

## **Report of the Supervisory Board of Asseco South Eastern Europe S.A for the year 2018**

### **I. Report on the activity of the Supervisory Board of Asseco South Eastern Europe S.A in the year 2018**

#### **Organizational matters of the Supervisory Board**

In 2018 the Supervisory Board operated in the following composition:

Jozef Klein	Chairman of the Supervisory
Adam Góral	Vice-Chairman of the Supervisory Board
Artur Kucharski	Member of the Supervisory Board
Jacek Duch	Member of the Supervisory Board
Adam Pawłowicz	Member of the Supervisory Board

The Company complies with the principle on the fulfillment of independence criteria by the Supervisory Board Members in reference to two Members of the Supervisory Board.

#### **The Audit Committee of the Supervisory Board**

Functioning of the Audit Committee are regulated by the provisions of the Point IV of the By-laws of the Supervisory Board.

The regulations regarding the appointment, composition and functioning of the audit committee, including the fulfillment of the independence criteria and requirements regarding knowledge and skills in the industry in which the Company operates, and in the field of accounting or auditing of financial statements by its members, are observed in Asseco South Eastern Europe S.A.

In the Company in 2018 the Audit Committee operated in following composition:

Artur Kucharski	– Chairman of the Audit Committee
Jacek Duch	– Member of the Audit Committee
Adam Pawłowicz	– Member of the Audit Committee

The Supervisory Board, acting on the basis of art. 129 of the Act on statutory auditors, audit firms and public supervision as well as § 14 of the Regulations of the Supervisory Board, assessed the compliance with the requirements for the Audit Committee as follows:

1. Criteria of independence are met by Adam Pawłowicz and Artur Kucharski, who also has knowledge and skills in the field of auditing financial statements,
2. All Members of the Audit Committee have knowledge of the industry in which Asseco South Eastern Europe SA operates.

#### Scope of works of the Audit Committee

The Company's Audit Committee performed the tasks of the audit committee as required in the applicable regulations. In 2018 Audit Committee held four meetings.

Audit Committee of Asseco South Eastern Europe S.A. held meetings with the auditor Ernst & Young Audyt Polska Sp. z o.o. Sp.k. before publication of results for 2017, at which representatives of audit company Ernst & Young Audyt Polska Sp. z o.o. Sp.k. presented a summary report on the audit of the standalone financial statement of the Company and the consolidated financial statement of the Asseco South Eastern Europe SA Capital Group. All important issues related to the financial report were discussed. The auditor also presented an additional report to the Audit Committee.

In 2018, the Supervisory Board of Asseco South Eastern Europe S.A. for the first time selected the auditing company, acting on the basis of the provisions of the Act on statutory auditors, auditing

companies and public supervision. The selection of the auditing company for the audit of financial statements was preceded by the selection process of the auditing company carried out by the Management Board. The Audit Committee closely cooperated with the Company's Management Board in the scope of elaborating criteria for the selection of an audit company and an offer inquiry. After collecting offers and conducting negotiations regarding the scope of work and price, the Audit Committee analyzed the offers and issued a recommendation regarding the selection of an audit company for Deloitte Polska Sp. z o.o. Sp. k. and KPMG. As the preferred company, the Audit Committee indicated Deloitte Polska Sp. z o.o. Sp. k. The Audit Committee confirmed that the recommendation is free from third party influence and stated that the Company did not conclude agreements containing clauses referred to in art. 66 par. 5a of the Act of 29 September 1994 on accounting.

On March 27, 2018, the Supervisory Board of the Company selected Deloitte Polska Sp. z o.o. sp. k., for an auditing company authorized to conduct a review of the semi-annual standalone and consolidated financial statements of Asseco South Eastern Europe S.A. for the first half of 2018 and 2019 and for the audit of the standalone and consolidated financial statements for 2018 and for 2019. The Audit Committee met with the auditor before the publication of the semi-annual report for the first half of 2018 and then forwarded the results of the audit to other Supervisory Board Members.

The Audit Committee assessed the audit process as independent, due to the auditor's compliance with the conditions for expressing an unbiased and independent opinion on the audit, in accordance with the applicable provisions of national law and professional standards.

In addition, the Audit Committee verified:

- the process of preparing financial statements and the effectiveness of key procedures, ensuring that financial statements and management and financial reports are duly prepared and contain reliable data,
- the Company's exposure to particular risks, ways of identifying and monitoring these risks and the activities of the Management Board in order to reduce impact of these risks on the functioning of the Company.

The Audit Committee paid particular attention to the functioning of the internal audit in connection with the separation of the internal audit function from 1 March 2018. The Audit Committee became acquainted with the audit plan, the risk map and non-audit activities. The Audit Committee also positively assessed the functioning of internal control and internal audit.

### **Enforcement of statutory duties**

In 2018, the Supervisory Board have conducted permanent supervision of the ongoing activities of the Company, in connection with performance of its supervisory powers held four meetings of the Supervisory Board.

Significant area of the Supervisory Board activities in 2018 was to assess the current performance of the Company, performance of budget by the Management Board and to analyze the Company's strategy in all directions of its activity. The Management Board regularly informed the Supervisory Board of the feasibility of achieving the planned strategic objectives of the Company, as well as financial results of the Company. Specific objectives and strategic intentions of the Company were reported and discussed during the meetings between members of the Supervisory Board and Management Board of the Company and have been approved by the Supervisory Board. The Supervisory Board received detailed information and explanations on the state and perspectives of cooperation with companies under the holding company and within the Capital Group and on the results of Company's subsidiaries.

In addition, the Supervisory Board finds that the situation of the Company in the year 2018 must be assessed by prism of the purpose for which the Company was formed, which is building a holding structure, which gather information technology companies from countries in the Central and Eastern Europe. The intention is to make as the main source of the Company's revenues dividends paid by Company's subsidiaries.

The Supervisory Board confirms the continuation of the very good cooperation with the Management Board of Asseco South Eastern Europe S.A.

## **II. An assessment of the company's standing including an assessment of the internal control, risk management and compliance systems and the internal audit function**

The Supervisory Board positively evaluates the system of internal control, the system of management of risk significant to the Company, compliance system and internal audit function.

In the Supervisory Board's opinion, the existing system of internal control, risk management, compliance and internal audit function are effective and implemented solutions enable to identify the types of risks significant to the Company, manage them and keep it at an acceptable level. The system of internal control, management of risk, compliance and internal audit function is designed to include the types of risks connected with both the operating and holding activities of the Company.

The system of internal control is based on the mechanisms of risk control (included in bylaws, instructions, procedures, job descriptions of respective employees) and control exercised by employees. Key personnel is responsible for design, implementation and monitoring of an effective and efficient internal control system as well as for identification and review of any risk exposures. Responsibilities under the internal control and risk management systems, as adopted by ASE S.A. in the process of preparing its financial statements, are performed by the Management Board, Supervisory Board, Audit Committee and other employees.

The Management Board decided on employment of the internal auditor as of 1 March 2018, who shall be responsible for review and assessment of the controlling mechanisms existing in the Company and the Group as well as building the risk map.

In the Supervisory Board's opinion, the Management Board properly identified the types of risks significant to the Company and managed them effectively in a dynamically changing environment.

## **III. An assessment of the company's compliance with the disclosure obligations concerning compliance with the corporate governance principles defined in the Exchange Rules and the regulations on current and periodic reports published by issuers of securities**

The Supervisory Board gives its positive assessment of the company's compliance with the disclosure obligations concerning compliance with the corporate governance principles defined in the Stock Exchange Rules and the regulations on current and periodic reports published by issuers of securities.

## **IV. Other**

Due to very limited scope of sponsorship activities, the Company does not have the formal policy in this regard, which is not questioned by the Supervisory Board.