



**ANNUAL REPORT
OF ASSECO SOUTH EASTERN EUROPE GROUP
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 mobile 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
OF ASSECO SOUTH EASTERN EUROPE GROUP
FOR THE YEAR ENDED
31 DECEMBER 2015**

Rzeszów, 18 February 2016

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1. GENERAL INFORMATION ON THE ISSUER

Asseco South Eastern Europe Group (the "Group", "ASEE Group", "ASEE") is comprised of Asseco South Eastern Europe S.A. (the "Parent Company", "Company", "Issuer", "ASEE S.A.") and its subsidiaries.

The Parent Company Asseco South Eastern Europe S.A. seated at 14 Olchowa St., Rzeszów, Poland, was established on 10 April 2007.

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

2. BUSINESS PROFILE OF THE ISSUER AND ITS CAPITAL GROUP

Asseco South Eastern Europe S.A. is engaged in holding operations which involve primarily management of IT companies that belong to ASEE Group in South Eastern Europe and Turkey, as well as investments in new IT sector companies in that region. ASEE S.A. is also a provider of services and software for voice automation solutions, payment systems and mobile communication systems.

ASEE Group is engaged in the sale of its own and third-party software as well as in the provision of implementation, integration and outsourcing services. The Group is a provider of IT solutions, authentication solutions and online payment settlement systems, while it also delivers and performs maintenance of ATMs and POS terminals, and provides integration and implementation services for IT systems and hardware.

Asseco South Eastern Europe Group has identified the following reportable segments reflecting the structure of its business operations:

- Banking Solutions,
- Payment Solutions,
- Systems Integration.

These reportable segments correspond to the Group's operating segments.

The Banking Solutions segment deals with integrated banking systems (including primarily *core banking systems*), secure authentication systems for bank clients or IT system users, mobile banking systems, as well as financial fraud prevention and anti-money laundering solutions.

The Payment Solutions segment provides IT systems for the settlement of internet credit card payments as well as direct internet money transfers. This operating segment is also engaged in the sale and maintenance of ATMs and POS terminals as well as in the provision of related support services.

The Systems Integration segment is engaged in the development of customized IT systems, integration of third-party software and elements of infrastructure, as well as in the sale and installation of hardware solutions. Furthermore, the Systems Integration segment includes the presentation of sales of a number of the Group's proprietary solutions that do not qualify for any of the operating segments described above.

3. COMPOSITION OF THE ISSUER'S MANAGEMENT AND SUPERVISORY BODIES AND THEIR COMMITTEES

As at the date of publication of this report, this is on 18 February 2016, the Company's Management Board and Supervisory Board and its Audit Committee were composed of the following persons:

Supervisory Board	Management Board	Audit Committee
Adam Góral	Piotr Jeleński	Andrzej Mauberg
Jacek Duch	Miljan Mališ	Jacek Duch
Jan Dauman	Miodrag Mirčetić	Gabriela Żukowicz
Andrzej Mauberg	Marcin Rulnicki	
Mihail Petreski		
Przemysław Sęczkowski		
Gabriela Żukowicz		

On 10 February 2016, the Company received from Mr. Andrzej Mauberg a letter of resignation from the position of Member of the Supervisory Board, with effect from 26 February 2016.

During the reporting period as well as in the period from 31 December 2015 till the publication of this report, this is till 18 February 2016, the compositions of the Company's Management Board, Supervisory Board and Audit Committee were not subject to any other changes.

4. ORGANIZATIONAL STRUCTURE OF ASSECO SOUTH EASTERN EUROPE GROUP

The table below presents the structure of ASEE Group along with the equity interests and voting rights at the general meetings of shareholders/

Full name of entity	Short name as used in this report	Country of registration	Equity interest / Voting rights	
			31 Dec. 2015	31 Dec. 2014
Asseco South Eastern Europe S.A.	ASEE S.A.	Poland		
Asseco SEE s.r.l. (Bucharest)	ASEE Romania	Romania	100.00%	100.00%
Asseco s.r.l. MOLDOVA	ASEE Moldova	Moldova	100.00%	100.00%
Asseco SEE d.o.o., Beograd	ASEE Serbia	Serbia	100.00%	100.00%
E-Mon d.o.o., Podgorica	E-Mon, Montenegro	Montenegro	50.00%	50.00%
eMS d.o.o., Beograd	eMS, Serbia	Serbia	100.00%	100.00%
Uni4Gold d.o.o., Nis	Uni4Gold, Serbia	Serbia	100.00%	70.00%
Multicard d.o.o., Beograd	Multicard, Serbia	Serbia	45.00%	45.00%
Asseco SEE d.o.o. (Zagreb)	ASEE Croatia	Croatia	100.00%	100.00%
Asseco SEE Sh.p.k. (Pristina)	ASEE Kosovo	Kosovo	100.00%	100.00%
Asseco SEE Sh.p.k., Tirana	ASEE Albania	Albania	100.00%	100.00%
Asseco SEE Teknoloji A.Ş. (Istanbul)	ASEE Turkey	Turkey	100.00%	100.00%
NestPay Odeme Hizmetleri A.S.	ASEE NestPay	Turkey	100.00%	100.00%
Asseco SEE d.o.o., (Ljubljana)	ASEE Slovenia	Slovenia	100.00%	100.00%
Asseco SEE DOOEL, Skopje	ASEE Macedonia	Macedonia	100.00%	100.00%
Asseco SEE d.o.o. (Sarajevo)	ASEE B&H	Bosnia and Herzegovina	100.00%	100.00%
Asseco SEE o.o.d., Sofia	ASEE Bulgaria	Bulgaria	100.00%	100.00%
Asseco SEE d.o.o., Podgorica	ASEE Montenegro	Montenegro	100.00%	100.00%

The parent of Asseco South Eastern Europe S.A. is Asseco Poland S.A. (the higher-level parent company). As at 31 December 2015, Asseco Poland S.A. held a 51.06% stake in the share capital of ASEE S.A.

Within the Group's organizational structure, E-Mon Montenegro is treated as a jointly controlled company and therefore consolidated under the equity method in line with IFRS 11.

Multicard Serbia is an associated company accounted for using the equity method. The remaining companies incorporated within the Group are treated as subsidiaries and are subject to full consolidation.

Both as at 31 December 2015 and 31 December 2014, voting rights held by the Group in its subsidiaries were equivalent to the Group's equity interests in these entities.

5. EFFECTS OF CHANGES IN THE ORGANIZATIONAL STRUCTURE

During the year ended 31 December 2015, the organizational structure of ASEE Group changed as follows:

In July 2015, ASEE Serbia acquired 30% of shares in Uni4Gold from its non-controlling shareholders. As a result of this transaction, ASEE Serbia holds 100% of shares in that company.

Moreover, in October 2015 ASEE Serbia won a tender for the acquisition of 87,176 shares in Chip Card a.d. (Serbia), a company engaged in processing and authentication of payment transactions. At the same time, the company signed a conditional

partners of its subsidiaries as at 31 December 2015 and 31 December 2014.

agreement to purchase additional 18,945 shares from one of the existing shareholders of Chip Card a.d. Concurrently, ASEE Serbia made a commitment to acquire 30,000 of newly issued shares in Chip Card a.d. Execution of the above-mentioned transactions is subject to a number of conditions precedent, including the resignation of the existing shareholders of Chip Card a.d. from their pre-emption rights as well as obtaining the consent of the local antimonopoly authority. If the above-mentioned transactions are completed, ASEE Serbia will hold 136,121 shares in Chip Card a.d., representing 53.81% of the share capital of the acquired company. ASEE Serbia is conducting negotiations with the remaining shareholders of Chip Card a.d. in order to buy further shares in the company.

During the period of 12 months ended 31 December 2015, there were no other changes in the organizational structure of ASEE Group and the Issuer.

6. GROUP'S DEVELOPMENT POLICY

In 2016, the Company intends to focus on:

- Continuing strategic expansion of the Payment Solutions segment and the Banking Solutions segment;
- Enriching the portfolio of the Payment Solutions segment with new services and products as a result of organic growth and acquisitions;
- Further increasing the share of our own products and services in the structure of ASEE Group revenues;

- Boosting sales by entering into new markets, understood as new geographical locations as well as offering of our products in new business areas in the existing territory of ASEE's operations;
- Improving the efficiency of our operations through better project management and greater utilization of available resources.

Turning a Holding of loosely related companies into a Corporation

ASEE Group was created through the acquisition and integration of IT companies operating in the markets of South-Eastern Europe and Turkey.

We have made efforts aimed at deepening the integration of the acquired business operations, as a result of which ASEE has evolved from a loose federation of companies into a coherent corporate structure with multidimensional management related to:

1. Geographical location
2. Products/competence
3. Functions (sales, R&D, operations, HR, marketing, finance)

The geographical management is based on our local organizational structures.

The competence management is based on our key business segments:

- Payment Solutions
- Banking Solutions
- Systems Integration (including the sale of proprietary solutions and services as well as third-party solutions)

Both the competence and function-related management along with relevant standard procedures are centralized and cover all geographical locations of our operations.

Sales-oriented organization

In the nearest future, the main task of our Sales force will be to expand our business in new markets as well as to provide greater support for the most promising products and solutions.

We continue to invest in resources that are necessary to serve international clients, who are present in the region of South Eastern Europe and their organizational structures are centralized.

We have taken a big challenge to engage selected persons from other departments, such as business line managers and product managers, into the sales and sales support processes. This will be achieved through professional training as well as by implementing additional processes to encourage cooperation within the Group.

Improving the efficiency of Operations

One of the key elements in introducing the functional dimension of management in the Group is to unify the standards adopted in managing our projects and implementation resources.

As part of this process, we have introduced new tools and unified the existing methods applied for project management as well as for measuring the efficiency of our resources. In cooperation with the Sales team and heads of our product segments, we managed to verify our product development expenditures which helped rationalize the Group's budget more towards the development of strategically important products.

The upcoming period will be crucial for further implementation of standard procedures in this area as well as for setting goals based on selected indicators of operational efficiency. Our ultimate objective is to eliminate unprofitable projects and increase the profitability of own services.

Focusing on strategic products and services

In the process of further development of ASEE, the Management intends to focus on continuing expansion and enhancement of the portfolio of our own products and services. Therefore, it may be necessary to concentrate more on the Group's key competencies, and as a result we may need to resign from offering certain solutions, which are not strategically important for ASEE.

The Management intends to carry on building a comprehensive and consistent portfolio of IT solutions in each of the Group's operating segments, including though the use of software that is not currently marketed by ASEE.

In a longer term, the Group plans to go global with several of its key software solutions, in the areas where ASEE's know-how and expertise allow us to compete with the major vendors in the market.

Irrespective of the planned concentration on our key products, the Management intends to leverage on ASEE's strong position in the region, expertise and good customer relations in order to build the competence of professional advisors and service providers for important clients of the Group.

Strategic directions of development

By focusing on the development of strategic products, the Group will be able to achieve higher revenue growth and boost the sales of its proprietary solutions. This is one of the strategic objectives pursued by the Group and the first signs of improvement in this area were observed already in 2014.

In 2015, we managed to sustain positive trends in our sales structure: revenues from proprietary solutions reached EUR 71 million or 61% of total sales of ASEE, as compared with EUR 67 million or 56% in the previous year.

In the Management's opinion, in order to achieve higher growth in sales of proprietary solutions, ASEE Group will need to generate more revenues in markets outside the current area of its business operations. In the long run, our Company plans to expand its sales beyond South Eastern Europe and Turkey, in particular by creating a network of partners to collaborate with ASEE. In 2015, the Group was engaged in the execution of significant projects in Italy, Morocco and Saudi Arabia, just to mention a few. The Management Board intends to continue our sales activities outside the markets of South Eastern Europe and Turkey also in 2016. The Italian market is perceived as particularly attractive.

From among the markets in which the Group is currently present, the largest potential for growth is seen in Turkey and Romania, and that is where ASEE should develop most dynamically in the coming years. The Group will also strive to strengthen its position in Bulgaria.

The strategic goal of ASEE is to become one of the three largest and most recognizable players in each of the markets where the Group conducts its business.

Plans for individual operating segments

In the **Banking Solutions** segment, the nearest plans assume primarily further recovery of our position in the banking sector in Romania, as well as continued development of this segment in Bulgaria, Bosnia and Herzegovina, and Croatia.

After a thorough reorganization of our Romanian team over the last two years, it seems that 2016 should bring some improvement in the segment's financial performance. Among other countries where we just started to develop our banking sector competence, Bulgaria seems to be the most promising. In that market, in the last two years, ASEE Group managed to gain several new references for the implementation of IT systems at Bulgarian branches of international banking groups.

The Management also expects further development of the banking segment in Serbia, which significantly improved its financial performance in 2015 by implementing several large projects both in the local market and other countries in the region.

The above-mentioned initiatives, aiming at high-quality project management and effective use of resources, should contribute to achieving higher

margins of profit across the entire operating segment.

The Banking Solutions segment also includes the results of operations within mobile banking solutions and authentication systems. These products are marketed in the whole territory of ASEE Group operations, yet they are most successful in Croatia. Mobile banking solutions and authentication systems can be offered separately, but also as complementary products for larger projects, such as core banking systems or multi-channel banking solutions. In countries outside the region of ASEE's operations, this division is seeking local business partners in order to offer our software solutions through their distribution networks. At all times, the technical support as well as production facilities for mobile solutions and security systems are located in Croatia.

The **Payment Solutions** segment comprises two main business lines: systems for the settlement of online payments, as well as the sale of hardware, software and maintenance of ATMs and POS terminals. In 2016 and in subsequent years, the Management Board is planning to expand this segment with new products and services in order to enable comprehensive processing of both physical and virtual payments. Our offering will be enriched through organic growth or by way of potential acquisition of companies with desirable business profiles. Products and services that the Management intends to add to the portfolio of ASEE shall in the first place include: mobile payments system, transaction settlement system, rental of POS terminals directly to retail outlets, settlement of online payments as a service provided directly to websites, processing of contactless payments made with smartphones, production of payment and credit cards.

The division of online payment systems focuses on offering the Turkish NestPay® solution, hence Turkey is still the largest market for these products. We adopted a strategy to provide our online payment gateways in the outsourcing model. Hence, our sales revenues depend on the number of retailers who are supported by banks, acting as the clients of ASEE, as well as the volume of generated transactions. According to the Management's estimates, the number of merchants supported through banks will grow less dynamically. In response to this trend, the Management is working to offer our online payment settlement services directly to retailers.

In the area of selling hardware, software and maintenance of automatic teller machines and point-of-sale terminals, our most important markets are

Serbia, Croatia, Bosnia and Herzegovina, Macedonia, Slovenia, and Montenegro. Apart from that, ASEE is consistently building its market share in Romania, Albania and Kosovo, and strives to reinforce its position in Bulgaria. The division of physical payments handling is consistently expanding its business model to cover both the traditional supply and maintenance of equipment, and the complete outsourcing of payment processes. These actions translate into greater security and predictability of our business, as well as give ASEE Group a competitive advantage over local firms. The physical payments handling division goes on testing new products and solutions in an effort to add more value to its services.

Development of the **Systems Integration** segment will primarily involve strengthening the presence of our proprietary solutions on individual markets of the region. Currently, the Systems Integration segment promotes its proprietary solutions with high revenue potential, which are ready for distribution in the whole region of ASEE operations, also outside the country of product origination. The Group is also planning to increase its market share in IT solutions developed for individual large customers, mainly in the public administration sector, leveraging on experience gained in this field in Macedonia and Serbia. ASEE continues to develop its competence in the implementation of projects co-financed by the European Union, both in the area of accession programs and structural funds.

7. KEY PRODUCTS, GOODS FOR RESALE, AND SERVICES

BANKING SOLUTIONS

Core Banking Systems

The Banking Solutions segment of ASEE offers three different core banking systems. Two of them are based on the **Oracle platform (Bapo and Absolut)**, and one on the **Microsoft platform (Pub2000)**.

On Microsoft platform: - **Pub2000**

Pub2000 is an integrated application for retail and corporate banking. Owing to its integrated *Product Factory* function it is quite a unique product in the market, which enables our clients to generate new banking products and services, and to define or modify process workflows without altering the application.

On Oracle platform: - **Bapo** - **Absolut**

Bapo is an integrated core banking system offering numerous *front-end* functions, optimized for retail and commercial banks conducting operations in Southern and Eastern Europe.

Absolut is a suite of applications designed to support finance and banking operations. The system consists of the core module and several additional modules, such as Internet banking, management information system, cards management system, and insurance management system. It also includes the **Absolut Leasing** application which effectively supports operations of leasing companies.

Omni-channel solution

Digital Edge is a digital banking platform with a set of touchpoint applications and a set of customer engagement capabilities that ensure customer data flows seamlessly across both self-service and assisted touchpoints. Thanks to **Digital Edge** a bank can increase the engagement and loyalty of its existing customer base and acquire new customers in a cost effective way.

Digital Edge solution contains a **Digital Edge Hub** and a set of online channels, including the Web, Mobile/Tablet, ATMs, Facebook, and Branch.

Other digital distribution channels

Experience

Experience Unified Front End (Experience Platform, Experience Branch, Customer Insight, Customer Analytics, Relationship Manager, Experience Multichannel) is a state-of-the-art, highly-flexible and fully integrated retail banking solution platform combining the best of traditional branch service functions with omni-channel environment, sales & service (product origination), operational and analytical CRM, workflow and process management features, in such a way providing unrivalled return on investment. These new generation products are developed with an eye to gain competitive advantage in new markets where ASEE Group is still not represented.

The new solutions also serve as a platform for the strategic unification of our current banking software lines, which is intended to enable cost savings, bring higher efficiency, and foster the exchange of know-how and resources among our teams. Introduction of a new product line that could be implemented internationally is one of the key priorities in the Group's long-term business strategy. These solutions were launched into the market in 2011.

e-banking and m-banking systems:

- **iBank**
- **Jimba (m-banking)**

Digital distribution systems (including *e-banking*, *m-banking*, etc.) are offered together with core banking systems or separately to be integrated with the bank's legacy solutions. Our offer includes a multi-channel e-banking system **iBank** and a specialized m-banking system **Jimba**, constituting a mobile banking platform designed for both retail and corporate banking customers. This solution supports all popular mobile platforms.

Other solutions:

- **Experience POS**
- **PFM**

Experience POS is an ideal solution for agents wishing to offer retail loans to their customers without the need of a personal visit to a bank. It is used in remote locations (merchants, car dealers, etc.) With Experience POS, a bank is able to extend its channel network to external points.

PFM is an advanced online personal finance management solution that enables bank's online banking clients to manage their finances by keeping track and making analysis about personal incomes, through automatic categorization of all transactions, by making plans about spending and incomes and through receiving financial help and recommendations.

Risk management

InACT

InACT® is a modular application that monitors and prevents transactional frauds, internal misuse, operational faults, and any transactions that are contrary to legislation.

InACT® protects an institution and its customers against malicious transactions. The solution offers a flexible user interface which can be easily adapted to the existing working environment of business users through its customizable menus. The **InACT®** application is also compatible with other back-end and front-end applications operated within the organization.

Business Intelligence

- **reporting systems (data warehouse and reporting module REPOBNR)**

Data warehouse and reporting module performs the following functions: reporting to the Central Bank, reporting to Credit Bureaus, reporting to the Financial Intelligence Office, reporting to tax authorities and preparation of data for reporting according to the new capital accord standards (Basel II).

- **Tezauri™**

Tezauri™ is an integrated Business Intelligence solution for banks, which enables risk management, credit assessment through an integrated *scoring* system and profitability analysis, monitoring of regulatory compliance as well as implementation related solutions.

Authentication security and e-commerce solutions

- **Strong authentication solution: SxS**

SxS is a two-factor authentication server specifically designed to meet the business and regulatory requirements of multi-channel organizations. SxS enables simultaneous use of different types of end-user devices and OTP standards.

- Solutions for digital signature and encryption based on PKI SmartCard technology:
PKI VAS, PKI CMS

PKI VAS (Public Key Infrastructure / smartcards): electronic signature solution.

PKI CMS (Credential Management System) is a flexible solution which has been designed to manage all aspects of the lifecycles of certificates that are stored on the hardware devices (e.g. smart cards or tokens) or in files (software certificate issuance).

- **E-commerce security solution: Trides**

Trides is a complete 3D Secure solution certified according to Verified by Visa™, MasterCard SecureCode™, American Express SafeKey™, and Diners Club ProtectBuy™ programs.

PAYMENT SOLUTIONS

Online Payment Gateway

ASEE provides turn-key e-payment services, solutions and products as well as after sale support to the leading banks in 13 different countries, in addition to providing 24/7 operational/technical support to more than 24,000 merchants.

NestPay®

NestPay® solution is a B2B online card payment platform that handles payments between headquarters and a network of dealers. **NestPay®** is designed to enable banks to offer card acquiring services to their web merchants. Financial institutions offering online payment services can get benefit from **NestPay® Payment Gateway** as a service provided by ASEE, using its PCI-DSS certified environment. **NestPay®** technology empowers the banks to enter "Card-Not-Present" (CNP) payment market with full confidence.

MerchantSafe®

MerchantSafe® enables merchants to avoid storing credit/debit card data within their software environment and significantly reduces the scope of their PCI-DSS compliance. **MerchantSafe®** offers mass card loading, online card loading, card updating / card cancellation, card group definition (all cards connected to the agent number) functions.

MerchantSafe® Unipay

Merchants will be able to collect payments remotely from various banks by using our **MerchantSafe® Unipay** which is an online payment solution offering a secure, easy and convenient checkout experience for both buyers and merchants, from multiple access points i.e. web, ERP systems, CRM systems and e-mail.

MassPay®

MassPay® is developed to enable merchants to realize high volume and scheduled collections from customer credit cards periodically. **MassPay®** ensures that collections are made automatically, fast and free of mistakes. It helps preventing risks caused by manual processing of credit card information, and reducing the workload.

NestCollect

NestCollect is an online card payment platform to handle payments between headquarters and their dealers. It helps companies to minimize operational costs and market risk related to commercial papers. On the other hand, banks promoting NestCollect can enjoy higher corporate card penetration rate and facilitate cross-selling opportunities for dealers.

ATMs and POS terminals

- installation
- maintenance
- replacement

ASEE provides complete payment industry solutions, for non-financial and financial institutions, supporting card and card-less transactions. We deliver self-service equipment, software, solutions, providing highest maintenance level and support. ATMs and POS terminals are also offered in the outsourcing model, which allows customers to just rent the equipment and take advantage of our maintenance and infrastructure management services.

ASEE is implementing world latest technology standards in payment industry and actively participating in innovations in our region, creating new, proprietary solutions which are tailored for our client's and our market specific needs.

24/7 Service Support

Center

Multivendor solutions for ATMs and POS terminals

Our well positioned service network, counting over 100 service centers, enables us to provide the best SLA possible. In South Eastern Europe, we successfully maintain over 6,500 ATM, ATS and KIOSK terminals as well as 120,000 POS terminals. We constantly update and improve functionalities on the installed self-service base in this region of Europe, by tracking the latest world trends and significantly investing in R&D (bill payment, recycling, automatic exchange office, top up, mCash, etc.). Outsourcing is one of our priorities, because at ASEE we above all aspire to have long-term agreements with our clients, cutting their operational costs at the same time.

Mobile payments, HCE (Hosted Card Emulation) and M POS are also in the ASEE's solutions portfolio, together with loyalty, m-banking, and e-commerce solutions. The Group has a successful cooperation with over 100 banks and 9 mobile operators in the SEE region, and it implements many projects for the public and industrial production sectors.

SYSTEMS INTEGRATION

Full range of integration services

Asseco South Eastern Europe Group is a top player in the market of integration services in Kosovo, Macedonia, Romania and Serbia. The Group serves the financial, industry and public administration sectors with the following **business lines**: development of IT infrastructure, implementations and support, ensuring continuity of business processes, automation of operations, and software development. The Systems Integration segment also presents a group of proprietary solutions of ASEE which, due to their profile, have not been classified to our banking or payment solutions.

OTHER SOFTWARE

Business Process Suite

Business Process Suite (BPS) is a content management solution which delivers sophisticated, end-to-end automated business procedures that centralize, accelerate, and greatly increase the accuracy of finance content management.

IVN® (Interactive Voice Notification)

IVN® is a web-based technology solution that performs external call campaigns without customer representative for call / contact centers. Business and marketing departments can easily perform their multiple campaigns with predefined rules with IVN® without support of the IT department.

Live

Live is an advanced CRM platform supporting multiple communication channels and business processes. It integrates various technologies and modules that are part of a standard Contact Center solution. Live is a powerful tool for improvement of customer relations and efficient allocation and organization of support resources.

Fidelity

Fidelity is a full-fledged solution for asset lifecycle management, dedicated primarily to large organizations with dispersed organizational structure. It is a unique solution on the market owing to the comprehensiveness of its modules addressing the full set of requirements of Asset and Spend Management, covering the functionalities of Budget Control, Procurement and Spend Analysis, as well as traditional ERP functions such as Inventory Management.

Billing systems

SKAI is a billing system for utility companies. This solution enables enterprises to easily handle all of their operations, provide the required level of comprehensive services, and manage their customer relationships efficiently. This system greatly facilitates the management of real estate, distribution network, customer information, and billing processes. Our clients who use these solutions are water supply companies, namely "Hidrodrini" Prizren and "Hidroregjini Jugor" Peje, both located in Kosovo.

Solutions for leasing companies

- **Lease product and asset management solution - LeaseFlex**

LeaseFlex is a web-based Lease Product and Asset Management software for equipment and consumer finance. It enables financial service companies to maximize their operational efficiency in business administration and monitoring with a centralized management platform for operational processes and end-to-end management of the lease product and asset lifecycle.

8. SELLING MARKETS

ASEE operates in the region of South Eastern Europe, which includes 11 countries: Albania, Bosnia and Herzegovina, Bulgaria, Croatia, Montenegro, Kosovo, Macedonia, Moldova, Romania, Serbia, and Slovenia, as well as in Turkey and Poland.

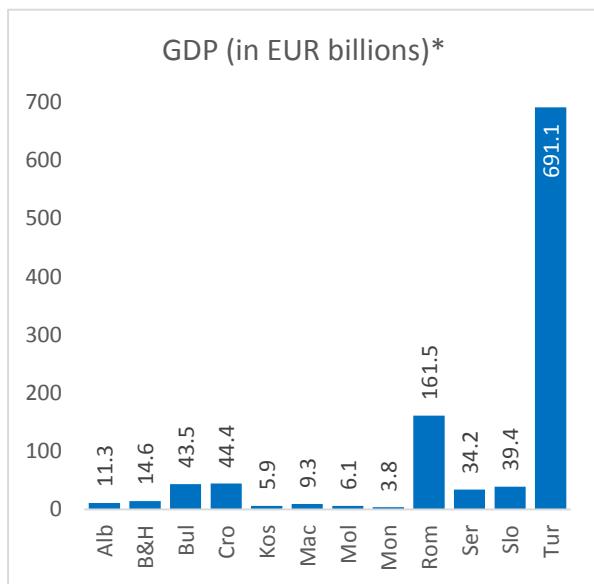
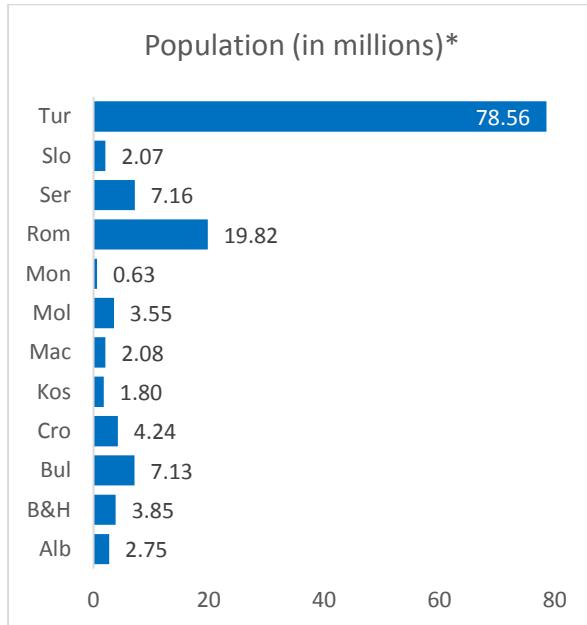
Four of the region's countries, namely Slovenia, Romania, Bulgaria and Croatia are member states of the European Union.

The Group's biggest operations are conducted in the markets of Serbia, Romania, Macedonia, Croatia, and Turkey.

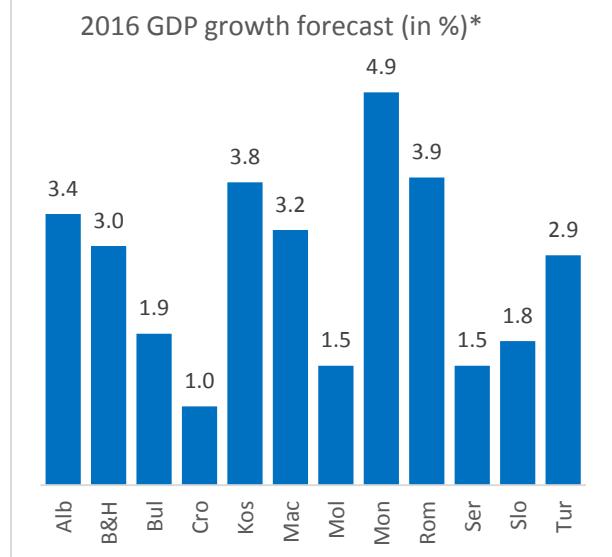
We have also managed to develop a significant amount of business in Kosovo and Bosnia and Herzegovina. As far as other markets are concerned, the scale of our operations will be gradually expanded by launching comprehensive offerings of products from all of our business segments.

Apart from the Group's development in South Eastern Europe and Turkey, we continue efforts to increase sales of our products and services also outside that region.

The following charts display the size of the markets in which ASEE operates, measured by population and GDP of each country.



The analysis of data on the population and gross domestic product (GDP) shows that most of the countries in which ASEE operates are small markets, with a relatively low purchasing power. Turkey is an exception where both the number of inhabitants and GDP are higher than in all other countries of ASEE operations taken together.



The region's GDP forecasts for 2016 indicate the possibility of a slight economic upturn in comparison to recent years. However, the GDP of Serbia, which is the most important market for ASEE that accounted for 24% of the Group's total revenues in 2015, is expected to grow by 1.5% only; whereas, the GDP of Croatia, where 14% of our total revenues were generated in 2015, is seen to expand by just 1.0%. In the next three out of the Group's top five markets (Macedonia, Turkey, and Romania), the GDP is seen to grow somewhat more dynamically, by 2.9% to 3.9%.

As mentioned above, the Group operates in the markets of South Eastern Europe and Turkey, and that is where most of our revenues were generated during the year ended 31 December 2015. The breakdown of our sales revenues by the client's location is as follows: 24% – Serbia, 20% – Romania, 14% – Croatia, 10% – Turkey, 10% – Macedonia, 17% – other South Eastern European countries, and 5% – markets outside that region (including Poland).

During the year ended 31 December 2015, sales to any individual client of the Group did not exceed 10% of our total sales revenues.

The Group subsidiaries operating in particular countries have their own suppliers and therefore the Group is not substantially dependent upon any single supplier.

Given the weak economic situation which has prevailed in the region for several years, the Group's Management does not expect the local market growth to be a key development driver for ASEE in the nearest future. Instead, additional business development opportunities are seen in expanding the Group's portfolio with new products and services, as well as in the intensification of export sales of selected software solutions and offering of our products outside the region of South Eastern Europe.

Having analyzed the size and purchasing power of individual markets in which the Group currently operates as well as our competitive position in particular countries, the Management of ASEE intends to concentrate its efforts on expansion of ASEE's business primarily in Turkey, but also in Romania and Bulgaria. Concurrently, the Group plans to defend its strong position in Serbia, Macedonia, Croatia, Slovenia, and Montenegro.

9. SIGNIFICANT AGREEMENTS CONCLUDED BY THE GROUP

Agreements significant for the Group's operations that were signed during 2015 are presented below in a breakdown to individual operating segments:

Banking Solutions:

- contract for the implementation of a core banking system, Experience Front End solution, iBank online banking system, and a reporting system at a newly-established bank in Serbia;
- contract for the implementation of an authentication solution (SxS) and financial fraud prevention and anti-money laundering software (InACT) at Credito Emiliano bank in Italy;
- contract for the implementation of a personal finance management solution (PFM) at Unicredit Group banks operating in Central and Eastern Europe;
- contract for the supply and implementation of a mobile banking system and an authentication solution for five banks operating within Intesa Sanpaolo Group;
- contract for the implementation of a core banking system at Ziraat Bank in Kosovo and Montenegro;
- contract for the implementation of a mobile banking system (Jimba) and e-banking system (iBank) at the branch of a large international bank in Bosnia and Herzegovina;
- contract for the implementation of PUB2000 Trade Finance module for document and business process management at Raiffeisenbank in Bulgaria.

Payment Solutions:

- contract for the supply of an online payment gateway (NestPay) for transactions executed in Turkey by one of the global payment operators;
- contract for the implementation of an online payment gateway (NestPay) at Maroc Telecommerce, the largest operator of e-payments in Morocco;
- contract for the implementation of a mobile payment solution for a telecommunications operator in Bosnia and Herzegovina;

- contract for the implementation of an online payment gateway (NestPay) for one of the largest banks in Serbia;
- 5-year outsourcing contract for processing of payments carried out through POS terminals for NLB Montenegro;
- outsourcing contracts for processing of payments carried out through POS terminals for Primorska Banka and Istarska Kreditna Banka in Croatia;
- contract for the implementation of ATM management software (TermHost) at a bank in Croatia;
- a number of contracts for the supply of ATMs and POS terminals, including the supply of ATMs to Zagrebacka Bank, DP Banka, and KentBank in Croatia, the supply of 50 ATMs to the Kosovo branch of a large international bank, expanding the network of ATMs for NLB Tutunska Bank in Macedonia, expanding the network of POS terminals for one of the leading banks in Slovenia.

Systems Integration:

- contract for the implementation of mobile functionalities for the Fidelity solution at one of the largest banks in Turkey;
- contract for the consolidation of infrastructure and integration of software used to ensure online access to the central database of the real estate register in Macedonia;
- contract for the implementation of mobile functionalities for the LeaseFlex solution at two leasing companies in Turkey;
- contract for the implementation of an asset and inventory management module for the Fidelity solution at Sekerbank in Turkey;
- contract for the implementation of a retail customers module (FinanceFlex) for the LeaseFlex solution at a car leasing company in Turkey;
- contract for the implementation of a flight control system at the airport in Belgrade;
- contract for the implementation of a real estate management module for the LeaseFlex solution at one of the leading banks in Turkey;
- contracts for the implementation of Dynatrace Application Performance Management at one of the banks as well as at a mobile telephony operator in Turkey;
- contract for the implementation of a business process and electronic document management system for all government agencies in Croatia.

10. INFORMATION ON GEOGRAPHICAL STRUCTURE OF FINANCIAL RESULTS

For the year ended 31 December 2015 in PLN thousands	Albania	Bosnia	Bulgaria	Croatia	Montenegr o	Kosovo	Macedonia	Poland	Romania	Serbia	Slovenia	Turkey	Total
Sales revenues	3,034	15,708	5,113	78,196	7,905	15,129	53,241	7,559	99,608	134,907	12,955	53,850	487,205
Cost of sales (-)	(2,381)	(10,645)	(4,771)	(59,409)	(4,922)	(12,160)	(35,589)	(3,947)	(83,085)	(100,489)	(9,659)	(34,724)	(361,781)
Gross profit on sales	653	5,063	342	18,787	2,983	2,969	17,652	3,612	16,523	34,418	3,296	19,126	125,424
Selling costs (-)	(120)	(987)	(248)	(7,066)	(758)	(531)	(3,186)	(1,223)	(7,934)	(10,290)	(212)	(4,858)	(37,413)
General and administrative expenses (-)	(188)	(1,414)	(690)	(6,609)	(554)	(918)	(2,826)	(708)	(5,433)	(7,842)	(1,032)	(7,785)	(35,999)
Net profit/(loss) on sales	345	2,662	(596)	5,112	1,671	1,520	11,640	1,681	3,156	16,286	2,052	6,483	52,012
Other operating income	14	32	274	10	8	42	287	922	112	9	4	831	2,545
Other operating expenses	-	(68)	(230)	(13)	(42)	(33)	(115)	(324)	(84)	(861)	(8)	(138)	(1,916)
Share of profits of associates	-	-	-	-	-	597	-	-	-	(141)	-	-	456
Operating profit/(loss)	359	2,626	(552)	5,109	2,234	1,529	11,812	2,279	3,184	15,293	2,048	7,176	53,097

For the year ended 31 December 2015 in EUR thousands	Albania	Bosnia	Bulgaria	Croatia	Montenegro	Kosovo	Macedonia	Poland	Romania	Serbia	Slovenia	Turkey	Total
Sales revenues	725	3,754	1,222	18,686	1,889	3,615	12,723	1,806	23,803	32,237	3,096	12,867	116,423
Cost of sales (-)	(569)	(2,544)	(1,140)	(14,196)	(1,176)	(2,906)	(8,504)	(943)	(19,854)	(24,013)	(2,308)	(8,298)	(86,451)
Gross profit on sales	156	1,210	82	4,490	713	709	4,219	863	3,949	8,224	788	4,569	29,972
Selling costs (-)	(29)	(236)	(59)	(1,689)	(181)	(127)	(761)	(292)	(1,896)	(2,459)	(51)	(1,160)	(8,940)
General and administrative expenses (-)	(45)	(338)	(165)	(1,579)	(132)	(219)	(675)	(169)	(1,298)	(1,874)	(247)	(1,862)	(8,603)
Net profit/(loss) on sales	82	636	(142)	1,222	400	363	2,783	402	755	3,891	490	1,547	12,429
Other operating income	3	8	65	2	2	10	69	220	27	2	1	198	607
Other operating expenses	-	(16)	(55)	(3)	(10)	(8)	(27)	(77)	(20)	(206)	(2)	(33)	(457)
Share of profits of associates	-	-	-	-	-	143	-	-	-	(34)	-	-	109
Operating profit/(loss)	85	628	(132)	1,221	535	365	2,825	545	762	3,653	489	1,712	12,688

The above figures have been converted at the average exchange rate for the period from 1 January 2015 to 31 December 2015: EUR 1 = PLN 4.1848

For the year ended 31 December 2014 in PLN thousands	Albania	Bosnia	Bulgaria	Croatia	Montenegro	Kosovo	Macedonia	Poland	Romania	Serbia	Slovenia	Turkey	Total
Sales revenues	2,431	13,250	3,948	70,270	8,257	17,531	63,631	6,774	116,665	137,036	11,110	50,027	500,930
Cost of sales (-)	(1,550)	(9,069)	(4,037)	(53,213)	(5,745)	(15,398)	(49,142)	(4,953)	(99,237)	(103,032)	(8,618)	(29,343)	(383,337)
Gross profit on sales	881	4,181	(89)	17,057	2,512	2,133	14,489	1,821	17,428	34,004	2,492	20,684	117,593
Selling costs (-)	(127)	(1,306)	(524)	(4,991)	(418)	(717)	(3,133)	(1,451)	(7,127)	(10,937)	(271)	(5,458)	(36,460)
General and administrative expenses (-)	(399)	(1,567)	(858)	(6,082)	(633)	(1,140)	(2,941)	(49)	(5,397)	(8,126)	(926)	(7,038)	(35,156)
Net profit/(loss) on sales	355	1,308	(1,471)	5,984	1,461	276	8,415	321	4,904	14,941	1,295	8,188	45,977
Other operating income	2	26	87	200	41	87	695	49	106	198	16	169	1,676
Other operating expenses	-	(254)	(4)	(337)	-	(67)	(441)	(31)	(90)	(452)	-	(19)	(1,695)
Share of profits of associates	-	-	-	-	-	493	-	-	-	(219)	-	-	274
Operating profit/(loss)	357	1,080	(1,388)	5,847	1,995	296	8,669	339	4,920	14,468	1,311	8,338	46,232

For the year ended 31 December 2014 in EUR thousands	Albania	Bosnia	Bulgaria	Croatia	Montenegro	Kosovo	Macedonia	Poland	Romania	Serbia	Slovenia	Turkey	Total
Sales revenues	581	3,163	942	16,774	1,971	4,185	15,189	1,617	27,849	32,712	2,652	11,942	119,577
Cost of sales (-)	(370)	(2,165)	(964)	(12,702)	(1,371)	(3,676)	(11,731)	(1,182)	(23,689)	(24,595)	(2,057)	(7,004)	(91,506)
Gross profit on sales	211	998	(22)	4,072	600	509	3,458	435	4,160	8,117	595	4,938	28,071
Selling costs (-)	(30)	(312)	(125)	(1,191)	(100)	(171)	(748)	(346)	(1,701)	(2,611)	(65)	(1,304)	(8,704)
General and administrative expenses (-)	(95)	(374)	(205)	(1,452)	(151)	(272)	(702)	(12)	(1,288)	(1,940)	(221)	(1,680)	(8,392)
Net profit/(loss) on sales	86	312	(352)	1,429	349	66	2,008	77	1,171	3,566	309	1,954	10,975
Other operating income	-	6	21	48	10	21	166	12	25	47	4	40	400
Other operating expenses	-	(61)	(1)	(80)	-	(16)	(105)	(7)	(22)	(108)	-	(4)	(404)
Share of profits of associates	-	-	-	-	-	118	-	-	-	(53)	-	-	65
Operating profit/(loss)	86	257	(332)	1,397	477	71	2,069	82	1,174	3,452	313	1,990	11,036

The above figures have been converted at the average exchange rate for the period from 1 January 2014 to 31 December 2014: EUR 1 = PLN 4.1892

11. KEY ECONOMIC AND FINANCIAL FIGURES AND SIGNIFICANT EVENTS WITH IMPACT ON BUSINESS OPERATIONS AND FINANCIAL PERFORMANCE

PLN'000	3 months ended 31 Dec. 2015	3 months ended 31 Dec. 2014	Change %	Year ended 31 Dec. 2015	Year ended 31 Dec. 2014	Change %
	(unaudited)	(unaudited)		(audited)	(audited)	
Sales revenues	139,718	165,473	-16%	487,205	500,930	-3%
Gross profit on sales	33,136	36,451	-9%	125,424	117,593	7%
Net profit on sales	14,864	16,112	-8%	52,012	45,977	13%
Operating profit	14,406	15,766	-9%	53,097	46,232	15%
EBITDA	22,744	22,281	2%	83,396	69,244	20%
Net profit for the reporting period	11,088	13,719	-19%	43,502	39,040	11%
Net profit attributable to Shareholders of the Parent Company	11,088	13,672	-19%	43,580	39,035	12%

EUR'000	3 months ended 31 Dec. 2015	3 months ended 31 Dec. 2014	Change %	Year ended 31 Dec. 2015	Year ended 31 Dec. 2014	Change %
	(unaudited)	(unaudited)		(audited)	(audited)	
Sales revenues	32,863	39,330	-16%	116,423	119,577	-3%
Gross profit on sales	7,779	8,660	-10%	29,972	28,071	7%
Net profit on sales	3,496	3,831	-9%	12,429	10,975	13%
Operating profit	3,384	3,748	-10%	12,688	11,036	15%
EBITDA	5,343	5,295	1%	19,928	16,529	21%
Net profit for the reporting period	2,600	3,262	-20%	10,395	9,319	12%
Net profit attributable to Shareholders of the Parent Company	2,601	3,251	-20%	10,414	9,318	12%

ASEE Group generated very favourable financial results for the fourth quarter of 2015. Although we did not manage to improve our strong results for the fourth quarter of 2014, our financial performance in the last three months allowed to achieve solid growth in the whole year 2015, confirming the good condition of our Company. The fourth quarter of a year is traditionally the best earning period for the Systems Integration segment. Operating profit of this segment for the last three months of 2015 was higher than for the three preceding quarters put together and reached a similar level as in the fourth quarter of 2014. The fourth quarter of 2015 was also a successful period for our other operating segments. Both the Banking Solutions and the Payment Solutions segments maintained their high shares in the structure of our revenues and operating profit, in the wake of growing importance of own products and services in ASEE Group which has been observed for several consecutive quarters. The most important events that have affected the reported financial results are presented below.

Sales revenues

In the fourth quarter of 2015, sales revenues presented in PLN and EUR decreased by PLN 26 million (16%) and EUR 6.5 million (16%), respectively, both in relation to sales generated in the comparable period of 2014. Total sales revenues of ASEE Group for the four quarters of 2015 were 3% lower than in 2014. Although annual consolidated revenues of ASEE Group remained at a comparable level, their 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. Sales generated by the Systems Integration segment in the fourth quarter of 2015 decreased substantially (by almost EUR 7 million or 32%) in relation to the comparable period last year; however, such deterioration was observed mainly in the sales of hardware and third-party licenses which therefore had an insignificant impact on the segment's operating profit.

Sales revenues by segments

PLN'000	3 months ended 31 Dec. 2015	3 months ended 31 Dec. 2014	Change	Year ended 31 Dec. 2015	Year ended 31 Dec. 2014	Change
	(unaudited)	(unaudited)	%	(audited)	(audited)	%
Banking Solutions	38,189	38,930	-2%	134,384	118,213	14%
Payment Solutions	40,174	36,900	9%	160,130	135,352	18%
Systems Integration	61,355	89,643	-32%	192,691	247,365	-22%
139,718	165,473	-16%		487,205	500,930	-3%

EUR'000	3 months ended 31 Dec. 2015 (unaudited)	3 months ended 31 Dec. 2014 (unaudited)	Change %	Year ended 31 Dec. 2015 (audited)	Year ended 31 Dec. 2014 (audited)	Change %
Banking Solutions	8,980	9,253	-3%	32,112	28,219	14%
Payment Solutions	9,419	8,759	8%	38,265	32,310	18%
Systems Integration	14,464	21,318	-32%	46,046	59,048	-22%
	32,863	39,330	-16%	116,423	119,577	-3%

In 2015, consolidated sales of ASEE Group decreased by nearly EUR 3.2 million in comparison with the previous year. In this period, lower revenues were recorded in the Systems Integration segment, while both the Payment Solutions segment and the Banking Solutions segment generated higher sales.

In 2015, revenues of the Banking Solutions segment increased by EUR 3.9 million or nearly 14% over the last year's level. A significant portion of this growth (EUR 1.6 million) was generated in Serbia, where in 2015 we continued to execute large banking projects for local clients and were engaged in several international implementations. Hence, the segment recorded higher sales also in the countries such as Bosnia and Herzegovina and Kosovo, which do not offer their own banking systems and have to rely on solutions provided by other foreign operations of Asseco South Eastern Europe S.A., as well as in Macedonia whose Banking Solutions segment is in close cooperation with our Serbian team. Revenues of the Banking Solutions segment increased also in Croatia by EUR 0.76 million, on the back of stronger demand for our mobile solutions. Whereas, the segment's revenues in Turkey improved by EUR 0.5 million owing to new contracts for the implementation of fraud prevention and anti-money laundering solutions, including InAct.

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 in the area of online payments and physical payments. In 2015, revenues from handling of physical payments increased the most in Serbia (by EUR 1.3 million), Croatia (by EUR 1.1 million), as well as in Macedonia (by EUR 0.76 million). However, most of this revenue growth in Macedonia and a significant portion thereof in Serbia and Croatia resulted from larger deliveries of infrastructure in the traditional model of maintenance of ATMs and POS terminals. Revenues from processing of online payments improved by almost EUR 1.4 million in 2015. A significant portion of such additional sales was generated in Turkey.

The Systems Integration segment closed the year 2015 with sales at the level of EUR 46.0 million, reflecting a decrease by EUR 13 million or 22% in comparison with 2014. The segment's revenues declined primarily in the supply of infrastructure and provision of integration services. The results of this business line deteriorated particularly in Romania, where sales dropped by EUR 4.2 million from the last year's level, as well as in Macedonia, where we suffered a decline by more than EUR 3.6 million. Such lower revenues were a consequence of the lack of significant contracts that would be comparable to those executed by ASEE Group in 2014.

Gross profit on sales

The above-mentioned decrease in the Group's sales revenues by nearly EUR 3.2 million was accompanied by a reduction of our cost of sales by more than 5.0 million, as a result of which gross profit on sales for 2015 improved by EUR 1.9 million or 7% as compared with the previous year.

Whereas, our production costs aggregated at EUR 43.7 million in 2015 and were over EUR 1.3 million higher than in the previous year. A substantial portion of the increase in production costs resulted from additional depreciation charges on equipment provided to our clients under the outsourcing of payment solutions. In the same period, the cost of goods, materials and third-party services sold (COGS) dropped by EUR 6.3 million. Changes in the cost of sales reflect a greater share of our own services and solutions in the Group's revenue structure. In 2015, sales of our own services and solutions reached EUR 71 million (or 61% of total revenues) as compared with EUR 66.7 million (or 56% of total revenues) generated a year ago. Projects that involve own services and solutions, as a general rule, generate higher margins of profit than the resale of third-party goods and services, and therefore the said change in our revenue structure contributed to an increase in the gross profit margin. This margin reached 25.7% in 2015 and was up from the level of 23.5% reported for the previous year.

Net profit on sales

Consolidated net profit on sales for 2015 improved by more than EUR 1.4 million, as a cumulative effect of an increase in gross profit on sales by over EUR 1.9 million, which was accompanied by higher selling expenses by EUR 240 thousand as well as higher general and administrative expenses by EUR 210 thousand. Our selling expenses as well as general and administrative expenses increased basically due to the higher amount of variable remunerations resulting from the Group's improving financial performance. Moreover, general and administrative expenses increased in comparison with 2014 as we incurred additional

costs for infrastructure and office space in Turkey. Consolidated net profit on sales of ASEE Group for 2015 improved owing to considerably stronger results achieved by our Banking Solutions segment (an increase by EUR 1.5 million), as well as further improvement in the results of the Payment Solutions segment (an increase by EUR 1.3 million). These positive achievements were partially offset by the weaker performance of the Systems Integration segment (a decrease by EUR 1.3 million). The reasons behind such changes have been described in more detail in the above section on sales revenues as well as in the below section discussing our operating profit.

Net profit on sales by segments

PLN'000	3 months ended 31 Dec. 2015	3 months ended 31 Dec. 2014	Change %	Year ended 31 Dec. 2015	Year ended 31 Dec. 2014	Change %
	(unaudited)	(unaudited)		(audited)	(audited)	
Banking Solutions	4,331	5,974	-28%	17,455	11,181	56%
Payment Solutions	5,646	5,516	2%	26,895	21,474	25%
Systems Integration	4,887	4,622	6%	7,662	13,322	-43%
Net profit on sales	14,864	16,112	-8%	52,012	45,977	13%

EUR'000	3 months ended 31 Dec. 2015	3 months ended 31 Dec. 2014	Change %	Year ended 31 Dec. 2015	Year ended 31 Dec. 2014	Change %
	(unaudited)	(unaudited)		(audited)	(audited)	
Banking Solutions	1,016	1,424	-29%	4,171	2,669	56%
Payment Solutions	1,316	1,308	1%	6,427	5,126	25%
Systems Integration	1,164	1,099	6%	1,831	3,180	-42%
Net profit on sales	3,496	3,831	-9%	12,429	10,975	13%

Operating profit and EBITDA

Operating profit of ASEE Group for all the four quarters of 2015 reached EUR 12.7 million, increasing by over EUR 1.6 million or 15% in comparison with 2014.

Our consolidated operating profit grew primarily due to a stronger performance of the Banking Solutions segment. In 2015, the segment's EBIT amounted to EUR 4.2 million, reflecting an increase by EUR 1.5 million or 57% in comparison with the previous year. Such growth was achieved mainly on the back of robust results in Serbia (where EBIT increased by almost EUR 1 million) as well as in Macedonia (an increase by EUR 360 thousand). These teams were engaged in the implementation of banking projects both in their local markets and in other countries of the Group's operations. Higher sales of fraud prevention and anti-money laundering solutions helped improve the segment's operating results in Turkey.

Operating profit earned by the Payment Solutions segment in 2015 reached EUR 6.4 million, increasing by EUR 1.3 million or 26% above the year-ago level. A significant portion of that increase (EUR 1.1 million) was generated from handling of physical payments. Stronger results of

this segment were achieved, among others, in Slovenia (where EBIT increased by EUR 210 thousand) and in Romania (an increase by EUR 180 thousand) – in both the countries we observe a dynamic growth in the outsourcing of our payment solutions. The segment managed to improve its results also in Serbia (an increase by EUR 310 thousand) and in Croatia (an increase by EUR 150 thousand), however operating profits in these countries were largely generated from the traditional supply and maintenance of payment devices.

The Systems Integration segment earned EUR 1.8 million in operating profit for 2015, which is almost EUR 1.4 million less than in the comparable period last year. The largest decline in operating profit was suffered in Serbia (by EUR 1 million), where in 2014 we were engaged in the execution of large integration projects, which was not the case in 2015. The same reasons caused a deterioration of the segment's operating profit in Romania, which dropped by EUR 0.7 million from the last year's level. A similar deterioration was observed in Turkey, where our sales and EBIT fell basically across all the product lines included in the Systems Integration segment. At the same time, the

segment generated stronger results in Macedonia by EUR 0.4 million and in Poland also by EUR 0.4 million. As we expected, the fourth quarter brought some improvement in the financial performance of the Systems Integration segment – its operating profit was higher than for the three preceding quarters taken together; nevertheless, it was not enough to reach the year-ago level in the full year 2015.

It should be noted that the Group's operating profit for the first quarter of 2015 was favourably influenced by the received reimbursement of the excessive amount of civil law transactions tax paid by the holding company in the years 2008–2010. The net amount of reimbursed tax (after deducting the costs of legal proceedings) equalled EUR 144 thousand and was recognized in operating income. Furthermore, ASEE Group recognized a financial income of EUR 121 thousand representing the amount of interest accrued on the awarded reimbursement.

In 2015, consolidated EBITDA reached EUR 19.9 million, improving by EUR 3.4 million or 21% in relation to the comparable period last year. The most significant growth of EBITDA (by EUR 2.9 million or 36%) was recorded in the Payment Solutions segment, where EBITDA increased faster than operating profit as a result of higher depreciation charges on equipment provided to our clients in the outsourcing model. EBITDA in the Banking Solutions segment increased by EUR 1.6 million, whereas in the Systems Integration segment it declined by almost EUR 1.4 million. An additional increase in EBITDA amounting to EUR 220 thousand was related to our business operations which are not allocated to any of our operating segments.

Net profit

Consolidated net profit of ASEE Group for 2015 reached EUR 10.4 million, improving by EUR 1.1 million or 12% in comparison to the corresponding period last year.

Analysis of financial ratios

	3 months ended 31 Dec. 2015 (unaudited)	3 months ended 31 Dec. 2014 (unaudited)	Year ended 31 Dec. 2015 (audited)	Year ended 31 Dec. 2014 (audited)
Gross profit margin	23.7%	22.0%	25.7%	23.5%
EBITDA margin	16.3%	13.5%	17.1%	13.8%
Operating profit margin	10.3%	9.5%	10.9%	9.2%
Net profit margin	7.9%	8.3%	8.9%	7.8%
Return on equity (ROE)			6.4%	5.9%
Return on assets (ROA)			5.1%	4.8%

The above ratios have been computed using the following formulas:

Gross profit margin = gross profit on sales / sales

EBITDA margin = (operating profit + depreciation and amortization) / sales

Operating profit margin = operating profit / sales

Net profit margin = net profit for the reporting period attributable to Shareholders of the Parent Company / sales

The Group's net result on financial operations equalled EUR 135 thousand in 2015, as compared with EUR -4 thousand reported for the previous year.

In the year reported, ASEE Group earned a higher interest income basically on bank cash deposits, incurred lower interest expenses on its debt, which was partially offset by a worse result on foreign exchange differences. Yet it should be noted that in 2015, we recognized a one-off financial income of EUR 121 thousand which was related to the reimbursement of excessive tax paid on civil law transactions. If this amount was deducted, the Group's net result on financial operations for 2015 would equal EUR 14 thousand, reflecting an increase by EUR 18 thousand in relation to the year 2014.

In 2015, our income tax expense amounted to more than EUR 2.4 million (effective tax rate of 18.9%) as compared with EUR 1.7 million incurred in the previous year (effective tax rate of 15.5%). Income tax expense resulted from our current business operations conducted in individual countries as well as from income taxes on dividends received by the holding company from its subsidiaries. During the year 2015, the holding company received more than EUR 11 million in dividends from its operating companies located outside of the European Union, which was EUR 7 million more than in 2014. As a result, income tax expense on dividends received by the holding company was almost EUR 0.4 million higher than in the previous year, contributing the most to an increase in the effective tax rate of ASEE Group. Another factor behind a higher amount of income tax incurred in 2015 was a less favourable structure of sales in Turkey, which caused a decrease in the value of tax reliefs arising from the location of a part of our business in special economic zones. Although, pre-tax profit achieved by ASEE Turkey for 2015 was lower than for 2014, the company's income tax expense increased by EUR 160 thousand.

Return on equity (ROE) = net profit for the period of trailing 12 months attributable to Shareholders of the Parent Company / average annual equity attributable to Shareholders of the Parent Company

Return on assets (ROA) = net profit for the period of trailing 12 months attributable to Shareholders of the Parent Company / average annual assets

In the fourth quarter, our gross profit margin equalled 23.7% as compared with 25.7% achieved in the whole year 2015. This reflects an improvement by 2.2 percentage points as compared with the year 2014. As described above, our profitability at this level improved primarily as a result of higher share of own services and solutions in the revenue structure of ASEE Group.

Whereas, EBITDA margin improved from 13.8% in 2014 to the level of 17.1% in 2015. EBITDA margin increased more dynamically than our operating profit margin chiefly due to higher depreciation charges recognized on POS terminals and ATMs that are provided to clients of our Payment Solutions segment under the outsourcing of payment processes.

Operating profit margin reached 10.9% in 2015, climbing by 1.7 percentage points over the last year's level. Changes in the levels of our operating profit and margin have been explained in detail above.

Net profit margin increased by 1.1 percentage points to the level of 8.9% for the full year 2015.

Stronger financial performance of ASEE in 2015 resulted in an increase in the rates of return on equity and assets. Return on equity (ROE) for the trailing 12 months ended 31 December 2015 equalled 6.4% growing by 0.5 percentage points; whereas, return on assets (ROA) reached the level of 5.1% improving by 0.3 percentage points.

	31 Dec. 2015 (audited)	31 Dec. 2014 (audited)
Working capital (in PLN thousands)	103,809	92,766
Current liquidity ratio	1.79	1.65
Quick liquidity ratio	1.58	1.45
Absolute liquidity ratio	0.79	0.64

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 = (short-term financial assets + cash and short-term bank deposits) / current liabilities

Structure of the consolidated statement of financial position

Structure of assets

	31 Dec. 2015 PLN'000	31 Dec. 2014 PLN'000	31 Dec. 2015 %	31 Dec. 2014 %
Non-current assets	614,876	612,945	72%	72%
Property, plant and equipment	86,369	69,846	10%	8%
Intangible assets	33,566	38,114	4%	4%
Goodwill	489,600	498,113	58%	59%
Other	5,341	6,872	1%	1%
Current assets	235,154	235,352	28%	28%
Inventories	15,506	16,339	2%	2%
Trade receivables and prepayments	95,917	108,391	11%	13%
Receivables from valuation of IT contracts	15,951	14,632	2%	2%
Short-term financial assets	2,713	2,646	0%	0%
Cash and cash deposits	101,075	88,973	12%	10%
Other	3,992	4,371	0%	1%
TOTAL ASSETS	850,030	848,297	100%	100%

Goodwill is the main component of ASEE Group's assets. The amounts of goodwill may change in the wake of an appreciation or depreciation of the Polish zloty against the foreign currencies in which individual items of goodwill are denominated.

The increase in property, plant and equipment by PLN 16.5 million, and consequently their higher share in the value of total assets, resulted primarily from purchases of POS terminals and ATMs used in the services of outsourcing of payment processes provided by our Payment Solutions segment.

Intangible assets decreased by PLN 4.5 million, mainly due to amortization charges and partial

liquidation of software disclosed in completed development projects, as well as a lower amount of capitalized product development costs.

Current assets as at the end of 2015 remained at a similar level as reported at the end of the previous year. The biggest changes within the structure of current assets included a decrease in trade receivables by almost PLN 13 million, which was accompanied by an increase in cash and cash equivalents by PLN 12 million.

Other components of assets represented a similar portion of the total value of assets both as at 31 December 2015 and 31 December 2014.

Structure of equity and liabilities

	31 Dec. 2015 PLN'000	31 Dec. 2014 PLN'000	31 Dec. 2015 %	31 Dec. 2014 %
Equity	689,309	679,168	81%	80%
Non-current liabilities	29,376	26,543	3%	3%
Interest-bearing bank loans	24,849	21,018	3%	2%
Other	4,527	5,525	1%	1%
Current liabilities	131,345	142,586	15%	17%
Interest-bearing bank loans	20,480	22,051	2%	3%
Trade payables and accruals	61,398	76,096	7%	9%
Deferred income	12,532	7,033	1%	1%
Liabilities arising from IT contracts	4,562	3,997	1%	0%
Financial liabilities	750	2,274	0%	0%
Other current liabilities	31,623	31,135	4%	4%
TOTAL EQUITY AND LIABILITIES	850,030	848,297	100%	100%

As at 31 December 2015, equity accounted for 81% of total equity and liabilities, rising by 1 pp from the level of 80% reported as at 31 December 2014.

Whereas, the portion represented by current liabilities decreased following a decline in the amount of trade payables and accruals.

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	75,279	72,863
Net cash provided by (used in) investing activities	(41,583)	(59,049)
Net cash provided by (used in) financing activities	(20,467)	14,760
Net change in cash and cash equivalents	13,229	28,574

Our operating activities generated PLN 75.3 million of net cash flows in 2015, which is PLN 2.4 million more than in the comparable period last year. Such an increase in cash flows resulted primarily from higher EBITDA, which was partially offset by higher expenditures for working capital as well as by a higher amount of income tax paid as compared with 2014. Large fluctuations in the Group's working capital, on a quarter-to-quarter basis, resulted from the values and phases of ongoing projects, and above all from the schedule of settlements with suppliers and customers of ASEE.

Investing activity expenditures amounted to nearly PLN 42 million in 2015, decreasing by PLN 17.5 million in relation to the comparable period last year. Such lower capital expenditures were a consequence of a smaller number and scale of new projects as well as a smaller number of equipment replacements under ongoing projects carried out in the Payment Solutions segment. In 2014, ASEE Group invested more than PLN 42 million in equipment used for the outsourcing of payment transaction processes, which included mainly new POS terminals provided to our banking clients in Croatia and Serbia. In 2015, the Company spent approximately PLN 30 million for purchases of new POS terminals and ATMs.

In 2015, net cash used in our financing activities amounted to PLN 20.5 million. These outflows resulted mainly from the amount of dividends paid out to the shareholders of ASEE in July 2015 (PLN 20.8 million) as well as interest expenses (PLN 1.4 million). In the last year, our financing activities generated net cash inflows amounting to PLN 14.8 million; hence they were by PLN 35 million higher than in the current year. Such a considerable difference resulted chiefly from the excess of proceeds over repayments of bank loans in 2014 (PLN 33.6 million), when ASEE Group made a number of significant investments in infrastructure to be provided under outsourcing projects carried out in the Payment Solutions segment. Whereas, in 2015, our proceeds from bank loans and borrowings exceeded the amount of such repayments by PLN 2.4 million. New bank loans have been utilized for our capital expenditures for POS terminals and ATMs mainly in Croatia,

Slovenia, Bosnia and Herzegovina, and Montenegro. Whereas, the repayments were related primarily to bank loans taken by our companies operating in Serbia and Croatia to finance their purchases of POS terminals in the years 2013-2014.

**12. EXTERNAL AND INTERNAL FACTORS
SIGNIFICANT FOR THE GROUP'S
DEVELOPMENT**

Because ASEE 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;
- Condition of the IT market in the SEE region and Turkey; this part of Europe remains still 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;
- Availability of the EU structural funds in Romania, Bulgaria, Slovenia and Croatia, as well as pre-accession funds in other countries;
- 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 as a result of organic growth or in connection with potential future acquisitions;

- 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;
- Inflation and fluctuations in the currency exchange rates of the countries where the Group operates;
- Level of interest rates in the euro zone because a significant portion of ASEE Group's debt is denominated in EUR;
- 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

Major risk factors involved in the Group's business environment

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 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.

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 misevaluate 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, Slovenia 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 unfortunate 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 many cases, key members of the management staff are concurrently the founders of our subsidiaries. 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 by ASEE 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. KEY FEATURES OF INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS

Both separate and consolidated financial statements are prepared in compliance with the International Accounting Standards (IAS) as well as the International Financial Reporting Standards (IFRS) as endorsed by the European Union. Responsibilities under the internal control and risk management systems, as adopted by ASEE S.A. in the process of preparing its financial statements, are performed by the Management Board, Supervisory Board, Audit Committee and other employees acting in accordance with the applicable internal procedures and regulations (such as dispositions, bylaws, instructions, job descriptions of respective employees) and other regulations. Members of the key personnel are 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. The main elements of the Company's internal control system, whose objective is to eliminate the risks involved in the preparation of financial statements, are as follows:

- ongoing controls undertaken at all the levels and organizational units of the Company as well as in its subsidiaries, which shall ensure compliance with guidelines issued by the Management Board and enable identification and appropriate response to significant risks;

- efficient and reliable information flow system, which shall enable collection and verification of data provided by the Group companies as well as prompt response in case any deviations from the budget are detected;
- annual and semi-annual audits of separate and consolidated financial statements by an entity authorized to audit financial statements;
- audits of annual financial statements of the Group companies;
- internal regulations specifying the duties, rights and responsibilities of individual organizational units, with particular emphasis on the staff directly engaged in the preparation of financial statements;
- protection of the Company's important information and prevention against their unauthorized disclosure;
- regular monitoring of financial directors and other staff responsible for the preparation of financial reports at the companies incorporated within ASEE Group, with the aim to maintain control, identify any risks and threats, and to determine the required preventive actions.

Both separate and consolidated financial statements are drawn up by the Head of Group Reporting; whereas, their final content is subject to approval by the Company's Management Board which oversees all the business operations and processes.

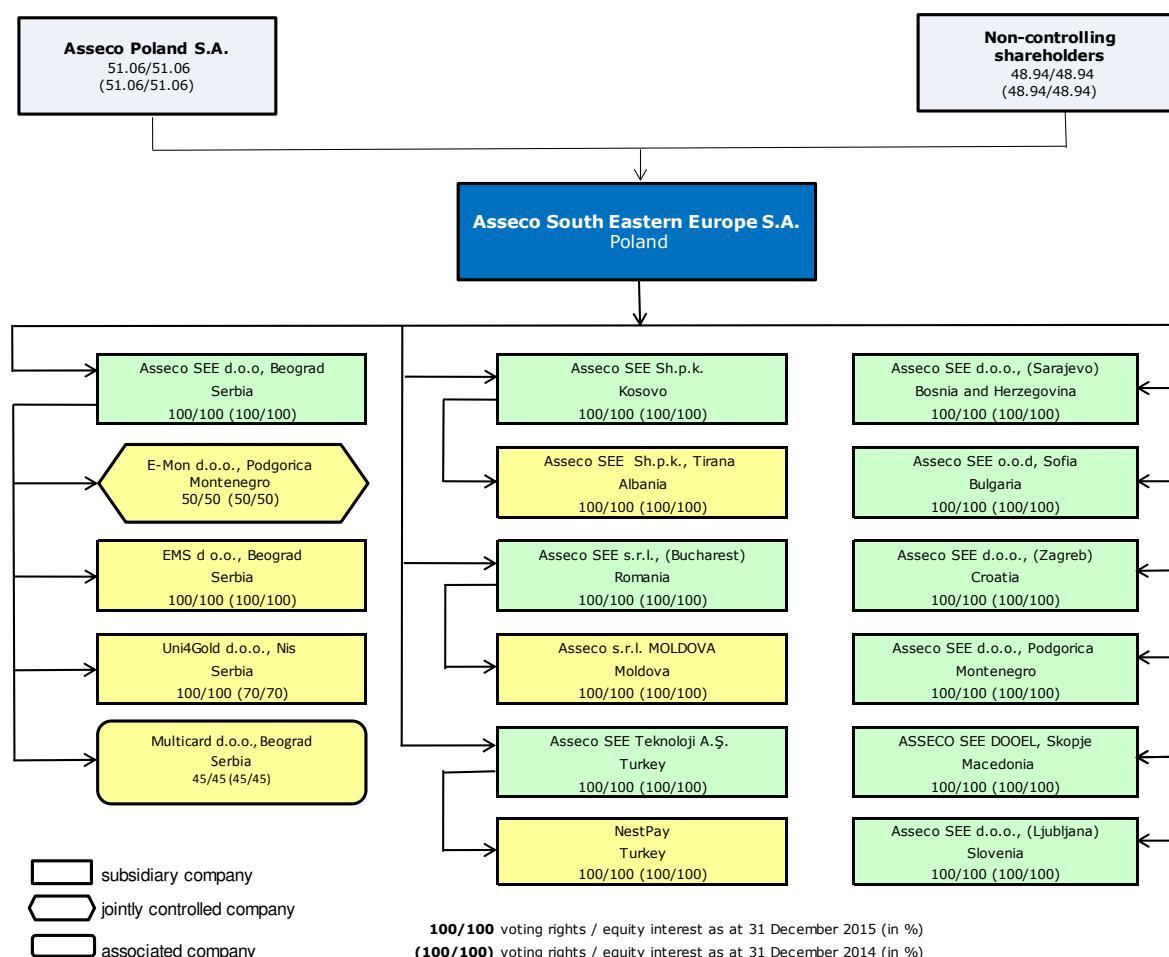
15. MAJOR CAPITAL INVESTMENTS

Our capital investments have been described in items 4 and 5 of this Management Report on Operations of ASEE Group.

16. 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 below in the chart of organizational structure of ASEE Group.

Organizational structure of Asseco South Eastern Europe Group



17. RELATED PARTY TRANSACTIONS

During 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 29 to the annual consolidated financial statements of ASEE Group.

18. ASSESSMENT OF THE FINANCIAL RESOURCES MANAGEMENT

During the year ended 31 December 2015, ASEE Group had no problems with timely settlement of its trade payables, payment of regulatory state charges, or with fulfilling its investment commitments.

19. AGREEMENTS FOR BANK LOANS AND BORROWINGS

Information on liabilities of ASEE Group under bank loans and borrowings outstanding as at 31 December 2015 and 31 December 2014 has been presented in explanatory note 21 to the Group's annual consolidated financial statements for the year 2015.

20. LOANS GRANTED DURING THE FINANCIAL YEAR

During the year ended 31 December 2015, the Parent Company granted loans to its subsidiaries. Basic information on these loans is presented in the table below:

Name of entity	in PLN thousands	Effective interest rate %	Currency	Repayment date
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	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
	27,038			

21. SURETIES AND GUARANTIES

During the year ended 31 December 2015, the Parent Company granted the following guarantees/sureties to its subsidiary companies:

Guarantees and sureties	PLN'000	in thousands	currency	Date of expiration
Bank loans	10,152			
- ASEE Croatia	10,152	18,200	HRK	31.05.2017
Guarantee facilities	1,278			
- ASEE Kosovo	1,278	300	EUR	20.08.2017
Guarantees for due performance of contracts	2,430			
- 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
Total guarantees and sureties	13,860			

Our off-balance-sheet liabilities arising from the sureties and guarantees issued by ASEE Group have been described in explanatory note 28 to the annual consolidated financial statements of ASEE Group for the year 2015.

22. UTILIZATION OF PROCEEDS FROM ISSUANCE OF SHARES

During the reporting period ended 31 December 2015, we did not issue any new shares.

23. 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.

24. FEASIBILITY OF INVESTMENT PLANS

Referring to our business strategy described in item 6 above, the Group's investment plans include both capital investments in new entities as well as organic growth, which shall involve making expenditures for research and development in order to enhance innovation of our product portfolio, expenditures for infrastructure used in the outsourcing of payment processes, as well as expenditures for replacement and maintenance of infrastructure used in our operating activities.

Our capital expenditures are mostly financed from the Group's own funds, except for infrastructure used in the outsourcing of payment processes that is largely financed with bank loans. It is also probable that any potential company acquisitions will be financed from external sources.

Furthermore, ASEE Group may choose to finance its future investment expenditures through the issuance of new shares.

25. CHANGES IN THE POLICIES OF COMPANY AND GROUP MANAGEMENT

Changes in the Group's management policies, which were introduced in 2015, and further plans concerning the direction of such changes have been described in item 6 of this report.

26. AGREEMENTS CONCLUDED BETWEEN THE ISSUER AND ITS MANAGEMENT AND SUPERVISORY PERSONNEL

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

27. MONITORING OF EMPLOYEE STOCK OPTION PLANS

ASEE Group does not offer any employee stock option plans.

28. 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 31 to the annual consolidated financial statements of ASEE Group for the year 2015.

29. 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%
	51,894,251	100.00%

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%
	51,894,251	100.00%

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%
	51,894,251	100.00%

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.

30. SHARES HELD BY MANAGEMENT AND SUPERVISORY PERSONNEL

Changes in the numbers of Asseco South Eastern Europe shares held by the Company's 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 ¹⁾	-	-	-	-
Jacek Duch ²⁾	-	-	-	-
Jan Dauman	-	-	-	-
Andrzej Mauberg	-	-	-	-
Mihail Petreski ³⁾	-	-	-	-
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 Jeleniski	550	550	550	550
Miljan Mališ ⁴⁾	-	-	-	-
Miodrag Mirčetić ⁵⁾	-	-	-	-
Marcin Rulnicki	-	-	-	-

¹⁾ 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.

²⁾ 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.

³⁾ 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.

⁴⁾ 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.

⁵⁾ 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.

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

According to the best knowledge of the Management Board of Asseco South Eastern Europe 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.

32. AGREEMENT WITH THE ENTITY AUTHORIZED TO AUDIT FINANCIAL STATEMENTS

The agreement with the entity authorized to audit financial statements, namely Ernst & Young Audit 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 year ended 31 December 2015 was signed on 10 July 2015.

33. 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 32 to the annual consolidated financial statements of ASEE Group for the year 2015.

34. SIGNIFICANT OFF-BALANCE-SHEET ITEMS

Within its commercial activities ASEE Group uses bank guarantees, letters of credit, contract performance guarantees as well as tender deposits as forms of securing its business transactions with miscellaneous organizations, companies and administration bodies. As at 31 December 2015, the related contingent liabilities equalled PLN 27,638 thousand, while as at 31 December 2014 they amounted to PLN 29,707 thousand.

As the Group companies rent office space, both as at 31 December 2015 and 31 December 2014, the Group was a party to a number of rental, leasing and other contracts of similar nature, resulting in the following future payments:

Liabilities under leases of space	3 Dec. 2015 (audited)	31 Dec. 2014 (restated)
In the period up to 1 year	12,503	12,556
In the period from 1 to 5 years	22,862	29,867
	35,365	42,423
Liabilities under operating lease of property, plant and equipment	31 Dec. 2015 (audited)	31 Dec. 2014 (restated)
In the period up to 1 year	2,304	2,428
In the period from 1 to 5 years	2,057	3,189
	4,361	5,617

35. INFORMATION ON PENDING LEGAL PROCEEDINGS CONCERNING LIABILITIES OR RECEIVABLES OF ASSECO SOUTH EASTERN EUROPE 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.

36. 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 which has been published along with the annual report of ASEE S.A. on 18 February 2016.

Signatures of all Members of the Management Board of Asseco South Eastern Europe S.A. under the Management Report on Operations of Asseco South Eastern Europe Group for the year ended 31 December 2015

MANAGEMENT BOARD OF ASSECO SOUTH EASTERN EUROPE S.A.:

Piotr Jeleński President of the Management Board

Miljan Mališ Member of the Management Board

Miodrag Mirčetić Member of the Management Board

Marcin Rulnicki Member of the Management Board

Rzeszów, 18 February 2016

DECLARATIONS MADE BY THE MANAGEMENT BOARD OF ASEE S.A.

Pursuant to the requirements under the Regulation of the Minister of Finance of 19 February 2009 regarding current and periodic information to be published by issuers of securities, the Management Board of Asseco South Eastern Europe S.A. hereby declares that:

- to the best of its knowledge, the consolidated financial statements of Asseco South Eastern Europe Group for the year ended 31 December 2015 and the comparable data contained therein have been prepared in compliance with the International Financial Reporting Standards as endorsed by the European Union, issued and effective as at the date of preparation of these financial statements, and furthermore the presented data give a true, reliable and fair view of the property, financial position and financial results of Asseco South Eastern Europe Group. The report on operations of Asseco South Eastern Europe Group provides a fair description of the development, achievements and economic position of Asseco South Eastern Europe Group, inclusive of major risks and threats to its operations.

- Ernst & Young Audit Polska Sp. z o.o. (limited partnership), the entity authorized to audit the consolidated financial statements of Asseco South Eastern Europe Group for the year ended 31 December 2015, has been chosen in accordance with the provisions of the law in force, and furthermore this entity and certified auditors, who carried out the said audit, both satisfied the conditions for expressing an impartial and independent opinion on such audit, in line with the applicable regulations.

MANAGEMENT BOARD OF ASSECO SOUTH EASTERN EUROPE S.A.

Piotr Jeleński President of the Management Board

Milan Mališ Member of the Management Board

Miodrag Mirčetić Member of the Management Board

Member of the Management Board

Rzeszów, 18 February 2016