

ASSECO SOUTH EASTERN EUROPE S.A

**LONG-FORM AUDITORS' REPORT
ON THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014**

I. GENERAL NOTES

1. Background

Asseco South Eastern Europe S.A. (hereinafter 'the Company') was incorporated on the basis of a Notarial Deed dated April 10, 2007. The Company's registered office is located in Rzeszów at 14 Olchowa Street.

The Company was entered in the Register of Entrepreneurs of the National Court Register under no. KRS 0000284571 on July 11, 2007.

The Company was issued with tax identification number (NIP) 813-351-36-07 on September 12, 2007 and statistical number (REGON) 180248803 on February 25, 2008.

The Company is the holding company of the Asseco South Eastern Europe S.A. capital group. Details of transactions with affiliated entities and the list of companies in which the Company holds at least 20% of shares in the share capital or in the total number of votes in the company's governing body are included in Note 22 of the summary of significant accounting policies and other explanatory notes ("the additional notes and explanations") to the audited financial statements for the year ended 31 December 2014.

The principal activities of the Company are as follows:

- Holding operations;
- Reproduction of computer media;
- Manufacture of computers and other information processing equipment;
- Data transmission;
- Letting of own property;
- Renting of office machinery, equipment, and computer hardware;
- Hardware consultancy;
- Software consultancy and supply;
- Data processing;
- Database activities;
- Other computer related activities;
- Research and experimental development on engineering;
- Business and management consultancy activities;
- Business management and administration;
- Advertising;
- Adult and other education.

As at December 31, 2014, the Company's issued share capital amounted to 518 942 thousand zlotys. Equity as at that date amounted to 612 630 thousand zlotys.

In accordance with the information received from the Company as at December 31, 2014, the ownership structure of the Company's issued share capital was as follows:

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	Number of shares	Number of votes	Par value of shares	% of issued share capital
Asseco Poland S.A.	26 494 676	26 494 676	264 947	51,06%
EBOiR	4 810 880	4 810 880	48 109	9,27%
Liatris d.o.o.	3 838 683	3 838 683	38 387	7,40%
Aviva OFE	3 820 000	3 820 000	38 200	7,36%
Pozostali	12 930 012	12 930 012	129 300	24,91%
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Total	51 894 251	51 894 251	518 943	100,00%
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In the reporting period was an increase of shares of Aviva OFE in the Company's capital from 5.29% to 7.36%.

Movements in the issued share capital of the Company in the financial year were as follows:

There were no movements in the share capital in the reporting period.

As at February 18, 2015, the Company's Management Board was composed of:

Piotr Jeleński	- President
Miljan Mališ	- Member
Miodrag Mirčetić	- Member
Marcin Rulnicki	- Member

During the reporting period, the following changes took place in the composition of the Management Board:

- on December 31, 2014 the Company received Calin Barseti's resignations from the positions of the Members of the Management Board effective on December 31, 2014,

2. Financial Statements

On August 28, 2008 the General Shareholders' Meeting decided on preparation of the financial statements in accordance with International Financial Reporting Standards as adopted by the EU.

2.1 Auditors' opinion and audit of financial statements

Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. with its registered office in Warsaw, at Rondo ONZ 1, is registered on the list of entities authorised to audit financial statements under no. 130.

Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. was appointed by Supervisory Board on June 17, 2014 to audit the Company's financial statements.

Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. and the key certified auditor meet the conditions required to express an impartial and independent opinion on the financial statements, as defined in Art. 56.3 and 56.4 of the Act on statutory auditors and their self-governance, audit firms authorized to audit financial statements and public oversight, dated 7 May 2009 (Journal of Laws 2009, No. 77, item 649 with subsequent amendments).

Under the contract executed on July 23, 2014 with the Company's Management Board, we have audited the financial statements for the year ended 31 December 2014.

Our responsibility was to express an opinion on the financial statements based on our audit. The auditing procedures applied to the financial statements were designed to enable us to express an opinion on the financial statements taken as a whole. Our procedures did not extend to supplementary information that does not have an impact on the financial statements taken as a whole.

Based on our audit, we issued an auditors' opinion dated February 18, 2015, stating the following:

'To the Supervisory Board of Asseco South Eastern Europe S.A.

1. We have audited the attached financial statements for the year ended 31 December 2014 of Asseco South Eastern Europe S.A. ('the Company') located in Rzeszów at 14 Olchowa, containing balance sheet as at 31 December 2014, the income statement, the statement of comprehensive income, the statement of changes in equity, cash flow statement for the period from 1 January 2014 to 31 December 2014 and the summary of significant accounting policies and other explanatory notes ('the attached financial statements').
2. The truth and fairness¹ of the attached financial statements, the preparation of the attached financial statements in accordance with the required applicable accounting policies and the proper maintenance of the accounting records are the responsibility of the Company's Management Board. In addition, the Company's Management Board and Members of the Supervisory Board are required to ensure that the attached financial statements and the Directors' Report meet the requirements of the Accounting Act dated 29 September 1994 (Journal of Laws 2013.330 with subsequent amendments – 'the Accounting Act'). Our responsibility was to audit the attached financial statements and to express an opinion on whether, based on our audit, these financial statements comply, in all material respects, with the required applicable accounting policies, whether they truly and fairly² reflect, in all material respects, the financial position and results of the operations of the Company and whether the accounting records that form the basis for their preparation are, in all material respects, properly maintained.
3. We conducted our audit of the attached financial statements in accordance with:
 - chapter 7 of the Accounting Act;
 - National Auditing Standards issued by the National Council of Statutory Auditors;in order to obtain reasonable assurance whether these financial statements are free of material misstatement. In particular, the audit included examining, to a large extent on a test basis, documentation supporting the amounts and disclosures in the attached financial statements. The audit also included assessing the accounting principles adopted and used and significant estimates made by the Company's Management Board, as well as evaluating the overall presentation of the attached financial statements. We believe our audit has provided a reasonable basis to express our opinion on the attached financial statements treated as a whole.

¹ Translation of the following expression in Polish: '*rzetelność i jasność*'

² Translation of the following expression in Polish: '*rzetelnie i jasno*'

4. In our opinion, the attached financial statements, in all material respects:
- present truly and fairly all information material for the assessment of the results of the Company's operations for the period from 1 January 2014 to 31 December 2014, as well as its financial position³ as at 31 December 2014;
 - have been prepared in accordance with International Financial Reporting Standards as adopted by the EU and based on properly maintained accounting records;
 - are in respect of the form and content, in accordance with legal regulations governing the preparation of financial statements and the Company's Articles of Association.
5. We have read the 'Directors' Report for the period from 1 January 2014 to 31 December 2014 and the rules of preparation of annual statements' ('the Directors' Report') and concluded that the information derived from the attached financial statements reconciles with these financial statements. The information included in the Directors' Report corresponds with the relevant regulations of art. 49 para 2 of the Accounting Act and the Decree of the Minister of Finance dated 19 February 2009 on current and periodic information published by issuers of securities and conditions for recognition as equivalent the information required by laws of non-EU member states (Journal of Laws 2014.133 with subsequent amendments).'

We conducted the audit of the Company's financial statements during the period from December 1, 2014 to February 18, 2015. We were present in the place where the Company's books of account are kept from February 2, 2015 to February 6, 2015 and in the Company's head office from December 10, 2014 to December 16, 2014 and from February 9, 2015 to February 18, 2015.

2.2 Representations provided and data availability

The Management Board confirmed its responsibility for the truth and fairness⁴ of the financial statements and the preparation of the financial statements in accordance with the required applicable accounting policies, and stated that it had provided us with all financial information, accounting records and other required documents as well as all necessary explanations. The Management Board also provided a letter of representations dated February 18, 2015, confirming that:

- the information included in the books of account was complete;
- all contingent liabilities had been disclosed in the financial statements, and
- all material events from the balance sheet date to the date of the representation letter had been disclosed in the financial statements;

and confirmed that the information provided to us was true and fair to the best of the Management Board's knowledge and belief, and included all events that could have had an effect on the financial statements.

At the same time declare that during the audit of the financial statements, there were no limitations of scope.

2.3 Financial statements for prior financial year

The Company's financial statements for the year ended 31 December 2013 were audited by Artur Żwak, key certified auditor no. 9894, acting on behalf of Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. with its registered office in Warsaw, at Rondo ONZ 1, the company entered on the list of entities authorized to audit financial statements conducted by the

³ Translation of the following expression in Polish: '*sytuacja majątkowa i finansowa*'

⁴ Translation of the following expression in Polish: "*rzetelność i jasność*"

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National Council of Statutory Auditors with the number 130. The key certified auditor issued an unqualified opinion on the financial statements for the year ended 31 December 2013. The Company's financial statements for the year ended 31 December 2013 were approved by the General Shareholders' Meeting on April 24 2014, and the shareholders resolved to appropriate the 2013 net profit as follows:

Dividends for the shareholders	16 606
Reserve capital	3 225
Retained earnings	20 481

	40 312
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The financial statements for the financial year ended 31 December 2013, together with the auditors' opinion, a copy of the resolution approving the financial statements, a copy of the resolution on the appropriation of profit and the Directors' Report, were filed on April 29 2014 with the National Court. The closing balances as at 31 December 2013 were correctly brought forward in the accounts as the opening balances at 1 January 2014.

3. Analytical Review

3.1 Basic data and financial ratios

Presented below are selected financial ratios indicating the economic or financial performance of the Company for the years 2012 - 2014. The ratios were calculated on the basis of financial information included in the financial statements for the years ended 31 December 2013 and 31 December 2014.

	2014	2013	2012
Total assets	618 118	618 718	616 601
Shareholders' equity	612 630	610 475	612 197
Net profit/ loss	18 761	40 312	46 712
Return on assets (%)	3,0%	6,5%	7,6%
<hr/> Net profit x 100% Total assets			
Return on equity (%)	3,1%	6,6%	8,0%
<hr/> Net profit x 100% Shareholders' equity at the beginning of the period			
Profit margin (%)	49,8%	73,0%	85,1%
<hr/> Net profit x 100% Sales of finished goods, goods for resale and raw materials			
Liquidity I	3,1	1,9	5,1
<hr/> Current assets Short-term creditors			
Liquidity III	1,44	0,37	0,69
<hr/> Cash and cash equivalents Short-term creditors			
Debtors days	16 days	33 days	19 dni
<hr/> Trade debtors x 365 Sales of finished goods, goods for resale and raw materials			
Creditors days	47 days	109 days	29 days
<hr/> Trade creditors x 365			

This is a translation of a document originally issued in the Polish language.

	2014	2013	2012
Costs of finished goods, goods for resale and raw materials sold			
Stability of financing (%)	99,1%	98,7%	99,4%
(Equity + long-term provisions and liabilities) x 100%			
Total liabilities, provisions and equity			
Debt ratio (%)	0,9%	1,3%	0,7%
(Total liabilities and provisions) x 100%			
Total assets			
Rate of inflation:			
Yearly average	0,00%	0,90%	3,70%
December to December	-1,00%	0,70%	2,40%

3.2 Comments

The following trends may be observed based on the above financial ratios:

- Return on assets ratio in 2014 decreased in comparison with 2013 and 2012;
- Return on equity ratio in 2014 decreased in comparison with 2013 and 2012;
- Profit margin ratio in 2014 decreased in comparison with 2013 and 2012;
- Liquidity ratio I in 2014 increased in comparison with 2013, but decreased in comparison with 2012;
- Liquidity ratio III in 2014 increased in comparison with 2013 and 2012;
- Debtors days ratio in 2014 decreased in comparison with 2013 and 2012;
- Creditors days ratio in 2014 decreased in comparison with 2013, but increased in comparison with 2012;
- Stability of financing in 2014 increased in comparison with 2013, but decreased in comparison with 2012;
- Debt ratio in 2014 decreased in comparison with 2013, but increased in comparison with 2012.

3.3 Going concern

Nothing came to our attention during the audit that caused us to believe that the Company is unable to continue as a going concern for at least twelve months subsequent to 31 December 2014 as a result of an intended or compulsory withdrawal from or a substantial limitation in its current operations.

In Note 1 of the additional notes and explanations to the audited financial statements for the year ended 31 December 2014, the Management Board has stated that the financial statements were prepared on the assumption that the Company will continue as a going concern for a period of at least twelve months subsequent to 31 December 2014 and that there are no circumstances that would indicate a threat to its continued activity.

II. DETAILED REPORT

1. Accounting System

The Company's accounts are kept using the Symfonia accounting system by CTN Polska Sp. z o.o.. The Company has up-to-date documentation, as required under Article 10 of the Accounting Act dated 29 September 1994 (Journal of Laws 2013.330 with subsequent amendments – 'the Accounting Act'), including a chart of accounts approved by the Company's Management Board.

During our audit no material irregularities were noted in the books of account which could have a material effect on the audited financial statements and which were not subsequently adjusted. These would include matters related to:

- the reasonableness and consistency of the applied accounting policies;
- the reliability of the accounting records, the absence of errors in the accounting records and the trail of entries in the accounting records;
- whether business transactions are supported by documents;
- the correctness of opening balances based on approved prior year figures;
- consistency between the accounting entries, the underlying documentation and the financial statements;
- fulfilment of the requirements for safeguarding accounting documents and storing accounting records and financial statements.

2. Assets, Liabilities and Equity, Profit and Loss Account

Details of the Company's assets, liabilities and equity and profit and loss account are presented in the audited financial statements for the year ended 31 December 2014.

Verification of assets, liabilities and equity was performed in accordance with the Accounting Act. Any differences were adjusted in the books of account for the year 2014.

3. Additional Notes and Explanations to the Financial Statements

The additional notes and explanations to the financial statements for the year ended 31 December 2014 were prepared, in all material respects, in accordance with International Financial Reporting Standards as adopted by the EU.

4. Directors' Report

We have read the Directors' report on the Company's activities in the period from 1 January 2014 to 31 December 2014 and the basis for preparation of annual financial statements ('Directors' Report') and concluded that the information derived from the attached financial statements reconciles with the financial statements. The information included in the Directors' Report corresponds with the relevant provisions of art. 49 para 2 of the Accounting Act and the Decree of the Minister of Finance dated 19 February 2009 on current and periodic information published by issuers of securities and conditions for recognition as equivalent the information required by laws of non-EU member states (Journal of Laws 2014.133 with subsequent amendments).

5. Conformity with Law and Regulations

We have obtained a letter of representations from the Management Board confirming that no laws, regulations or provisions of the Company's Articles of Association were breached during the financial year.

on behalf of:
Ernst & Young Audyt Polska spółka
z ograniczoną odpowiedzialnością sp. k.
Rondo ONZ 1, 00-124 Warsaw
Reg. No 130

Key Certified Auditor

Artur Żwak
certified auditor
No. 9894

Warsaw, February 18, 2015