settlement of contract for realization of TESCO object in Gliwice. The contract was executed from January 2008 to March 2008.
4. Transaction of commercial building in Dzierżonów for TESCO Polska Sp. z o.o.
5. Beginning of preparatory works by realization of shopping mall in Przemyśl for subsidiary San Development Sp. z o.o.
6. Completion of design contract for Kaufland Ujazd.
7. Beginning of construction works by realization of shopping mall in Przemyśl for subsidiary San Development Sp. z o.o.
8. Beginning of construction works by realization of 3 commercial buildings for Kaufland and 1 - for Tesco.
9. Settlement of contract – construction of Kaufland commercial building in Ruda Śląska.

Besides, following significant occurrences took place to the date of publishing of the present report:

1. On 4th March 2009 P.A. NOVA S.A. based in Gliwice concluded memorandum of association for limited liability company under the name Galeria Zamoyska Sp. z o.o. The seat of the company is city Gliwice. 100% of the shares are taken up by P.A. NOVA S.A. The company Galeria Zamoyska Sp. z o.o. was established for realization of shopping mall in Zamość (current report No. 4/2009).

2. On 11th March 2009 subsidiary San Development Sp. z o.o. received signed rental contract. Contract has been concluded between San Development Sp. z o.o. as landlord and Kaufland Polska Markety Sp. z o.o. Sp. k. as tenant. Subject of the contract are rights and duties of the parties in period before opening of the shopping mall and preparing of the premises for the tenant, and furthermore the rights and duties during rental period (current report No. 5/2009).
3. On 13th March 2009 the company received a signed contract for construction works between P.A. NOVA S.A. based in Gliwice as contractor and PUI FAKTORIA Sp. z o.o. based in Bielsko-Biała as subcontractor. Total value of contracts concluded with PUI FAKTORIA Sp. z o.o. (until 11.12.2008 operating as FAKTORIA Przedsiębiorstwo Usług Inwestycyjnych L. Czarnota, P. Sadlik Spółka jawna) within last 12 months amounts 17.520.034,37 PLN net and fulfill the criteria of the significant contract. Contract No. 46/R25/2008 from 14th June 2008 is the contract with the highest value. Subject of the contract is completion of RC construction works and delivery of steel for building the Kaufland commercial object in Ruda Śląska (current report No. 7/2009).
4. Management Board of P.A. NOVA S.A. informs that on 19th March 2009 has signed the contract of sale. The contract has been concluded as notarial deed between P.A. NOVA S.A. based in Gliwice as seller and KAUF LAND POLSKA MARKETY Spółka z o.o. Sp. k. based in Wrocław as purchaser. The contract was concluded as consequence of performance of preliminary contract from 29.11.2007. According to clauses of the contract the seller had sold to the purchaser real property right with self-service commercial building and accompanying infrastructure which had been built on the property for 19.360.968,00 PLN net.

Public offer

The public offer was not carried out in audited period.

Significant failures in 2008

Significant failures didn't occur.

Significant contracts in 2008

The below listed contracts fulfill the criteria of significant contracts i.e. their value exceeds 10% of initial capital of issuer on the date of concluding of the contract.

1. On 2d July 2008 P.A. NOVA S.A. received the signed contract for construction works. The contract has been concluded between P.A. NOVA S.A. as contractor and Kaufland Polska Markety Sp. z o.o. Sp. k. as orderer. The contract concerns the construction of ready-to-use commercial building with exterior fitments and gaining of legally binding utilization permit. The date of ending the works is 9th December 2008. The value of concluded contract is 30.799.900,00 PLN net.
2. Management Board of P.A. Nova S.A. signed on 25th August 2008 the preliminary sale agreement. The agreement was concluded as notarial deed between P.A. NOVA S.A. as seller and KAUF LAND Polska Markety Sp. z o.o. Sp. k. as purchaser. The subject of the contract is obligation of the parties to conclude the sale agreement that transfer the right of ownership to real estate with self-service commercial building and accompanying infrastructure. The parties undertake to conclude the sale agreement at the latest to 31st May 2009. The value of the contract amounts to 30.900.000,00 PLN net.
3. Management Board of P.A. Nova S.A. received on 19th September 2008 the signed contract for construction works. The contract was concluded between P.A. NOVA S.A. as contractor and TESCO (Polska) Sp. z o.o. as orderer. The subject of the contract is

construction, fitting, finishing and exterior works in shopping mall (CHU) Tesco. The contractor undertakes to execute the above mentioned works and to commission the object after gaining the utilization permit. The date of ending the works is 9th March 2009. The value of concluded contract amounts to 14.221.124,00 PLN net.

4. Management Board of P.A. Nova S.A. signed on 25th September 2008 the preliminary sale agreement. The agreement was concluded as notarial deed between P.A. NOVA S.A. as seller and KAUF LAND Polska Markety Sp. z o.o. Sp. k. as purchaser. The subject of the contract is obligation of the parties to conclude the sale agreement that transfer the right of ownership to real estate with self-service commercial building and accompanying infrastructure. The parties undertake to conclude the sale agreement at the latest to 31st March 2010. The value of the contract amounts to 43.337.000,00 PLN net.

5. Management Board of P.A. Nova S.A. signed on 25th November 2008 two preliminary sale agreements.

The agreements have been concluded as notarial deed between P.A. NOVA S.A. as seller and NETTO Sp. z o.o. as purchaser.

The subject of the agreements is:

A) obligation of the parties to conclude the contract for sale of real estate with commercial building and accompanying infrastructure which will be constructed by the seller on that real estate.

The seller undertakes to prepare the ready-to-use building to final acceptance to 15th June 2010.

The parties undertake to conclude the real estate sale agreement at the latest to 30th June 2010.

The value of the agreement amounts to 9.700.000,00 PLN net.

B) obligation of the parties to conclude the contract for sale of real estate with commercial building and accompanying infrastructure which will be constructed by the seller on that real estate.

The seller undertakes to prepare the ready-to-use building to final acceptance at the latest to 15th November 2009.

The parties undertake to conclude the real estate sale agreement at the latest to 30th November 2009.

The value of the agreement amounts to 9.200.000,00 PLN net;

6. Management Board of P.A. Nova S.A. signed on 27th November 2008 the preliminary sale agreement. The agreement has been concluded as notarial deed between P.A. NOVA S.A. as seller and KAUF LAND Polska Markety Sp. z o.o. Sp. k. as purchaser. The subject of the contract is obligation of the parties to conclude the sale agreement that transfer the right of ownership to real estate and the building permit for construction of commercial building with accompanying infrastructure. The parties undertake to conclude the sale agreement at the latest to 30th November 2010. The value of the contract amounts to 9.800.000,00 PLN net.

7. Management Board of P.A. Nova S.A. received on 9th December 2008 the signed contract for construction works. The contract has been concluded between P.A. NOVA S.A. as contractor and Kaufland Polska Markety Sp. z o.o. Sp. k. as orderer. The contract concerns the construction of ready-to-use commercial building with exterior fitments and gaining of legally binding utilization permit. The date of ending the works is 20th February 2009. The value of concluded contract amounts to 21.000.000,00 PLN net; for gaining of legally binding utilization permit to 20th February 2009 - additional bonus of 1.000.000,00 PLN net.

Other significant agreements

Apart from above mentioned contracts the Issuer concluded following significant agreements:

1) Acquiring of assets in Kędzierzyn-Koźle;

Management Board of P.A. NOVA S.A. signed on 4th January 2008 the contract of sale of undeveloped real estate with area of 3,2640 ha in Kędzierzyn-Koźle. Value of the transaction is defined to the gross amount of 18.400.000,00 PLN. Entire amount was paid before signing of the contract.

2) Preliminary agreement with TESCO;

Management Board of P.A. Nova S.A. concluded on 9th January 2008 preliminary sale agreement and rental agreement. The contract had been concluded as notarial deed between P.A. NOVA S.A. based in Gliwice as seller and TESCO Polska Sp. z o.o. as purchaser. Subject of the contract is construction of commercial building with floorage of ca. 1.959 m² with car-park and drawing-up of construction and working design and post-completion documentation. The agreement includes also obligation of the seller to sell the right of ownership of real estate and of the building.

The parties of the agreement have been also concluded the rental contract for a specified period of time to 31 August 2008.

3) Sale agreement with TESCO;

On 27th May 2008 the Management Board of P.A. NOVA S.A. signed the sale agreement. The contract has been concluded as notarial deed between P.A. NOVA S.A. based in Gliwice as seller and TESCO Polska Sp. z o.o. as purchaser. The contract was concluded as consequence of performance of preliminary contract from 09.01.2008. According to clauses of the contract the seller sold to the purchaser real property right with self-service commercial building and accompanying infrastructure which had been built on the property for 18.129.456,95 PLN net.

Besides, on the basis of the present agreement the copyrights to construction and working design and post-completion documentation had been sold for net amount of 30.000,00 PLN.

4) Acquiring of shares in San Development Sp. z o.o.

On 27th June 2008 the agreement for acquiring of shares has been concluded between P.A. NOVA S.A. based in Gliwice as purchaser and Podkarpacki Bank Spółdzielczy based in Sanok as seller.

The agreement was concluded in writing with signatures by notaries authenticated.

Upon present agreement the Purchaser acquired 572 shares in share capital of San Development Sp. z o.o. of nominal value of 50,00 PLN each share for total amount of 5.500.000,00 PLN.

Acquiring of the shares is a long-term capital investment in special-purpose vehicle San Development Sp. z o.o., created to realize the shopping mall in Przemyśl. After this transaction P.A. NOVA S.A. possesses 972 shares with nominal value of 48.600,00 PLN, determining 81% of shares in share capital of SPV.

SALARIES AND AWARDS DUE TO MANAGEMENT AND SUPERVISORY BOARD MEMBERS IN P.A. NOVA S.A. IN 2008

Name and surname	Function	Total value of due salaries* in 2008
Ewa Bobkowska	President of Management Board	259 527,36
Stanisław Lessaer	Vice-president of Management Board	151 120,92
Przemysław Żur	Vice-president of Management	162 204,60

	Board	
Jarosław Broda	Vice-president of Management Board	162 204,60
Jerzy Biel	Member of Supervisory Board	16 220,60
Sławomir Kamiński	Member of Supervisory Board	10 813,64
Miłosz Wolański	Member of Supervisory Board	10 813,64
Katarzyna Jurek-Lessaer	Member of Supervisory Board	87.213,64
Grzegorz Bobkowski	Member of Supervisory Board	20 408,84

* the values include also other salaries as for functioning in company's bodies

SPECIFICATION OF NUMBER AND NOMINAL VALUE OF ALL SHARES OF P.A. NOVA S.A. POSSESSED BY MANAGEMENT AND SUPERVISORY BOARD MEMBERS OF P.A. NOVA S.A.

Specification of shares possessed by Management and Supervisory Board members of P.A. NOVA S.A. on 31 December 2008

Shareholder	Function	Number of possessed shares	Nominal value of shares in PLN
Ewa Bobkowska	President of Management Board	839.180	839.180
Stanisław Lessaer	Vice-president of Management Board	637.900	637.900
Przemysław Żur	Vice-president of Management Board	67.760	67.760
Jarosław Broda	Vice-president of Management Board	55.000	55.000
Jerzy Biel	Member of Supervisory Board	1.000	1.000
Sławomir Kamiński	Member of Supervisory Board	3.000	3.000
Miłosz Wolański	Member of Supervisory Board	789	789
Grzegorz Bobkowski	Member of Supervisory Board	445.600	445.600
Katarzyna Jurek-Lessaer	Member of Supervisory Board	276.780	276.780

Signatures of all members of Management Board:

Date	Name and surname	Function	Signature
2009-04-10	Ewa Bobkowska	President of the Board	
2009-04-10	Jarosław Broda	Vice-president of the Board	
2009-04-10	Stanisław Lessaer	Vice-president of the Board	
2009-04-10	Przemysław Żur	Vice-president of the Board	