

*ASSECO POLAND S.A.*

**LONG-FORM AUDITORS' REPORT  
ON THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2016**

## **I. GENERAL NOTES**

### **1. Background**

Asseco Poland S.A. (hereinafter 'the Company') was incorporated on the basis of a Notarial Deed dated 18 January 1989. The Company's registered office is located in Rzeszów at Olchowa 14 Street.

The Company was entered in the Register of Entrepreneurs of the National Court Register under no. KRS 0000033391 on 20 August 2001.

The Company was issued with tax identification number (NIP) 522-000-37-82 on 16 June 1993 and statistical number (REGON) 010334578 on 5 August 1996.

The Company is the holding company of the Asseco Poland capital group. Details of transactions with affiliated entities and the list of companies in which the Company holds at least 20% of shares in the share capital or in the total number of votes in the company's governing body are included in Note V.26 of the explanatory notes to the financial statements ("the additional notes and explanations") to the audited financial statements for the year ended 31 December 2016.

The principal activities of the Company are as follows:

- Reproduction of data storage devices;
- Production of computers and other information processing equipment;
- Execution of other electrical installations;
- Wholesale distribution of office machines and related equipment;
- Other specialized wholesale trade;
- Other non-specialized wholesale trade;
- Retail sale of furniture, office equipment, computers and telecommunications equipment;
- Data transmission and teleinformatics;
- Renting properties;
- Rental of office machinery and equipment;
- Consultancy in the field of computer hardware;
- Software-related activities;
- Data Processing;
- Activities related to databases;
- Maintenance and repair of office, accounting and computing machinery;
- Other IT related activities;
- Research and development in the field of technical sciences;
- Business and management consultancy;
- Managing and directing business operations;
- Activities related to the management of holding companies;
- Advertisement;
- Non-school forms of education, not elsewhere classified;
- (Tele) communication Equipment Manufacturing;
- Implementation of construction projects related to the construction of buildings;
- Works related to the construction of roads and motorways;

- Works related to the construction of Power Lines & Telecommunications Infrastructure;
- Works related to the construction of transmission pipelines and distribution networks.

As at 31 December 2016, the Company's issued share capital amounted to 83,0 million zlotys. Equity as at that date amounted to 5 110,1 million zlotys.

In accordance with the information as at 16 March, 2017 the ownership structure of the Company's issued share capital was as follows:

	Number of shares	Number of votes	Par value of shares	% of issued share capital
Aviva OFE	9 384 498	9 384 498	1	11,31%
Adam Góral	8 083 000	8 083 000	1	9,74%
PZU OFE	4 281 040	4 281 040	1	5,16%
NN OFE	4 171 121	4 171 121	1	5,02%
	57 080 644	57 080 644	1	68,77%
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<b>Total</b>	<b>83 000 303</b>	<b>83 000 303</b>		<b>100,00%</b>
	=====	=====	=====	=====

There were no changes in the ownership structure of the Company during the reporting period as well as during the period from the balance sheet date to the date of the opinion. There were no movements in the share capital in the reporting period.

As at 16 March 2017, the Company's Management Board was composed of:

Adam Góral	- President
Przemysław Borzestowski	- Vice President
Tadeusz Dyrka	- Vice President
Krzysztof Groyecki	- Vice President
Rafał Kozłowski	- Vice President
Marek Panek	- Vice President
Paweł Piwowar	- Vice President
Zbigniew Pomianek	- Vice President
Przemysław Sęczkowski	- Vice President
Robert Smułkowski	- Vice President

There were changes in the Company's Management Board composition during the reporting period as well as from the balance sheet date to the date of the opinion.

- On February 22, 2016 the Company received the resignation of Mr. Włodzimierz Serwiński who resigned from being a Member of the Management Board with effect from 31 March 2016;
- On March 22, 2016 Mr. Krzysztof Groyecki was appointed as a Member of the Management Board;
- On June 29, 2016, the Company received the resignation of Mr. Andrzej Dopierała from his position as a Member of the Management Board with effect from July 1, 2016.

## 2. Financial Statements

On 30 December 2004 the Shareholders' Meeting decided on preparation of the financial statements in accordance with International Financial Reporting Standards as adopted by the EU.

## **2.1 Auditors' opinion and audit of financial statements**

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

Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. was appointed by the Supervisory Board on 19 May 2016 to audit the Company's financial statements.

Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. and the key certified auditor meet the conditions required to express an impartial and independent opinion on the financial statements, as defined in Art. 56.3 and 56.4 of the Act on statutory auditors and their self-governance, audit firms authorized to audit financial statements and public oversight, dated 7 May 2009.

Under the contract executed on 30 July 2016 with the Company's Management Board, we have audited the financial statements for the year ended 31 December 2016.

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

Based on our audit, we issued an auditors' unqualified opinion dated 16 March 2017, stating the following:

**“To the Supervisory Board of Asseco Poland S.A.**

### **Report on the Audit of the Financial Statements**

We have audited the accompanying financial statements for the year ended 31 December 2016 of Asseco Poland S.A. ('the Company') located in Rzeszów at Olchowa 14 Street, which comprise statement of financial position as at 31 December 2016, the income statement, the statement of comprehensive income, the statement of changes in equity, the statement of cash flows for the year from 1 January 2016 to 31 December 2016 and the additional notes and explanations ('the accompanying financial statements').

#### *Responsibilities of the Management Board and members of the supervisory board for the financial statements*

The Management Board is responsible in accordance with the Accounting Act dated 29 September 1994 ('the Accounting Act'), regulations issued on the basis of the Accounting Act, for the preparation based on properly maintained accounting records of the financial statements and fair presentation in accordance with International Accounting Standards, International Financial Reporting Standards and related Interpretations announced in the form of European Commission regulations ('International Financial Reporting Standards as adopted by European Union') and other applicable laws. The Management Board is also responsible for such internal control as management determines is necessary

to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

According to the Accounting Act the Management Board and members of the supervisory board are required to ensure that the financial statements meet the requirements of the Accounting Act.

#### *Auditor's Responsibilities for the Audit of the Financial Statements*

Our responsibility is to express an opinion on accompanying financial statements based on our audit.

We conducted our audit in accordance with chapter 7 of the Accounting Act and National Auditing Standards in the version of International Standards on Auditing as adopted by Resolution no 2783/52/2015 of the National Council of Statutory Auditors dated 10 February 2015 with subsequent amendments ('National Auditing Standards'). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

In accordance with National Auditing Standard 320 point 5 the concept of materiality is applied by the auditor both in planning and performing the audit, and in evaluating the effect of identified misstatements on the audit and of uncorrected misstatements, if any, on the financial statements and in forming the opinion in the auditor's report. Hence all auditor's assertions and statements contained in the auditor's report, including those on other information or regulatory requirements, are made with the contemplation of the qualitative and quantitative materiality levels established in accordance with auditing standards and auditor's professional judgement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### *Opinion*

In our opinion, paragraph the accompanying financial statements:

- give a true and fair view of the financial position of the Company as at 31 December 2016 and its financial performance and its cash flows for the year from 1 January 2016 to 31 December 2016 in accordance with International Financial Reporting Standards as adopted by European Union and accounting policies;
- have been prepared based on properly maintained accounting records;
- are in respect of the form and content, in accordance with legal regulations governing the preparation of financial statements and the Company's Articles of Association.

## Report on Other Legal and Regulatory Requirements

### *Report on the Directors' Report*

Our opinion on the financial statements does not include the Directors' Report.

The Company's Management Board is responsible for preparation of the Directors' Report in accordance with the Accounting Act and other applicable laws. In addition the Company's Management Board and members of the supervisory board are obliged to state that Management Report on Operations ('Directors' Report') meet the requirements of the Accounting Act.

In connection with the audit of the financial statements, our responsibility was to read the content of the Directors' Report and consider whether the information contained in it take into account the provisions of art. 49 of the Accounting Act and the Decree of the Minister of Finance dated 19 February 2009 on current and periodic information published by issuers of securities and conditions for recognition as equivalent the information required by laws of non-EU member states ('the Decree on current and periodic information') and whether they are consistent with the information contained in the accompanying financial statements. Our responsibility was also to report, based on our knowledge of the Company and its environment obtained during the audit of the financial statements, whether the Directors' Report does not include material misstatements.

We have concluded that the information included in the Directors' Report corresponds with the relevant regulations of art. 49 of the Accounting Act and the Decree on current and periodic information and that the information derived from the accompanying financial statements reconciles with the Directors' Report. Based on our knowledge of the Company and its environment obtained during the audit of the financial statements, we have not identified material misstatements in the Directors' Report.

In connection with the conducted audit of the financial statements, our responsibility was also to read the Company's representation on application of corporate governance which constitutes a separate part of the Directors' Report. We concluded that in the representation the Company included information required by implementing rules issued under art. 60 para. 2 of the Act of 29 July 2005 on public offering and on the terms of introducing financial instruments into an organised trading system and on public companies. This information is, in all material respects, in accordance with applicable regulations and with the information included in the accompanying financial statements."

We conducted the audit of the Company's financial statements during the period from 21 November 2016 to 16 March 2017. We were present at the Company's head office from 21 November 2016 to 25 November 2016 and from 20 February 2017 to 24 February 2017.

## **2.2 Representations provided and data availability**

The Management Board confirmed its responsibility for truth and fairness<sup>1</sup> of the financial statements and the preparation of the financial statements in accordance with the required applicable accounting policies, and stated that it had provided us with all financial information, accounting records and other required documents as well as all necessary explanations. The Management Board also provided a letter of representations dated 16 March 2017, confirming that:

- the information included in the books of account was complete;
- all contingent liabilities had been disclosed in the financial statements, and

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<sup>1</sup> Translation of the following expression in Polish: "rzetelność i jasność"

- all material events from the balance sheet date to the date of the representation letter had been disclosed in the financial statements;

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

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

### 2.3 Financial statements for prior financial year

The Company's financial statements for the year ended 31 December 2015 were audited by Artur Żwak, key certified auditor no. 9894, acting on behalf of Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k., Rondo ONZ 1, the company entered on the list of entities authorized to audit financial statements conducted by the National Council of Statutory Auditors with the number 130. The key certified auditor issued an unqualified opinion on the financial statements for the year ended 31 December 2015. The Company's financial statements for the year ended 31 December 2015 were approved by the Shareholders' Meeting on 29 April 2016, and the shareholders resolved to appropriate the 2015 net profit as follows:

Dividends for the shareholders	249,8 million zlotys
Reserve capital	7,3 million zlotys
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	257,1 million zlotys
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The financial statements for the financial year ended 31 December 2015 together with the auditors' opinion, a copy of the resolution approving the financial statements, a copy of the resolution on the appropriation of profit and the Directors' Report, were filed on 10 May 2016 with the National Court Register.

The closing balances as at 31 December 2015 were correctly brought forward in the accounts as the opening balances at 1 January 2016.

## 3. Analytical Review

### 3.1 Basic data and financial ratios

Presented below are selected financial ratios indicating the economic or financial performance of the Company for the years 2014 - 2016. The ratios were calculated on the basis of financial information included in the financial statements for the years ended 31 December 2015 and 31 December 2016, taking into account the restatement of data for the year ended 31 December 2014 presented in the financial statements for the year ended 31 December 2015 and the restatement of data for the year ended 31 December 2015 presented in the financial statements for the year ended 31 December 2016.

	2016	2015	2014
<b>Total assets</b>	5 599,9	5 625,2	5 520,9
<b>Shareholders' equity</b>	5 110,1	4 989,6	4 973,8
<b>Net profit/ loss</b>	352,1	257,1	290,3

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 for the year ended 31 December 2016  
 (in thousand zlotys)

	2016	2015	2014
<b>Return on assets (%)</b>	6,3%	4,6%	5,3%
$\frac{\text{Net profit} \times 100\%}{\text{Total assets}}$			
<b>Return on equity (%)</b>	6,9%	5,2%	5,8%
$\frac{\text{Net profit} \times 100\%}{\text{Shareholders' equity at the beginning of the period}}$			
<b>Profit margin (%)</b>	37,6%	23,5%	22,0%
$\frac{\text{Net profit} \times 100\%}{\text{Sales of finished goods, goods for resale and raw materials}}$			
<b>Liquidity I</b>	1,9	1,8	2,7
$\frac{\text{Current assets}}{\text{Short-term creditors}}$			
<b>Liquidity III</b>	0,09	0,12	0,34
$\frac{\text{Cash and cash equivalents}}{\text{Short-term creditors}}$			
<b>Debtors days</b>	143 days	170 days	134 days
$\frac{\text{Trade debtors} \times 365}{\text{Sales of finished goods, goods for resale and raw materials}}$			
<b>Creditors days</b>	55 days	94 days	48 days
$\frac{\text{Trade creditors} \times 365}{\text{Costs of finished goods, goods for resale and raw materials sold}}$			
<b>Inventory days</b>	4 days	4 days	5 days
$\frac{\text{Inventory} \times 365}{\text{Costs of finished goods, goods for resale and raw materials sold}}$			
<b>Stability of financing (%)</b>	95,5%	93,5%	95,3%
$\frac{(\text{Equity} + \text{long-term provisions and liabilities}) \times 100\%}{\text{Total liabilities, provisions and equity}}$			
<b>Debt ratio (%)</b>	8,7%	11,3%	9,9%

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

(Total liabilities and provisions) x 100%	2016	2015	2014
Total assets			
<b>Rate of inflation:</b>			
Yearly average	-0,60%	-0,90%	0,00%
December to December	0,80%	-0,50%	-1,00%

### 3.2 Comments

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

- return on assets ratio increased in 2016 compared to 2015 and 2014;
- return on equity ratio increased in 2016 compared to 2015 and 2014;
- profit margin ratio increased in 2016 compared to 2015 and 2014;
- liquidity I ratio increased in 2016 compared to 2015 and decreased compared to 2014;
- liquidity III ratio decreased in 2016 compared to 2015 and 2014;
- debtors days ratio increased in 2016 compared to 2015 and decreased compared to 2014;
- creditors days ratio decreased in 2016 compared to 2015 and increased compared to 2014;
- inventory days ratio remained at the same level in 2016 and 2015 and decreased compared to 2014;
- stability of financing ratio increased in 2016 compared to 2015 and 2014;
- debt ratio decreased in 2016 compared to 2015 and 2014.

### 3.3 Going concern

Nothing came to our attention during the audit that caused us to believe that the Company is unable to continue as a going concern for at least twelve months subsequent to 31 December 2016 as a result of an intended or compulsory withdrawal from or a substantial limitation in its current operations.

In Note II.1 of the additional notes and explanations to the audited financial statements for the year ended 31 December 2016, the Management Board has stated that the financial statements were prepared on the assumption that the Company will continue as a going concern for a period of at least twelve months subsequent to 31 December 2016 and that there are no circumstances that would indicate a threat to its continued activity.

## II. DETAILED REPORT

### 1. Accounting System

The Company's accounts are kept using the Softlab computer system at the Company's head office. The Company has up-to-date documentation, as required under Article 10 of the Accounting Act dated 29 September 1994 ('the Accounting Act'), including a chart of accounts approved by the Company's Management Board.

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

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

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

Details of the Company's assets, liabilities and equity and profit and loss account are presented in the audited financial statements for the year ended 31 December 2016.

Verification of assets, liabilities and equity was performed in accordance with the Accounting Act. Any differences were adjusted in the books of account for the year 2016.

## **3. Additional Notes and Explanations to the Financial Statements**

The additional notes and explanations to the financial statements for the year ended 31 December 2016 were prepared, in all material respects, in accordance with International Financial Reporting Standards as adopted by the EU.

## **4. Directors' Report**

We have read the Directors' report on the Company's activities in the period from 1 January 2016 to 31 December 2016 and the basis for preparation of annual financial statements ('Directors' Report') and concluded that the information contained in it take into account the provisions of Art. 49 para 2 of the Accounting Act and the relevant provisions of the Decree of the Minister of Finance dated 19 February 2009 on current and periodic information published by issuers of securities and conditions for recognition as equivalent the information required by laws of non-EU member states. We have also concluded, based on our knowledge of the Company and its environment obtained during the audit of the financial statements, that the Directors' Report does not include material misstatements. We have read also the Company's representation on application of corporate governance which constitutes a separate part of the Directors' Report. We concluded that in the representation the Company included information required by implementing rules issued under art. 60 para. 2 of the Act of 29 July 2005 on public offering and on the terms of introducing financial instruments into an organised trading system and on public companies. This information is, in all material respects, in accordance with applicable regulations and with the information included in the financial statements.

## **5. Conformity with Law and Regulations**

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

Warsaw, 16 March 2017

Key Certified Auditor

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*Artur Żwak*  
Certified Auditor  
No. 9894

on behalf of  
Ernst & Young Audyt Polska spółka  
z ograniczoną odpowiedzialnością sp. k.  
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