



**ANNUAL REPORT  
OF ASSECO SOUTH EASTERN EUROPE S.A.  
FOR THE YEAR ENDED  
31 DECEMBER 2015**

**Rzeszów, 18 February 2016**



**PRESIDENT'S LETTER**  
**ASSECO SOUTH EASTERN EUROPE S.A.**

**Rzeszów, 18 February 2016**

**Dear Shareholders,**

Asseco South Eastern Europe Group achieved solid growth throughout the year 2015, confirming the favourable condition of our Company. The Group's consolidated net profit reached EUR 10.4 million, improving by 12% year on year. This was accomplished by boosting our revenues from own products and services, improving our operating efficiency, as well as by the implementation of innovative projects and entering into new markets.

**Higher sales of own products and services**

In 2015, we continually pursued the strategy of increasing our revenues from own products and services. Although the amount of annual consolidated sales of ASEE Group remained at a comparable level as in 2014, our revenue structure changed a lot. Growing revenues from own products and services in the segments of Banking Solutions and Payment Solutions were accompanied by a decline in the sales of infrastructure and third-party solutions that are presented within the Systems Integration segment.

The trend of growing importance of own products and services in ASEE Group, which has been observed for several consecutive quarters, contributed to an increase in our gross profit margin to the level of 25.7% in 2015, which is 2.3 percentage points higher than achieved in 2014.

**Stronger results in the segments of Payment Solutions and Banking Solutions**

Sales revenues of the Payment Solutions segment reached EUR 38.3 million in 2015, increasing by EUR 6.0 million or 18% in relation to the previous year. Higher revenues were generated both from processing of online payments, primarily in Turkey, and from handling of physical payments, especially in Serbia, Croatia and Macedonia.

In 2015, revenues of the Banking Solutions segment increased by EUR 3.9 million or nearly 14% over the last year's level. In this business, the key growth drivers were Serbia, followed by Croatia, Bosnia and Herzegovina, Kosovo, Macedonia, and Turkey.

**New markets, innovative projects**

In 2015, we managed to enter completely new markets in Western Europe and Africa. We signed a contract with Credem, one of the largest banking groups in Italy, for the supply of online and mobile banking solutions (SxS/Mobile Token), as well as for the implementation of software for monitoring and prevention of frauds in payment transactions (InACT). Moreover, we concluded a contract for the sale of a personal finance management solution (PFM) for an Italian bank.

Given the intense competition prevailing in the Italian market, by gaining such contracts we have certainly confirmed the high quality and innovation of our IT solutions.

Last year we also entered into a contract with Maroc Telecommerce, based in Morocco, for the supply of our proprietary online payment gateway (NestPay) that is going to be the first payment platform implemented by ASEE in Africa.

Furthermore, in order to meet the expectations of banks, we continued to work on a range of solutions enabling transformation of the banking sector in the age of digitization. Our expertise in this area was recognized by two multinational banking groups, namely Intesa Sanpaolo Group Italy and UniCredit Group, which awarded us with contracts. At Intesa Group, we shall implement a mobile banking system and an authentication solution, being elements of their bank transformation project called Digital that is carried out by the Group in five markets, including Egypt. Whereas, UniCredit Group has chosen us to be a provider of mobiles applications to be implemented within their CEE 2020 initiative, which is aimed at unifying the customer experience across all the channels of direct communication with the Bank in the region of Central and Eastern Europe.

Other successes of ASEE Group included further strengthening of our position in the public administration sector in Croatia where, together with APIS IT, we won the biggest public tender ever announced in Croatia for the provision of the state's electronic document management system. In addition, we signed a number of contracts for the implementation of core banking systems, among others for Ziraat Bank in Kosovo and Montenegro and a newly-established bank in Serbia, as well as for the supply of ATMs and POS terminals, among others to Zagrebacka Bank, OTP Banka and KentBank in Croatia, and NLB Tutunska Bank in Macedonia.

**Future**

In 2016, we intend to continue our efforts aimed at the expansion of Asseco South Eastern Europe Group into new markets, as well as gradually increase the share of own products and services in our revenue structure.

We are going to carry on consolidating the market of payment services, both by business acquisitions and by enriching our current portfolio with new services and products.

We also want to be a significant player in the transformation of the banking sector which, in order to face the increased competition from other industries such as telecommunications, has to undergo dynamic changes. With plenty of experience in the banking sector and good understanding of the evolving needs of bank users, ASEE Group will certainly become a valuable partner in the transformation process of every bank.

In the area of public administration solutions, we intend to focus on specific projects and work towards improving their profitability.

Piotr Jeleński  
CEO, Group President



**MANAGEMENT REPORT ON OPERATIONS  
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<b>Table of contents</b>	<b>Page</b>
1. GENERAL INFORMATION ON THE ISSUER.....	6
2. BUSINESS PROFILE OF THE ISSUER .....	6
3. SHAREHOLDERS STRUCTURE.....	7
4. SHARES HELD BY MANAGEMENT AND SUPERVISORY PERSONNEL .....	7
5. AGREEMENTS WHICH MAY RESULT IN CHANGES OF THE EQUITY INTERESTS HELD .....	7
6. ISSUER'S DEVELOPMENT POLICY .....	8
7. KEY PRODUCTS, GOODS FOR RESALE, AND SERVICES .....	8
8. SELLING MARKETS .....	8
9. SIGNIFICANT AGREEMENTS CONCLUDED BY THE COMPANY .....	8
10. KEY ECONOMIC AND FINANCIAL FIGURES .....	8
Financial results for 2015 .....	8
Structure of the statement of financial position of ASEE S.A. ....	8
Structure of the statement of cash flows .....	9
Analysis of financial ratios .....	9
11. SIGNIFICANT EVENTS WITH IMPACT ON BUSINESS OPERATIONS AND FINANCIAL PERFORMANCE .....	9
12. EXTERNAL AND INTERNAL FACTORS SIGNIFICANT FOR THE ISSUER'S DEVELOPMENT.....	10
13. SIGNIFICANT RISK FACTORS AND THREATS.....	10
14. ORGANIZATIONAL AND EQUITY RELATIONSHIPS OF THE ISSUER .....	14
15. RELATED PARTY TRANSACTIONS.....	14
16. BANK LOAN AGREEMENTS .....	14
17. LOANS GRANTED DURING THE FINANCIAL YEAR.....	14
18. SURETIES AND GUARANTIES .....	15
19. UTILIZATION OF PROCEEDS FROM ISSUANCE OF SHARES .....	15
20. EXPLANATION OF DIFFERENCES BETWEEN THE FINANCIAL RESULTS DISCLOSED IN THE ANNUAL REPORT AND PREVIOUS FINANCIAL FORECASTS FOR THE YEAR .....	15
21. ASSESSMENT OF THE FINANCIAL RESOURCES MANAGEMENT.....	15
22. FEASIBILITY OF INVESTMENT PLANS .....	15
23. CHANGES IN THE POLICIES OF COMPANY AND GROUP MANAGEMENT .....	15
24. AGREEMENTS CONCLUDED BETWEEN THE ISSUER AND ITS MANAGEMENT AND SUPERVISORY PERSONNEL.....	15
25. REMUNERATION DUE TO THE ISSUER'S MANAGEMENT AND SUPERVISORY PERSONNEL .....	15
26. MONITORING OF EMPLOYEE STOCK OPTION PLANS.....	15
27. AGREEMENT WITH THE ENTITY AUTHORIZED TO AUDIT FINANCIAL STATEMENTS .....	15
28. REMUNERATION PAID OR PAYABLE TO THE ENTITY AUTHORIZED TO AUDIT FINANCIAL STATEMENTS .....	16
29. SIGNIFICANT OFF-BALANCE-SHEET ITEMS.....	16
30. INFORMATION ON PENDING LEGAL PROCEEDINGS CONCERNING LIABILITIES OR RECEIVABLES OF ASEE S.A. OR ITS SUBSIDIARIES .....	16
31. INFORMATION ON THE ISSUER.....	16
MANAGEMENT BOARD DECLARATIONS.....	18

## 1. GENERAL INFORMATION ON THE ISSUER

Asseco South Eastern Europe S.A. (the "Company", "Issuer", "ASEE S.A.") seated at 14 Olchowa St., Rzeszów, Poland, was established on 10 April 2007 as a joint stock company.

On 11 July 2007, the Company was entered in the register of entrepreneurs maintained by the District Court in Rzeszów, XII Commercial Department of the National Court Register, under the number 0000284571.

The Company has been listed on the main market of the Warsaw Stock Exchange since 28 October 2009.

## 2. BUSINESS PROFILE OF THE ISSUER

Asseco South Eastern Europe S.A. is engaged in holding operations which involve investments in new IT sector companies in South Eastern Europe and Turkey, as well as management of companies that have been already incorporated into Asseco South Eastern Europe Group in that region. Since 1 June 2012, this is from conducting the merger with its subsidiary ITD Poland, ASEE S.A. has been also engaged in the sales of services and software for voice automation solutions, payment systems, and mobile communication.

Asseco South Eastern Europe S.A. holds equity in the following subsidiaries:

Company	Short name	Seat	Business profile	Equity interest held	
				31 Dec. 2015	31 Dec. 2014
<b>Asseco SEE d.o.o., Beograd</b>	<b>ASEE Serbia</b>	Serbia	Development of applications and provision of comprehensive IT systems for financial institutions. Payment solutions. Integration services.	100%	100%
<b>Asseco SEE d.o.o., (Zagreb)</b>	<b>ASEE Croatia</b>	Croatia	Mobile and authentication solutions for financial institutions. Payment solutions.	100%	100%
<b>Asseco SEE d.o.o., Podgorica</b>	<b>ASEE Podgorica</b>	Montenegro	Payment solutions. Integration services and IT solutions for the financial, industrial, and public administration sectors.	100%	100%
<b>Asseco SEE s.r.l., (Bucharest)</b>	<b>ASEE Romania</b>	Romania	Integration services for the financial, industrial, and public administration sectors. Development of applications and provision of IT systems for financial institutions. Payment solutions.	100%	100%
<b>Asseco SEE Sh.p.k., (Pristina)</b>	<b>ASEE Kosovo</b>	Kosovo	Integration of IT systems as well as development and implementation of software for the banking sector and public administration. Payment solutions.	100%	100%
<b>Asseco SEE Teknoloji A.Ş., (Istanbul)</b>	<b>ASEE Turkey</b>	Turkey	Development of applications and provision of IT systems for the execution and settlement of on-line payments, detection and prevention of bank frauds, management of dispersed assets, lease management.	100%	100%
<b>Asseco SEE d.o.o., (Ljubljana)</b>	<b>ASEE Slovenia</b>	Slovenia	Payment solutions.	100%	100%
<b>Asseco SEE o.o.d., Sofia</b>	<b>ASEE Bulgaria</b>	Bulgaria	Payment solutions. Provision of IT systems for financial institutions.	100%	100%
<b>Asseco SEE d.o.o., (Sarajevo)</b>	<b>ASEE B&amp;H</b>	Bosnia & Herzegovina	Provision of IT systems for financial institutions. Payment solutions.	100%	100%
<b>Asseco SEE DOOEL, Skopje</b>	<b>ASEE Macedonia</b>	Macedonia	Integration services for the financial, industrial, and public administration sectors. Development of applications and provision of IT systems for financial institutions. Payment solutions.	100%	100%

### 3. SHAREHOLDERS STRUCTURE

According to the best knowledge of the Management Board of Asseco South Eastern Europe S.A., the shareholders who, either directly or through their subsidiaries, held at least 5% of total voting rights at the Company's General Meeting of Shareholders were as follows:

#### As at 18 February 2016:

Name of shareholder	Number of shares held and votes at GMS	Equity interest and voting rights at GMS
Asseco Poland S.A.	26,494,676	51.06%
Aviva Pension Fund	6,571,636	12.66%
EBRD	4,810,880	9.27%
Liatris d.o.o.	3,349,350	6.45%
Other shareholders	10,667,709	20.56%
	<b>51,894,251</b>	<b>100.00%</b>

#### As at 31 December 2015:

Name of shareholder	Number of shares held and votes at GMS	Equity interest and voting rights at GMS
Asseco Poland S.A.	26,494,676	51.06%
Aviva Pension Fund	6,571,636	12.66%
EBRD	4,810,880	9.27%
Liatris d.o.o.	3,364,898	6.48%
Other shareholders	10,652,161	20.53%
	<b>51,894,251</b>	<b>100.00%</b>

#### As at 31 December 2014

Name of shareholder	Number of shares held and votes at GMS	Equity interest and voting rights at GMS
Asseco Poland S.A.	26,494,676	51.06%
EBRD	4,810,880	9.27%
Liatris d.o.o.	3,838,683	7.40%
Aviva Pension Fund	3,820,000	7.36%
Other shareholders	12,930,012	24.91%
	<b>51,894,251</b>	<b>100.00%</b>

Both as at 31 December 2015 and 31 December 2014, the share capital of Asseco South Eastern Europe S.A. amounted to PLN 518,942,510 and was divided into 51,894,251 ordinary shares with a par value of PLN 10.00 each, which entitled to 51,894,251 votes at the Company's General Meeting of Shareholders.

### 4. SHARES HELD BY MANAGEMENT AND SUPERVISORY PERSONNEL

Changes in the numbers of ASEE S.A. shares held by its management and supervisory staff.

Supervisory Board Members	Number of shares held as at			
	18 Feb. 2016	31 Dec. 2015	21 Oct. 2015	31 Dec. 2014
Adam Góral <sup>1)</sup>	-	-	-	-
Jacek Duch <sup>2)</sup>	-	-	-	-
Jan Dauman	-	-	-	-
Andrzej Mauberg	-	-	-	-
Mihail Petreski <sup>3)</sup>	-	-	-	-
Przemysław Sęczkowski	-	-	-	-
Gabriela Żukowicz	150	150	150	150

Management Board Members	Number of shares held as at			
	18 Feb. 2016	31 Dec. 2015	21 Oct. 2015	31 Dec. 2014
Piotr Jeleński	550	550	550	550
Miljan Mališ <sup>4)</sup>	-	-	-	-
Miodrag Mirčetić <sup>5)</sup>	-	-	-	-
Marcin Rulnicki	-	-	-	-

<sup>1)</sup> Adam Góral, President of the Management Board of Asseco Poland S.A. serving as Chairman of the Supervisory Board of ASEE S.A., is a shareholder in Asseco Poland S.A. which in turn is a shareholder in ASEE S.A.; both as at 31 December 2015 and 18 February 2016, Asseco Poland S.A. held 26,494,676 shares in ASEE S.A.

<sup>2)</sup> Jacek Duch, Chairman of the Supervisory Board of Asseco Poland S.A. serving as Member of the Supervisory Board of ASEE S.A., is a shareholder in Asseco Poland S.A. which in turn is a shareholder in ASEE S.A.; both as at 31 December 2015 and 18 February 2016, Asseco Poland S.A. held 26,494,676 shares in ASEE S.A.

<sup>3)</sup> Mihail Petreski, Member of the Supervisory Board of ASEE S.A. and a shareholder in the company Liatris d.o.o. which in turn is a shareholder in ASEE S.A.; as at 31 December 2015 and 18 February 2016, Liatris d.o.o. held respectively 3,364,898 shares and 3,349,350 shares in ASEE S.A.

<sup>4)</sup> Miljan Mališ, Member of the Management Board of ASEE S.A. and a shareholder in the company Mini Invest d.o.o. which in turn is a shareholder in ASEE S.A.; both as at 31 December 2015 and 18 February 2016, Mini Invest d.o.o. held 500,000 shares in ASEE S.A.

<sup>5)</sup> Miodrag Mirčetić, Member of the Management Board of ASEE S.A. and a shareholder in the company I4-INVENTION d.o.o. which in turn is a shareholder in ASEE S.A.; both as at 31 December 2015 and 18 February 2016, I4-INVENTION d.o.o. held 1,072,973 shares in ASEE S.A.

### 5. AGREEMENTS WHICH MAY RESULT IN CHANGES OF THE EQUITY INTERESTS HELD

According to the best knowledge of the Management Board of ASEE S.A., there are no agreements under which the equity interests held by the Company's existing shareholders would change in the future.

Information concerning any restrictions on disposal of shares, which may result in changes of the equity interests held by existing shareholders, is presented in item 7 of the Asseco South Eastern Europe's Declaration of compliance with the corporate governance standards.

## 6. ISSUER'S DEVELOPMENT POLICY

ASEE S.A. is primarily engaged in holding operations; hence, it is focused on managing the Group of companies as well as on extending its geographical coverage and product portfolio (holding activities). Since 1 June 2012, this is from the merger with its subsidiary ITD Poland, ASEE S.A. has been also engaged in the sales of services and software for voice automation solutions, payment systems, and mobile communication.

Because ASEE S.A. is primarily engaged in holding operations, directions of the Company's development need to be examined taking into account the development and operations of the entire ASEE Group, as described in the Management Report on the Group's Operations for the year 2015, which has been published on 18 February 2016.

## 7. KEY PRODUCTS, GOODS FOR RESALE, AND SERVICES

At present, ASEE S.A. is engaged in holding activities involving management of its Group of companies, as well as in operating activities involving sales of services and software for voice automation solutions, payment systems, and mobile communication.

## 8. SELLING MARKETS

Dividend income received from subsidiaries represents the largest portion of the Company's revenues. Revenues from sales of services are recognized from the provision of business and technical support services to the Company's subsidiaries.

ASEE S.A. also generates revenues from the sale of services and software for voice automation systems, as well as from the sale of software, services and hardware to the banking sector. Sales of IT services and software are made primarily in the Polish market.

## 9. SIGNIFICANT AGREEMENTS CONCLUDED BY THE COMPANY

The Company's operations were significantly influenced by intra-group loan agreements. The above-mentioned transactions are described in item 17 of this Management Report on Operations of Asseco South Eastern Europe S.A. for the year 2015.

## 10. KEY ECONOMIC AND FINANCIAL FIGURES

### Financial results for 2015

	Year ended 31 Dec. 2015	Year ended 31 Dec. 2014
	PLN'000	PLN'000
Dividend income	53,956	20,666
Revenues from sales of services	15,836	17,023
Cost of sales (-)	(11,025)	(11,614)
Selling costs (-)	(3,087)	(2,652)
General and administrative expenses (-)	(84)	(77)
Operating profit	56,196	23,364
Net profit for the reporting period	<b>55,298</b>	<b>18,761</b>

Asseco South Eastern Europe S.A. is primarily engaged in holding operations, which substantially determines the structure of its income statement. Most revenues recognized by ASEE S.A. represent dividend income which amounted to PLN 53,956 thousand in 2015, as compared with PLN 20,666 thousand in 2014.

### Structure of the statement of financial position of ASEE S.A.

Structure of assets	31 Dec. 2015	31 Dec. 2014	31 Dec. 2015	31 Dec. 2014
	PLN'000	PLN'000	%	%
<b>Non-current assets</b>	<b>619,172</b>	<b>601,402</b>	<b>93%</b>	<b>97%</b>
Property, plant and equipment, and intangible assets	5,439	5,242	1%	1%
Investments in subsidiaries	588,566	588,566	88%	95%
Long-term financial assets	17,572	-	3%	0%
Other	7,595	7,594	1%	1%
<b>Current assets</b>	<b>47,237</b>	<b>16,716</b>	<b>7%</b>	<b>3%</b>
Trade receivables and prepayments	3,311	3,190	0%	1%
Cash and cash deposits	32,929	7,907	5%	1%
Short-term financial assets	9,466	3,862	1%	1%
Other	1,531	1,757	0%	0%
<b>TOTAL ASSETS</b>	<b>666,409</b>	<b>618,118</b>	<b>100%</b>	<b>100%</b>

The structure of assets of ASEE S.A. is dominated by investments in subsidiaries. In the period from 31 December 2014 to 31 December 2015, the total value of our investments remained unchanged, whereas their lower share in the structure of assets (a decrease from 95% in the previous year to 88% as at 31 December 2015) was a consequence of a significant increase in the value of financial assets (by the amount of PLN 23,176 thousand) as well as in cash and cash equivalents (by the amount of PLN 25,022 thousand).

The value of short-term and long-term financial assets increased as a result of loans granted to our subsidiaries. The above-mentioned transactions are described in item 17 of this Management Report on Operations of Asseco South Eastern Europe S.A. for the year 2015.

The value of cash and cash equivalents increased as a result of dividends received from our subsidiary companies.

Structure of equity and liabilities	31 Dec. 2015	31 Dec. 2014	31 Dec. 2015	31 Dec. 2014
	PLN'000	PLN'000	%	%
Equity	647,170	612,630	97%	99%
Non-current liabilities	15,446	11	2%	0%
Current liabilities	3,793	5,477	1%	1%
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>666,409</b>	<b>618,118</b>	<b>100%</b>	<b>100%</b>

Due to the high value of our equity, a significant increase in debt has not caused a considerable change in the structure of our total equity and liabilities. Non-current liabilities in the amount of PLN 15,052 thousand represented our liabilities under a bank loan which is described in item 16 of this Management Report on Operations of Asseco South Eastern Europe S.A. for the year 2015.

#### Structure of the statement of cash flows

	Year ended 31 Dec. 2015	Year ended 31 Dec. 2014
	PLN'000	PLN'000
Net cash provided by (used in) operating activities	53,659	24,435
Net cash provided by (used in) investing activities	(22,760)	(2,851)
Net cash provided by (used in) financing activities	(5,858)	(16,645)
Net change in cash and cash equivalents	25,041	4,939
Cash and cash equivalents at the end of period	32,929	7,907

In 2015, cash flows from operating activities comprised primarily dividends received from our subsidiaries in the amount of PLN 52,302 thousand, proceeds from the sale of shares in Sigma Turkey amounting to PLN 498 thousand, as well as expenditures for the acquisition of shares in EŽR Croatia amounting to PLN 1,686 thousand (presented under operating activities because ASEE S.A. operates as a holding company).

Cash flows from our investing activities were related primarily to proceeds and expenditures under loans granted to ASEE Croatia, ASEE B&H, ASEE Turkey, ASEE Slovenia, ASEE Serbia, and ASEE Montenegro (PLN 24,584 thousand).

Cash flows from financing activities resulted on the one hand from the dividend payment to the shareholders of ASEE S.A. in the amount of PLN 20,758 thousand, and on the other hand included proceeds from a bank loan amounting to PLN 14,830 thousand that was taken in order to enable financing of loans granted to our subsidiaries for the implementation of their outsourcing contracts. The above-mentioned bank loan is described in detail in item 16 of this Management Report on Operations of Asseco South Eastern Europe S.A. for the year 2015.

#### Analysis of financial ratios

##### Profitability ratios

	Year ended 31 Dec. 2015	Year ended 31 Dec. 2014
	%	%
Return on equity (ROE)	8.78%	3.07%
Return on assets (ROA)	8.61%	3.03%

The above ratios have been computed using the following formulas:  
Return on equity (ROE) = net profit for the reporting period / average annual equity  
Return on assets (ROA) = net profit for the reporting period / average annual assets

Both return on equity and return on assets metrics improved in 2015 as compared to those reported for 2014 as a result of a higher amount of dividends received from our subsidiaries, which contributed to an increase in net profit for the reporting period.

##### Liquidity ratios

	31 Dec. 2015	31 Dec. 2014
	Working capital	43,444
Current liquidity ratio	12.45	3.05
Quick liquidity ratio	12.29	2.79
Absolute liquidity ratio	8.68	1.44

The above ratios have been computed using the following formulas:  
Working capital = current assets - current liabilities  
Current liquidity ratio = current assets / current liabilities  
Quick liquidity ratio = (current assets - inventories - prepayments) / current liabilities  
Absolute liquidity ratio = (bonds and securities held to maturity + cash and short-term bank deposits) / current liabilities

Our working capital as well as liquidity ratios as at 31 December 2015 increased in comparison to those reported at the end of the previous year primarily due to the increase in cash, short-term bank deposits and short-term financial assets (loans), as well as due to the decrease in trade payables and financial liabilities following their repayments.

#### 11. SIGNIFICANT EVENTS WITH IMPACT ON BUSINESS OPERATIONS AND FINANCIAL PERFORMANCE

Because ASEE S.A. is primarily engaged in holding operations, financial performance of the Company and the Group is mostly influenced by the same events. A detailed description of events with a significant impact on the financial results achieved by ASEE Group in 2015 is provided in item 11 of the Management Report on Operations of ASEE Group for the year 2015, which has been published on 18 February 2016.

In addition to the above information, in the Management's opinion, the Company's operations and financial results have been or, in the near future, may be significantly influenced by:

- earnings of our subsidiaries which determine the amount of dividends received by ASEE S.A.;
- foreign exchange rates at which dividends are recognized in the accounting books of ASEE S.A.;
- development of the function-based management of ASEE Group, resulting in the expansion of our team and incurrence of higher costs.

## 12. EXTERNAL AND INTERNAL FACTORS SIGNIFICANT FOR THE ISSUER'S DEVELOPMENT

Because Asseco South Eastern Europe S.A. is primarily engaged in holding operations, factors significant for the Company's development need to be examined taking into account the development and operations of the entire ASEE Group.

The Management Board of ASEE S.A. believes the Group's current financial standing, production potential and market position pose no threats to its ability to continue as a going concern throughout 2016. However, there are numerous factors, of both internal and external nature, which may directly or indirectly affect the Group's financial performance in the next quarters.

The external factors with a bearing on the future performance of ASEE Group include:

- Economic situation in the region of South Eastern Europe and Turkey, especially in the context of continued weak economic conditions that may have an impact on the volume of orders and financial condition of ASEE Group's customers, as well as the future economic situation and eventual return to a sustainable growth path;
- Availability of the EU structural funds in Romania, Bulgaria, Slovenia and Croatia, as well as pre-accession funds in other countries;
- Condition of the IT market in the SEE region and Turkey; this part of Europe remains still way underinvested in terms of information technology as compared with the West European countries;
- Implementation of informatization processes at the region's public administration in order to upgrade the quality and functionality of their services to international standards and especially to the European Union requirements;
- Consolidation and development of the banking sector in SEE countries and Turkey;
- Prospects for expansion of the Group's operations into new markets through cooperation with partners;
- prospects for expansion of the Group's product portfolio in connection with potential future acquisitions;
- Inflation and fluctuations in the currency exchange rates of the countries where the Group operates;
- More and more severe competition both from local and international IT companies, which is observed especially when it comes to the execution of large and prestigious contracts,
- Changes in the credit standing, financial liquidity, and availability of debt financing for our customers;
- Opportunities and risks resulting from rapid technological changes and innovations in the IT market.

The internal factors with a bearing on the future performance of ASEE Group include:

- Premium quality and comprehensive offer of ASEE Group;
- Research and development expenditures made by the Group;
- Stability and experience of our managerial staff;
- Transparent and efficient organizational structure of the Group;
- Experience in the execution of complex IT projects involving the provision of diversified services in broad geographical regions;
- Effective activities of our sales and marketing force;
- Execution of complex information technology projects carried out under long-term agreements;
- Implementation of the Group's business strategy that involves focusing on strategic products and services, expansion into new markets, and improving operating efficiency;
- Successful completion of potential future company acquisitions.

## 13. SIGNIFICANT RISK FACTORS AND THREATS

### **Risk related to general macroeconomic situation in South Eastern Europe and Turkey**

ASEE S.A. is the parent company of the Group which runs operations in the countries of South Eastern Europe and Turkey. The Company's and the Group's strategy assumes reinforcement of our position in the region as well as further expansion in the region and in other emerging markets. As a consequence of the planned growth, business operations of ASEE may be influenced by factors depending on the economic and political stability of the region. Development of the IT services sector is closely correlated to the overall economic situation of South Eastern European countries. Our financial results are to a large extent driven by the pace of GDP growth, level of capital expenditures made by enterprises, and the inflation rate.

### **Risk associated with political instability in the region of South Eastern Europe and Turkey**

Potential changes in the governments of South Eastern European countries and Turkey as well as civil unrest may initiate periods of political instability, which may result in a reduction of public spending.

### **Risk related to intensified competition in South Eastern Europe and Turkey**

The market of information technology infrastructure and services is becoming more and more competitive in South Eastern Europe. With a variety of services and products in our portfolio, we are tough competition to large consulting firms, multinational technological giants, IT outsourcing providers as well as software houses, inclusive of internal IT departments of large corporations operating in the region. The IT industry undergoes rapid changes resulting from investments in new technologies made primarily by large companies and acquisitions of local businesses by international players. Furthermore, the biggest global corporations, which have been so far active only in the large enterprises market, expand their offerings with solutions and implementation methodologies dedicated also to medium-sized companies.

### **The risk associated with the condition of the regional banking sector**

The provision of IT solutions and services to banks and other financial institutions is one of our core businesses. The financial sector experiences a lack of stability and is under strong pressure to cut investment spending and optimize operating costs, which may have an adverse impact on the Group's operations. The banking sector around the world, and especially in South Eastern Europe, undergoes intensive processes of consolidation where much attention paid to the standardization of solutions and optimization of costs at the corporate level. If headquarters of a bank group choose other global participants of the IT market as their preferred suppliers of IT technologies, this may have adverse effects for the Group's operations.

### **Risk of potential legal disputes concerning copyrights**

Development of the Group's operations in the market of IT products depends to a large degree on ownership of intellectual property rights, and especially copyrights to computer programs. Because of a variety of legal regulations pertaining to the protection of intellectual property rights applicable in the countries where our subsidiaries operate, there is a risk that in some circumstances there may be doubts as to the effectiveness of assignment of copyrights in software codes compiled by employees in favour of their employers.

Furthermore, there is also a risk that in some countries where the Group operates, local regulations may not provide adequate protection of copyrights in computer programs owned by our subsidiaries. Taking advantage of such situation by other local firms with a similar business profile may lead to the loss of ASEE's competitive edge in a given market.

### **Risk of changes in local tax regulations**

Some of the Group companies are engaged in innovative research and development activities which, according to local regulations, may be taxed on a preferential basis compared to typical operations. In the event of any amendment of local tax regulations, there is a risk of losing tax benefits in this respect and thus increasing the tax burden on ASEE's income.

### **Foreign currency exposure risk**

The Group conducts business operations in many countries of South Eastern Europe and Turkey. Contracts concluded by the Group companies are denominated in miscellaneous currencies, also in currencies that are foreign to the countries where the Group operates. Temporary fluctuations in the currency exchange rates as well as long-term trends in the currency market may impact the financial results of the Group.

### **Risk of interest rate hikes in the euro zone**

Most of ASEE Group's external debt is denominated in EUR and bears a variable interest rate based on EURIBOR. A potential increase in the euro-zone interest rates would translate into higher financial costs incurred on the Group's debt.

**a. Major risk factors involved in the Group's business operations**

**Risk of fluctuations in revenues and expenditures**

Due to the project-driven nature of IT investments, sales revenues generated by the Group companies may be subject to considerable fluctuations from period to period. It is possible that in the future our revenues and operating results will fall short of the market expectations because of the completion of work performed under large-scale projects. Moreover, due to technological changes, the Group's existing technology and products may become obsolete and will require making sizeable new investments. The above processes may have negative impact on the rate of return on investment or the amount of dividends to be paid out.

**Risk of non-performance or improper performance of projects and losing the clients' trust**

In each area of our business, the provision of services by the Group depends on the clients' trust and the quality of our products and services. Adequate implementation of an IT project, which is mission critical for the operations of our client, in most cases results in signing a long-term contract. The quality of solutions and customer service provided to our clients determines their confidence in our Group.

**Risk associated with fixed-price contracts**

Some contracts for provision of IT services or products concluded by the Group determine a fixed remuneration and therefore they are not settled on the *time-and-material basis*. If we miscalculate the resources and time required for the project performance, future salary increases, inflation or foreign exchange rates, or if we fail to perform our contractual obligations within the agreed deadline, this may have an adverse impact on the Group's financial results and cash flows.

**Risk associated with gaining new IT contracts**

Some of the Group's sales revenues are generated from projects won in tendering procedures organized by state institutions and companies as well as by large private enterprises. Most of such tenders are attended by leading IT companies in the region and major foreign companies, which results in a fairly high competition. Our business depends on the availability of reliable information about future investment plans, in the public and private sectors, with regard to information and telecommunications technology. Access to such information, in particular regarding the state sector, is very limited. Additionally, the lack of procedures and experience in obtaining the EU structural funds in Romania,

Bulgaria and Croatia may hinder our ability to achieve the expected level of growth.

**Risk of becoming dependent on the key customers**

The Group's business is to a great extent based on the execution of long-term projects which require a large work effort. Implementation of the key account contracts will heavily impact the level of our sales revenues in the coming years.

**Risk of becoming dependent on the key suppliers**

The Group's business is characterized by close cooperation with big international companies. There is a risk that the key suppliers to our Group may change their strategies for cooperation with local partners or may want to tighten their cooperation with one partner of their choice. Furthermore, they may start to offer the implementation services for their products themselves or else increase the prices of the products supplied.

**Risk related to the profitability of integration projects**

In some of the markets where the Group operates, providers of integration services generate higher margins of profit than average margins realized in mature economies. Hence, it may be expected that such margins will be squeezed once these markets become saturated.

**Risk related to insolvency or misconduct of our subcontractors**

In certain cases, we provide our clients with the solutions developed and completed by our subcontractors. Just as any other entrepreneurs, our subcontractors may face business or financial difficulties and become unable to fulfil their obligations towards us or our clients.

**Risk related to technological changes in the industry and development of new products and services**

The IT sector is characterized by rapid development of solutions and technologies. Hence, the product lifecycles in such a market are relatively short. In order to maintain a competitive advantage in this market, it is necessary to undertake research work and invest in new products. There is a risk that new solutions will be launched to the market, causing the products and services offered by the Group to become less attractive and eventually not as profitable as expected.

**Risk involved in strategic investments in complementary industries, technologies, services or products as well as in strategic alliances with third parties**

While implementing the Group's development strategy, we may engage in strategic investments, establish companies, undertake joint ventures and make acquisitions related to complementary industries, technologies, services or products. Despite exercising due care when selecting our business partners, we may be unable to identify a suitable partner or to manage such a venture or acquisition appropriately. As a consequence we may be exposed to typical risks involved in mergers and acquisitions.

**Risk of misfortunate acquisitions**

Business acquisitions are one of the cornerstones of ASEE's development. We are trying to take over businesses that are truly complementary to the Group's offering and are in good financial condition. Our acquisition processes are based on the best market practices. However, there is a risk that our acquisition decisions will turn out to be wrong and that acquired companies will fail to meet our expectations, which may adversely affect the Group's financial results.

**Risk involved in integration of the Group**

The Group is exposed to a risk associated with effective integration of ASEE S.A. and its subsidiaries, especially as the Group's companies operate in various markets and in various countries. It is our strategy to integrate the subsidiary undertakings with Asseco South Eastern Europe S.A. and to make further company acquisitions in South Eastern Europe. Nonetheless, we cannot entirely exclude the risks of delays, partial completion or failure to complete the intended integration process. Apart from that, even our subsidiaries and further potentially acquired entities are successfully integrated with the Group, we may still be unable to fully integrate the products and services portfolios of particular companies, or to continue the development processes in line with our present corporate practices.

**Risk of becoming dependent on the key management personnel**

Just as in the majority of companies developing IT systems, highly qualified personnel and managerial staff are the main pillars of the Group's success. We operate in the information technology industry which is characterized by a high rotation of personnel. It is probable that the Group will be unable to retain its present employees or to recruit new, equally highly qualified employees in the future. In most cases, key members of the management staff are concurrently the founders of our subsidiaries. Acquisition of new investments often depends on the business contacts obtained by the key personnel. Losing some of the

key management members would have a negative impact on the Group's operations, financial position and results as well as on its future development outlook.

**Risk of impairment of intangible assets**

A significant portion of our consolidated balance sheet is represented by goodwill arising from the acquisition of companies that currently comprise ASEE Group, and to a smaller extent by capitalized expenditures made for the development of our proprietary software. These assets are tested for impairment at the end of each year. In the event such test showed that the fair value of an asset was lower than its carrying value, we would have to recognize a fair value impairment write-down that would weigh on the Group's financial results. Impairment tests conducted as at 31 December 2015 did not indicate a necessity to recognize any write-downs on our intangible assets; however, there is a risk that such a situation may arise in the future.

**Risk of low liquidity and loss of value of our shares**

Investors considering the purchase of ASEE shares should take into account that the trading price of our shares may change in the future and that they may not be able to recover all invested funds. Furthermore, any purchase or sale of ASEE shares depend on the market liquidity, hence the execution of an investment decision may not be possible at a given time.

**Risk related to dividends**

Our potential investors should be aware of the fact that distribution of any dividends will depend on a number of factors, such as the Group's operating results, its financial standing as well as the current and anticipated demand for cash. It is the Management Board intention to allocate a portion of our net earnings to dividends; however, the Company is not in the position to guarantee that such plans will be actually executed nor to determine the amounts of future dividend payments.

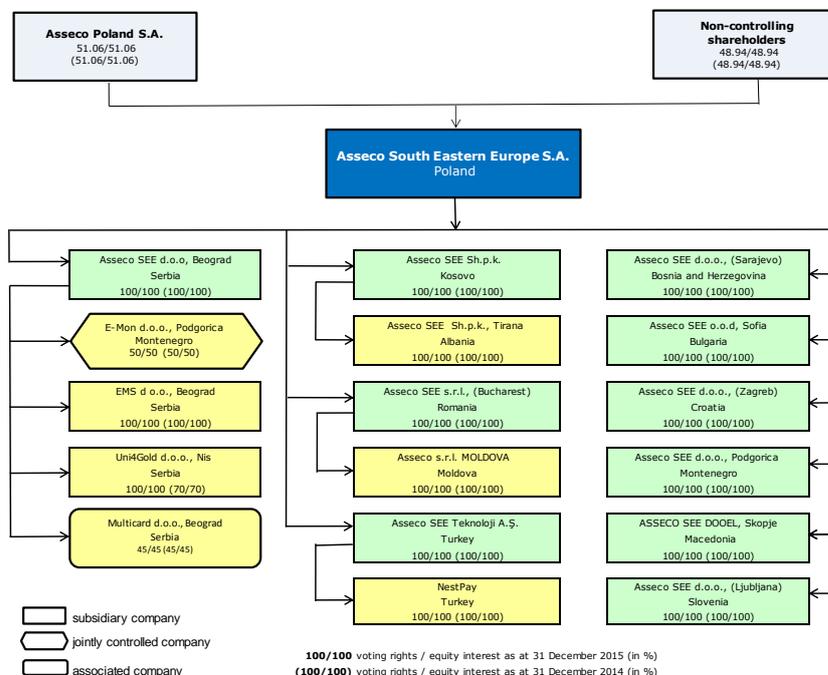
**Risk related to the influence exerted by the Company's majority shareholder**

As at the date of publication of this report, Asseco Poland S.A., our majority shareholder, holds 51.06% of shares in our Company. We expect that Asseco Poland S.A. will maintain its position as a majority shareholder and retain significant influence on our Company's business operations. Asseco Poland S.A. is entitled to exercise broad rights with respect to its shareholding in our Company and it must be taken into account that in the present situation Asseco Poland S.A. has a decisive impact on the Company's strategic decisions.

#### 14. ORGANIZATIONAL AND EQUITY RELATIONSHIPS OF THE ISSUER

Asseco South Eastern Europe S.A. is the parent of Asseco South Eastern Europe Group and concurrently a subsidiary of the higher-level parent company

Asseco Poland S.A. The Issuer's position as well as organizational and equity relationships are presented in the chart of organizational structure below:



#### 15. RELATED PARTY TRANSACTIONS

In the period of 12 months ended 31 December 2015, neither Asseco South Eastern Europe S.A. nor any of its subsidiaries conducted any transactions with their related parties other than on an arm's length basis.

Information on related party transactions carried out during the period of 12 months ended 31 December 2015 has been presented in explanatory note 23 to the annual financial statements of ASEE S.A. for the year 2015.

#### 16. BANK LOAN AGREEMENTS

On 18 December 2014, ASEE S.A. signed a loan agreement with ING Bank Śląski S.A. The Bank shall provide ASEE S.A. with a line of credit up to the amount of EUR 9 million in order to enable financing of loans to be granted by the Company to its subsidiaries for the implementation of outsourcing contracts. The amount of EUR 2 million out of the above-mentioned limit may be alternatively used for company acquisitions. Interest will be payable on the amount of loan actually drawn and shall be based on the 1M EURIBOR rate plus margin. Repayment of the loan to the Bank shall be secured by providing sureties from our subsidiaries as well as by transferring the amounts receivable under loans granted to our subsidiaries, in accordance with the

assignment agreement. The line of credit has been opened for the period of 2 years. The loan repayment deadline has been determined for 4 years after closing the line of credit. As at 31 December 2015, our liability under this bank loan amounted to PLN 15,052 thousand. As at 31 December 2014, we had no such liability.

#### 17. LOANS GRANTED DURING THE FINANCIAL YEAR

During the year 2015, the Company granted loans to its subsidiaries. As at 31 December 2015, the amounts of these loans were as follows:

Name of entity	31 Dec. 2015	Effective interest rate	Currency	Repayment date
	PLN'000	%		
ASEE Montenegro	1,627	3M EURIBOR + margin	EUR	2017-03-31
ASEE Montenegro	3,004	1M EURIBOR + margin	EUR	2020-12-19
ASEE Bulgaria	773	3M EURIBOR + margin	EUR	2016-07-03
ASEE Slovenia	1,922	1M EURIBOR + margin	EUR	2020-12-19
ASEE Slovenia	854	1M EURIBOR + margin	EUR	2020-12-19
ASEE Slovenia	1,067	1M EURIBOR + margin	EUR	2020-12-19
ASEE Turkey	3,125	1M LIBOR USD+ margin	USD	2017-06-15
ASEE Croatia	2,628	1M EURIBOR + margin	EUR	2020-12-19
ASEE Croatia	1,199	1M EURIBOR + margin	EUR	2020-12-19
ASEE Croatia	1,376	1M EURIBOR + margin	EUR	2020-12-14
ASEE B&H	3,071	1M EURIBOR + margin	EUR	2020-12-19
ASEE Serbia	6,392	1M EURIBOR + margin	EUR	2017-12-19
	<b>27,038</b>			

Information on loans granted is provided in explanatory note 14 to the annual financial statements of Asseco South Eastern Europe S.A. for 2015.

## 18. SURETIES AND GUARANTIES

During the period of 12 months ended 31 December 2015, Asseco South Eastern Europe S.A. issued the following guarantees/sureties for its subsidiaries:

Guarantees and sureties	PLN'000	in thousands	currency	Date of expiration
<b>Bank loans</b>	<b>10,152</b>			
- ASEE Croatia	10,152	18,200	HRK	31.05.2017
<b>Guarantee facilities</b>	<b>1,278</b>			
- ASEE Kosovo	1,278	300	EUR	20.08.2017
<b>Guarantees for due performance of contracts</b>	<b>2,430</b>			
- ASEE Serbia	1,364	320	EUR	31.05.2017
- ASEE Slovenia	426	100	EUR	15.07.2019
- ASEE Slovenia	256	60	EUR	31.01.2020
- ASEE Slovenia	384	90	EUR	05.06.2020
<b>Total guarantees and sureties</b>	<b>13,860</b>			

The granted guarantees amounted in total to PLN 13,860 thousand as at 31 December 2015, as compared with PLN 16,352 thousand as at 31 December 2014. All of the granted guarantees constitute off-balance-sheet items. As at 31 December 2015 and 31 December 2014, the Company had no other off-balance-sheet liabilities.

## 19. UTILIZATION OF PROCEEDS FROM ISSUANCE OF SHARES

In the period of 12 months ended 31 December 2015, Asseco South Eastern Europe S.A. did not issue any new shares.

## 20. EXPLANATION OF DIFFERENCES BETWEEN THE FINANCIAL RESULTS DISCLOSED IN THE ANNUAL REPORT AND PREVIOUS FINANCIAL FORECASTS FOR THE YEAR

Asseco South Eastern Europe S.A. did not publish any financial forecasts for the year reported.

## 21. ASSESSMENT OF THE FINANCIAL RESOURCES MANAGEMENT

During the year ended 31 December 2015, Asseco South Eastern Europe S.A. had no problems with timely settlement of its trade payables, payment of regulatory state charges, or with fulfilling its investment commitments.

## 22. FEASIBILITY OF INVESTMENT PLANS

As at 31 December 2015, Asseco South Eastern Europe S.A. held PLN 32.9 million of spare cash, which may be appropriated for potential company acquisitions in the region of South Eastern Europe and Turkey. Our future acquisitions will be financed partially or entirely from the Company's own funds, but it is also possible that the Company will seek external sources of financing. Furthermore, the Company may choose to finance its investment plans through the issuance of new shares.

## 23. CHANGES IN THE POLICIES OF COMPANY AND GROUP MANAGEMENT

In 2015, ASEE S.A. did not change any principles applied in the Company's management.

## 24. AGREEMENTS CONCLUDED BETWEEN THE ISSUER AND ITS MANAGEMENT AND SUPERVISORY PERSONNEL

ASEE S.A. did not sign any agreements of such nature.

## 25. REMUNERATION DUE TO THE ISSUER'S MANAGEMENT AND SUPERVISORY PERSONNEL

Information on remuneration due to the Issuer's management and supervisory personnel has been disclosed in explanatory note 25 to the annual financial statements of Asseco South Eastern Europe S.A. for the year 2015.

## 26. MONITORING OF EMPLOYEE STOCK OPTION PLANS

The Company does not run any employee stock option plans.

## 27. AGREEMENT WITH THE ENTITY AUTHORIZED TO AUDIT FINANCIAL STATEMENTS

The agreement with the entity authorized to audit financial statements, namely Ernst & Young Audyt Polska Sp. z o.o. (limited partnership), to carry out audits of the separate and consolidated financial statements of ASEE S.A. drawn up for the period of 12 months ended 31 December 2015 was signed on 10 July 2015.

**28. REMUNERATION PAID OR PAYABLE TO THE ENTITY AUTHORIZED TO AUDIT FINANCIAL STATEMENTS**

Information on remuneration due to the entity authorized to audit financial statements has been presented in explanatory note 26 to the annual financial statements of Asseco South Eastern Europe S.A. for the year 2015.

**29. SIGNIFICANT OFF-BALANCE-SHEET ITEMS**

As at 31 December 2015 and the date of publication of this report, the Company had no significant off-balance-sheet items apart from off-balance-sheet liabilities which have been described in explanatory note 22 to the financial statements of Asseco South Eastern Europe S.A. for the year 2015.

**30. INFORMATION ON PENDING LEGAL PROCEEDINGS CONCERNING LIABILITIES OR RECEIVABLES OF ASEEC S.A. OR ITS SUBSIDIARIES**

During the reporting period, no proceedings were instituted or pending before any court, arbitration authority or public administration authority, concerning any liabilities or receivables of Asseco South Eastern Europe S.A. or its subsidiaries, whose aggregate value would equal or exceed 10% of the Company's equity.

**31. INFORMATION ON THE ISSUER**

Information on the issuer as required under § 92 sect. 4 of the Regulation of the Minister of Finance of 19 February 2009 regarding current and periodic information to be published by issuers of securities and conditions for recognizing as equivalent the information required by laws of non-EU member states (Journal of Laws of 2009 No. 33, item 259) is included in the declaration of compliance with the corporate governance standards.



