



***Management report on activities  
of OPTeam S.A. in 2014***

*Tajęcina, 18 March 2015*

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## 1. Basic information about the Issuer.

Issuer: **OPTeam S.A.**

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KRS number: 0000160492

REGON: 008033000

NIP: 8130334531

Authorised capital of PLN 730,000 fully paid up

Web page: [www.opteam.pl](http://www.opteam.pl)

The Issuer's shares are listed in the parallel market 5 PLUS of the Warsaw Stock Exchange [Gielda Papierów Wartościowych w Warszawie S.A.]

WSE symbol OPM

WSE sector Information Technology

Indices WIG

Depository, clearing and settlement system National Depository for Securities [Krajowy Depozyt Papierów Wartościowych S.A. – KDPW]

### Composition of the Issuer's governing bodies as of the report date:

#### 1.1. Supervisory Board

##### Supervisory Board up to 12 June 2014:

Janusz Bober	Chairman of the Supervisory Board
Wiesław Roman Zaniewicz	Vice Chairman of the Supervisory Board
Janusz Gajdek	Secretary of the Supervisory Board
Marcin Lewandowski	Supervisory Board Member
Andrzej Ziemiński	Supervisory Board Member

##### Supervisory Board as of 12 June 2014 (appointed by the OGMS for the 4th term):

Janusz Bober	Chairman of the Supervisory Board
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Andrzej Pelczar	Vice Chairman of the Supervisory Board
Wiesław Roman Zaniewicz	Secretary of the Supervisory Board
Marcin Lewandowski	Supervisory Board Member
Andrzej Ziemiński	Supervisory Board Member

## **1.2. Management Board.**

### **Management Board up to 12 June 2014:**

Andrzej Pelczar	President of the Management Board
Bogdan Niziołek	Vice President of the Management Board
Wacław Szary	Vice President of the Management Board

### **Management Board as of 12 June 2014 appointed by the Supervisory Board for the 4th term:**

Wacław Szary	President of the Management Board
Bogdan Niziołek	Vice President of the Management Board
Ryszard Woźniak	Vice President of the Management Board

## **2. Disclosure on the Issuer's core products and services**

In 2014, the Issuer continued a strategy involving a systematic change of their sales profile – increasing revenues from the sale of proprietary products and services using a new approach to selling ICT solutions (outsourcing, cloud, SaaS, ITaaS). To this end, the product and service range was consolidated, choosing those that promise multiple sales in markets addressed by the Issuer and those that make use of own resources to the maximum, including the Company's Data Center. The chosen products and services are offered by all the sales departments of OPTeam, across all the markets where it operates.

As the integrator, the company focused its commercial activities on the following products:

**Comarch ERP** – a group of ERP systems (Optima, XL, Altum) addressed to the business market, including complete implementations in small, medium and large enterprises starting from the project, through delivery and implementation to service and maintenance. Systems contain complete modules supporting the following areas of an enterprise: logistics, accounting, manufacturing, HR and payroll, business intelligence, etc.

**Unit4TETA** – ERP system dedicated mainly to universities sector (Teta EDU line), the product includes the following functionalities: logistics, accounting, HR and payroll, etc.

It should be especially highlighted, that a rich functionality of HR and payroll module constitutes an important competitive advantage in this market.

The company based its sales on the following proprietary products and services:

**OPTiCAMP** – systemy elektronicznej identyfikacji w szkolnictwie. electronic identification systems in education.

The OPTicamp product group includes electronic student ID cards at various levels of education (secondary, tertiary, postgrad) with campus functions i.a. access control, logon to computer labs, digital signature (PKI), handling micropayments, printing self-service, library ID, questionnaire and exam functions.

These systems handle all the stages in the life of a smart card identifying a student and, with extra functions, facilitate university/school life.

**OPTiPASS** –corporate smart card system.

In this system, the employee smart card plays a range of functions, according to the competences assigned in the organisational structure. Available functions: access control, recording work attendance, reception services, digital signature (PKI, SSO), accounting for printouts and photocopies, handling micropayments and other.

**OPTiRCM** (ang. records and case management) - tools for optimising administrative processes in an organisation. They include document management (i.a. registers of invoices, contracts, offices), solutions for secure document storage and archiving. OPTiRCM may be integrated with ERP-class systems, including SAP.

**OPTiCOMMERCE** - a B2C-class solution, e-commerce system, sold in the SaaS model (Software as a Service). OPTiCOMMERCE enables the user to organise and run a large, advanced online store – product, order and warehouse management, with comprehensive logistics and customer relations. System is compatible with ERP systems, including SAP, Comarch CDN XL, Comarch Altum.

### **ERP-specific industry systems**

This product group includes proprietary systems providing extra functionalities to the ERP systems implemented by the Issuer:

- construction projects management – **OPTibudowa**

The functionalities of OPTibudowa include: bid and tender management, negotiation management, cost estimation, work scheduling, document filing, equipment and transport base management, progress tracking for consistence of the construction process with the cost estimates by project manager, recording work attendance and resources at building sites up to completing final project accounts

- manufacturing process management – **OPTiprodukcja**.

The system supports manufacturing processes in enterprises using bar code technology at every stage of the manufacturing process. The application comprises: Technology Generator, Manufacturing Execution and Total Production Cost Calculator.

- HR and payroll process management (**HR OPTiCenter, HR BPO**) – a solution for business sector, software dedicated to handling HR and payroll processes in an outsourcing model – it includes industry-related areas – employee portal, e-files, etc. It constitutes a complete offer for medium and large enterprise sector – as an option for a substantial reduction of HR area costs in a company.

### **Integration and implementation services**

Integration & implementation services include design, development, implementation and maintenance of comprehensive ICT solutions, as well as ICT system management services. Projects executed in this scope apply to the areas of: ICT security (data storage, internet and uninterruptible power supply). This category includes implementation services of third-party ERP systems, in particular ERP system implementations in business and education markets.

### **Maintenance & post-sales services**

The Issuer provides maintenance services to a large group of clients (several hundred entities). Apart from the assistance in systems maintenance (help-desk), updating software, and provision of IT services, this category includes a great variety of additional services resulting from the current usage of the systems as requested by clients.

### **Data Center services (OPTiCPD)**

The services provided by the Issuer's Data Processing Centre include: delivering proprietary products in the SaaS model (Software as a Service), third-party system hosting/colocation, development of backup centres, email services, lease of software in a service model.

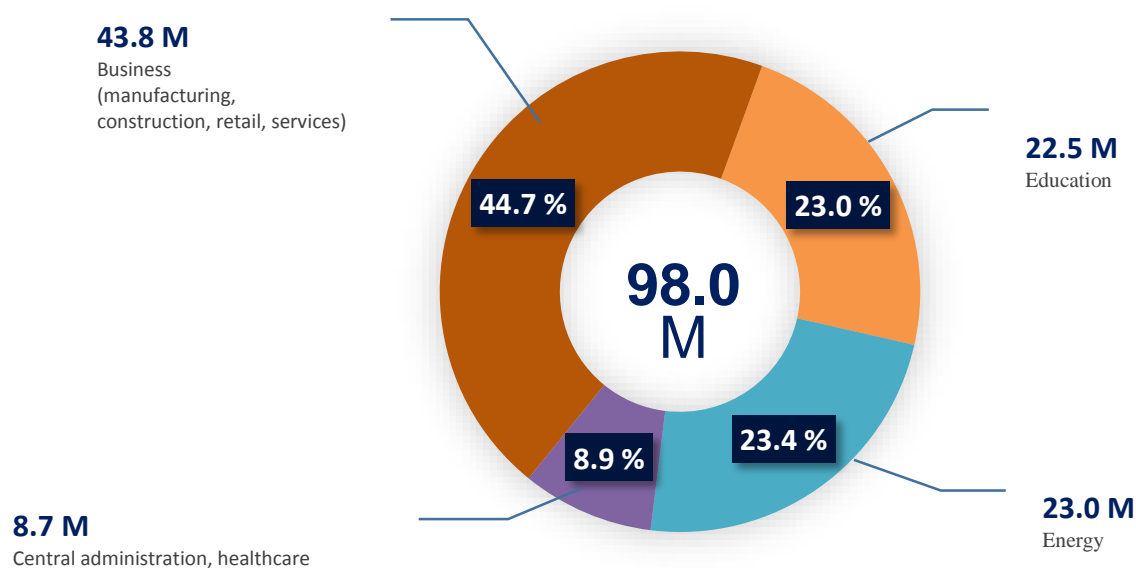
### **Training services**

The Issuer's training services include trainings provided as part of the integration and implementation projects and those provided by the Issuer's Training Centre – having the status of Microsoft training centre.

## **3. Disclosure on the markets for the Issuer's products and services**

The offering in 2014 was aimed at 4 principal markets:

- 1) Education (third-level schools)
- 2) Energy
- 3) Business
- 4) Central and local administration (public)

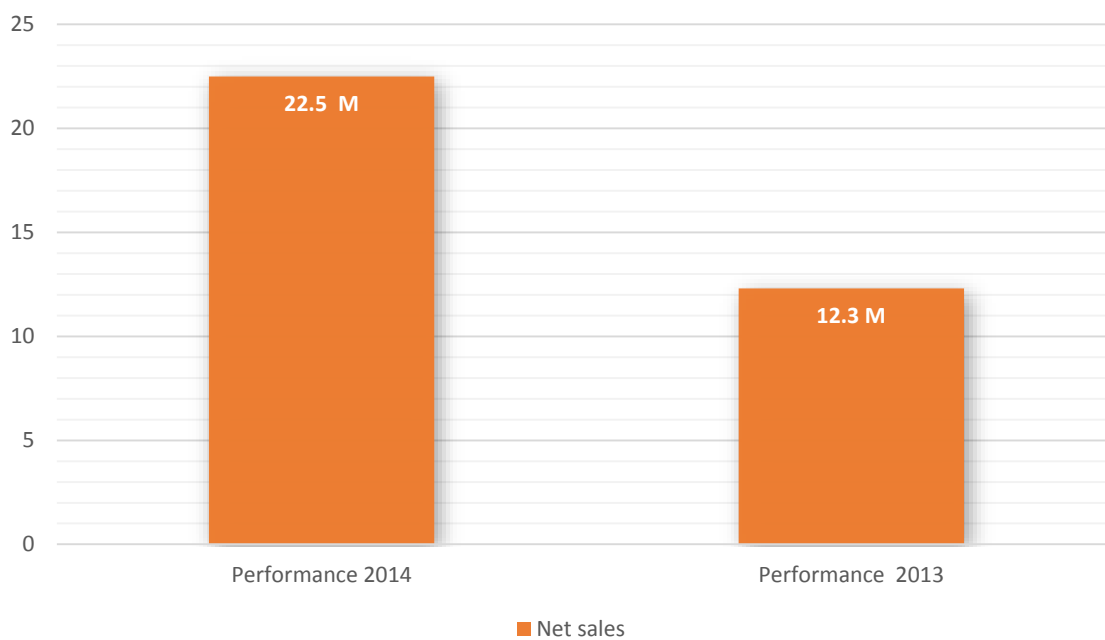


**Sales revenues according to market in 2014**

### Third-level education market

OPTeam is a major supplier of ICT solutions to the tertiary education market. Revenues from education market in 2014 amounted to PLN 22.5 M and they significantly increased by PLN 10.2 M in comparison to 2013.



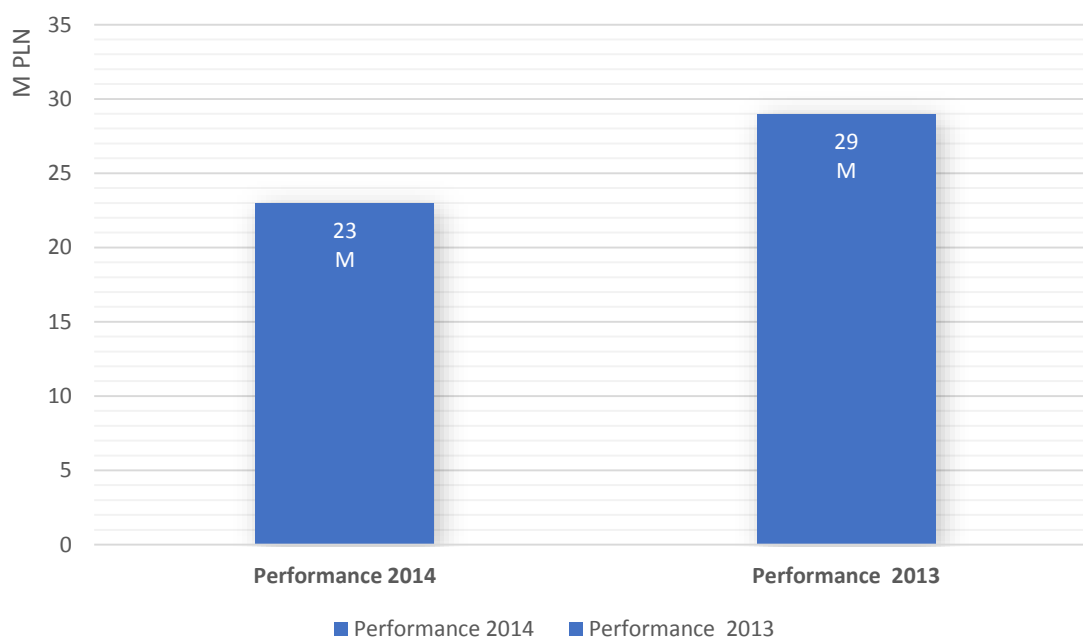


### Education - Sales

## Energy

Sales revenues in the energy market segment in 2014 originated from::

- supplies – mainly of infrastructure,
- regular maintenance contracts,
- sprzedaży usług i rozwiązań własnych. sales of proprietary services and solutions



### Energy - Sales

In terms of proprietary solutions/services, completed contracts involved the implementation of solutions belonging to the document flow and archiving product group OPTiRCM.

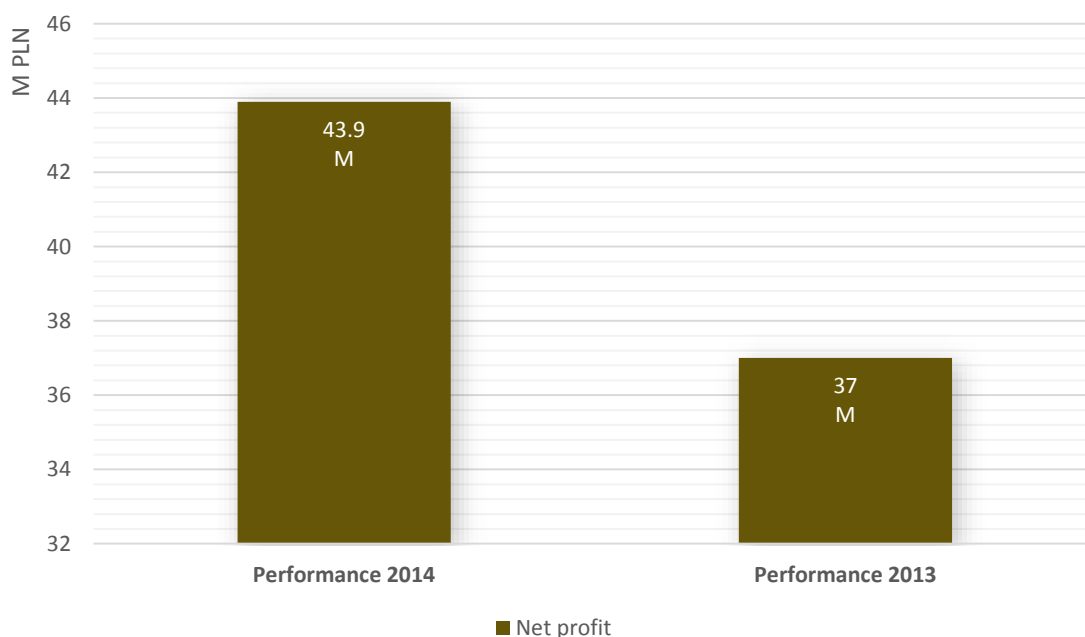
## Business sector

OPTeam's offer was aimed mainly at medium and large enterprises. Revenues in 2014 were particularly generated from:

- sales, implementation and post-sale maintenance of ERP systems (Comarch XL) and proprietry solutions (OPTiCOMMERCE, OPTIbudowa, , iCenter)
- integration projects and supplying equipment and licences to large businesses

The offering also included implementation services of sales systems with fiscal devices, mainly for large retail chains.

In 2014 OPTeam's revenues in business sector amounted to PLN 43.9 M and were higher than in the previous year.

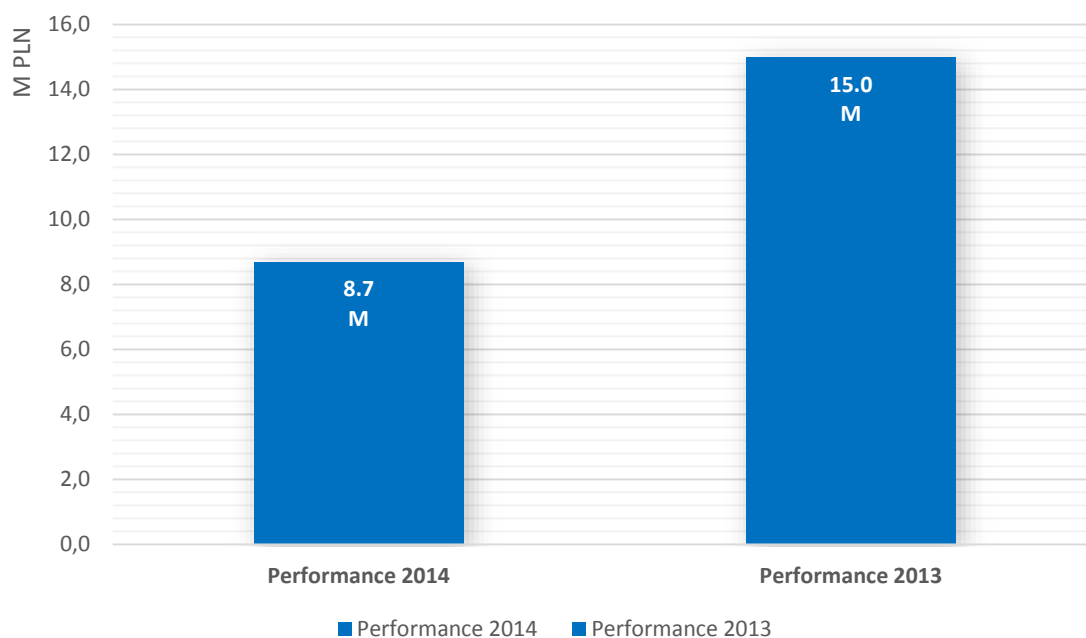


## Business - Sales

In 2014's commercial activities a strong emphasis was put on sales of proprietary licences and services. Technical Support, i.e. supporting customers in using implemented systems becomes a significant business part of ERP sector. At present, technical support is provided to a group of more than 100 enterprises, in which the Company implemented ERP system and proprietary solutions.

## Central and local institutions market (public sector)

The revenues from sales in private sector in 2014 amounted to PLN 8.7 M, the company hopes for significant increase in the current year.



### Public sector – Sales

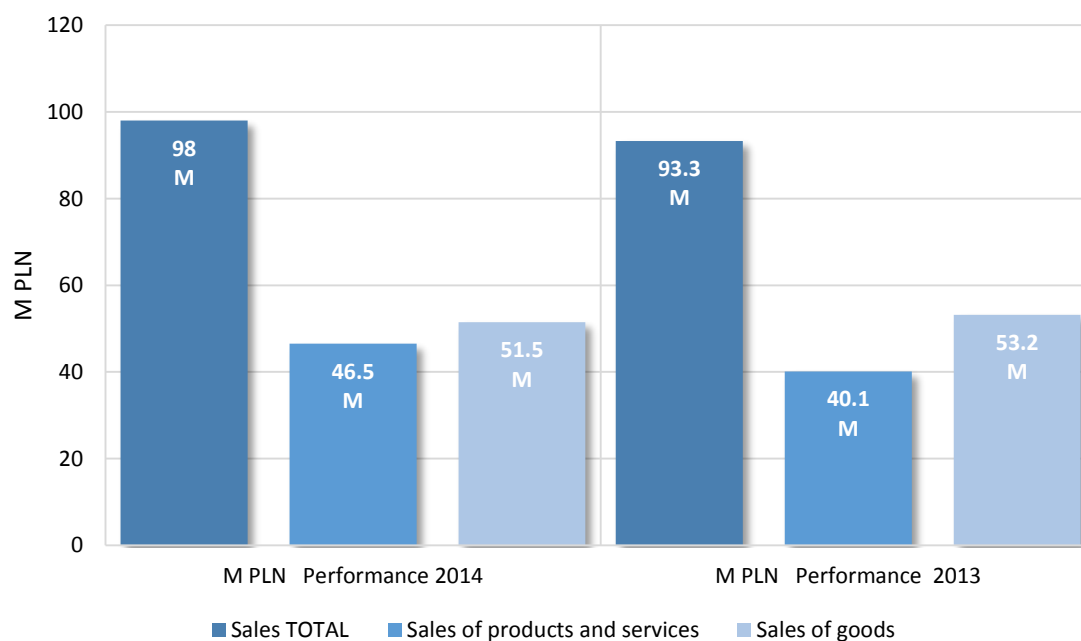
In 2014 OPTeam completed construction of ICT network for Regional Blood Donation and Blood Treatment Center of PLN 2.7 M value (revenues from sales for RBDBTC in 2014 amounted to PLN 1.97 M). In terms of this contract, a large portal for blood donors was created, which is also an opportunity for further Polish nationwide sales.

#### 4. Description of the Issuer's financial situation – key economic and financial data

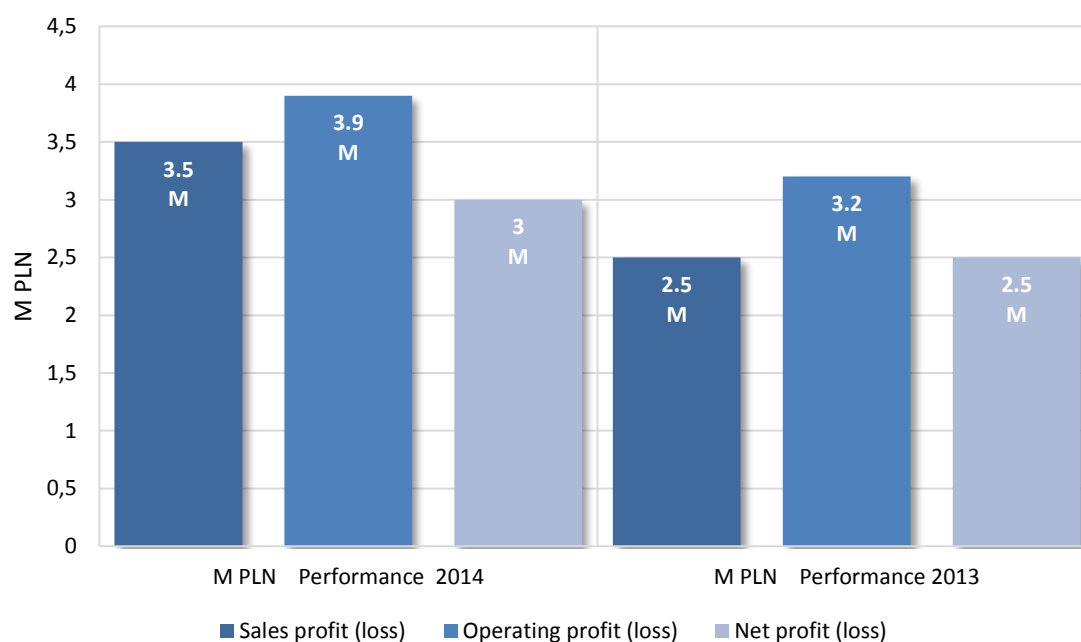
The Issuer's profit & loss statement in 2014 – 2013 (in K PLN).

Sales and financial result in K PLN	2014	2013	Change 2014/2013	
	K PLN	K PLN	K PLN	%
<b>Sales of products, services and goods total, including:</b>	<b>98 042</b>	<b>93 304</b>	<b>4 738</b>	<b>105.1%</b>
1. Sales of products and services	46 527	40 148	6 379	115.9%
2. Sales of goods	51 515	53 156	-1 641	96.9%
<b>Sales profit (loss)</b>	<b>3 495</b>	<b>2 526</b>	<b>969</b>	<b>138.4%</b>
<b>Operating profit (loss)</b>	<b>3 898</b>	<b>3 240</b>	<b>658</b>	<b>120.3%</b>
<b>Gross profit (loss) – before tax</b>	<b>3 600</b>	<b>2 854</b>	<b>746</b>	<b>126.1%</b>
<b>Net profit (loss) from continued operations</b>	<b>2 955</b>	<b>2 493</b>	<b>462</b>	<b>118.5%</b>

Sales revenues generated by OPTeam S.A. for 2014 reached PLN 98,042 K and were higher by 5.1% compared to the revenues in the analogous period of the previous year. The after-tax profit from 2014 amounted to PLN 2,955 K, up by PLN 461K (18.5%) compared to 2013.



**Profit & loss statement – sales revenues**



### Profit & loss statement: sales profit, operating profit and net profit

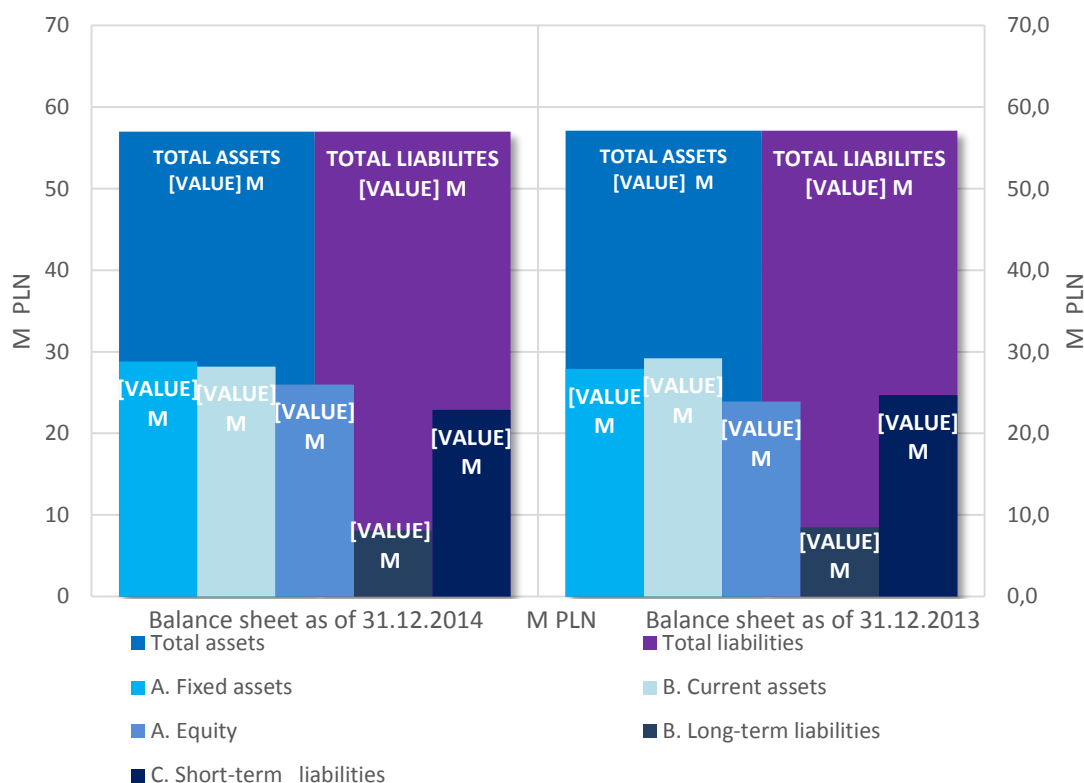
#### Sales revenues according to markets – performance for 2014 to 2013.

MARKETS/ sales revenues	2014	Structure	2013	Structure	Performance 2014/2013	
	K PLN	%	K PLN	%	K PLN	%
<b>Total OPTeam S.A., including</b>	<b>98 042</b>	<b>100.0%</b>	<b>93 304</b>	<b>100.0%</b>	<b>4 738</b>	<b>105.1%</b>
Education	22 507	23.0%	12 295	13.2%	10 212	183.1%
Energy sector	22 952	23.4%	28 983	31.1%	-6 031	79.2%
Central administration	8 717	8.9%	14 972	16.0%	-6 255	58.2%
Business	43 866	44.7%	37 054	39.7%	6 812	118.4%

#### Economic position, debt, liquidity of 2014 to 2013.

ASSETS	Status as of 31.12.2014 r.		Status as of 31.12.2013 r.		Change	
	K PLN	Structure in %	K PLN	Structure in %	K PLN	%
A. Fixed assets	28 786	50.5%	27 893	48.9%	893	103.2%
B. Current assets	28 219	49.5%	29 205	51.1%	-986	96.6%
<b>TOTAL ASSETS</b>	<b>57 005</b>	<b>100.0%</b>	<b>57 098</b>	<b>100.0%</b>	<b>-93</b>	<b>99.8%</b>
<b>LIABILITIES</b>						
A. Equity	26 011	45.6%	23 860	41.8%	2 152	109.0%
B. Long-term liabilities	8 132	14.3%	8 544	15.0%	-412	95.2%
C. Short-term liabilities	22 862	40.1%	24 694	43.2%	-1 833	92.6%
<b>TOTAL LIABILITIES</b>	<b>57 005</b>	<b>100.0%</b>	<b>57 098</b>	<b>100.0%</b>	<b>-93</b>	<b>99.8%</b>

In 2014 OPTeam's economic position was not subject to major change, total assets dropped by PLN 93 K (-0.2 % of the balance-sheet total from the previous year). Only a slight decline in assets compared to an increase of sales revenues by 5.1 % allowed achieving better effectiveness of asset turnover.



### Statement of financial position – balance sheet as of 31.12.2014/31.12.2013

Increasing net fixed assets in 2014 by PLN 893 K (3.2 %) results from current replacement investments and expenditure for fixed assets and software acquired during execution of investment projects subsidized with EU funds (projects: HR Opticenter, OPTiBUD, B2B iCenter).

### Debt, liquidity

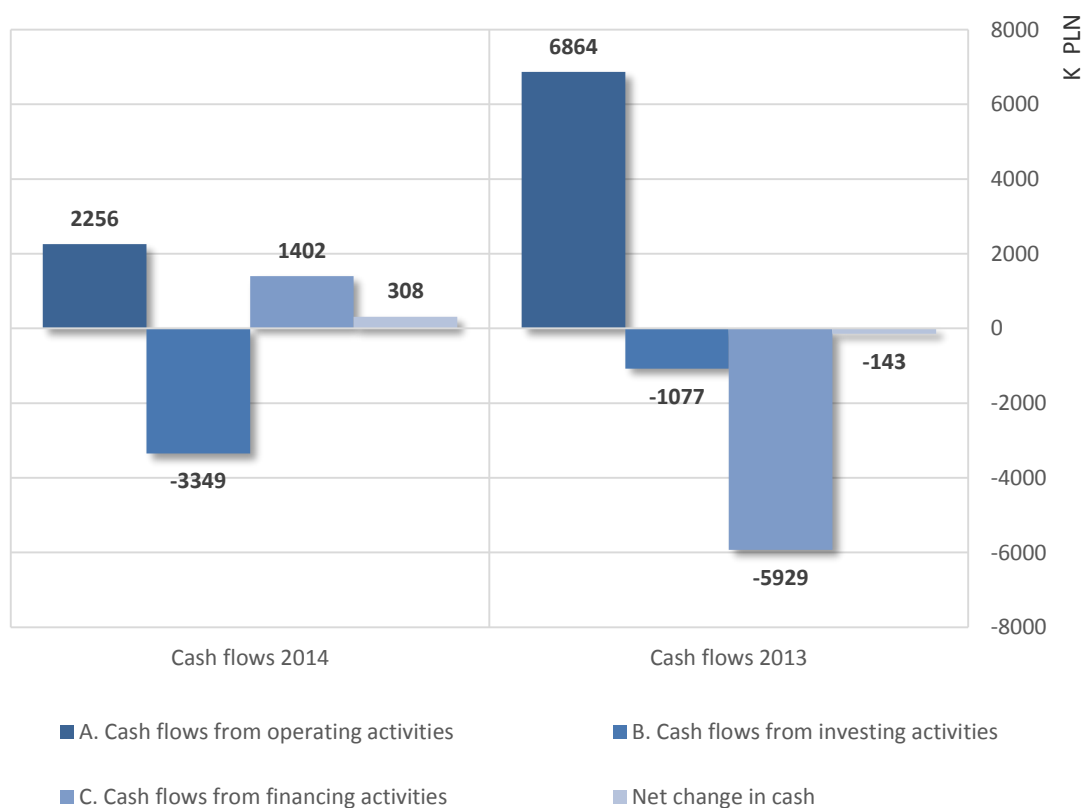
Throughout 2014 the Company had financial resources – own resources, overdraft facility, investment loan, acquired investment funds, allowing the Company to fully meet its liabilities, without any threat to lose financial liquidity.

Throughout 2013, the Company maintained financial liquidity and met its liabilities in a timely manner, with regard to suppliers, employees, banks, lessors, as well as the State Treasury.

To secure its financial liquidity, the Company uses working capital facilities in the form of overdrafts – the total

credit limit in two banks amounts to PLN 10 M (including PLN 2 M up to 28.02.2015). As of 31 December 2014, the use of these working capital facilities reached PLN 4.0 M.

CASH FLOWS in K PLN	From 01.01.2014 to 31.12.2014	From 01.01.2013 to 31.12.2013	Change	
			K PLN	%
A. Cash flows from operating activities	2 256	6 864	- 4 608	-67.1%
B. Cash flows from investing activities	- 3 349	- 1 077	-2 272	210.9%
C. Cash flows from financing activities	1 402	-5 929	7 331	- 123.6%
Net change in cash	+308	-143	+451	315.6%
Closing balance of cash	707	399	+308	77,3%



### Cash flow statement

Cash flows from operating activities, after covering the expenses related to statutory activities, were positive throughout 2014 and amounted to PLN 2,256 K. The Company used the surplus inflows from operating activities to finance investments, including the acquisition of tangible and intangible assets, as well as to pay the lease instalments, debt servicing, dividend payment to shareholders (PLN 803 K).

### Economic and financial ratios

Selected ratios describing the financial situation of OPTeam S.A. in 2014 – 2012, computed on the basis of data contained in the financial statements are presented below:

Ratio	Calculation formula	2014	2013	2012
Gross profit margin	<i>gross profit / net sales</i>	3.7%	3.1%	2.8%
EBIT profitability	<i>operating profit / sales</i>	4.0%	3.5%	3.4%
EBITDA profitability	<i>operating profit + depreciation / sales</i>	7.1%	6.8%	6.5%
Net profit margin	<i>net profit / net sales</i>	3.0%	2.7%	2.3%
Return on equity ROE	<i>net profit / equity minus current year's financial result</i>	12.8%	11.7%	10.6%
Return on assets ROA	<i>net profit / total assets</i>	5.2%	4.4%	3.3%
Current ratio	<i>current assets / short-term liabilities</i>	1.3	1.2	1.1
Quick ratio	<i>current assets - inventories / short-term liabilities</i>	1.2	1.1	1.0
Debt ratio	<i>total liabilities / total assets</i>	0.5	0.68	0.7
Days sales outstanding	<i>(average trade receivables / sales) * 360</i>	86,	102	108
Days inventory outstanding	<i>(average inventory / operating expenses) * 360</i>	13	15	15
Days payable outstanding	<i>(average trade payables / operating expenses-labour cost-depreciation) * 360</i>	77	94	108

Profitability ratios demonstrate continued growth, with a particularly significant improvement in the return on equity ratio, which amounted to 12.8 % in 2014.

The debt ratio is systematically improving, the analysis of debt ratios indicate a safe level of borrowed capital in



financing activities, e.g. debt ratio (total liabilities with acquired funds to fixed assets/total assets) on 31 December 2014 amounts to 0.54. The value of this ratio deemed desirable is 0.3-0.5.

Liquidity ratios are slightly higher compared to previous years and they are within safe range. In 2014 current ratios were still improving, including current ratio from 1.2 to 1.3, quick ratio amounted to 1.2 (the values of this ratio deemed desirable are between 0.8 – 1.2)

The Issuer announces that in the course of the business year covered by this Report there were no extraordinary factors or events which would affect the financial result

## 5. Disclosure on significant contracts for the Issuer's operations, including agreements concluded between shareholders (partners), insurance, cooperation and collaboration agreements known to the Issuer.

With regard to core products, in 2014 the Issuer conducted transactions whose total amount exceeded 10% of equity (according to the balance sheet published for 31.12.2014) with the following entities:

No	Customer for services/goods	Turnover (in K PLN)
1.	PKN Orlen S.A.	7 357
2.	PGE Dystrybucja S.A	4 637
3.	UNIT4 TETA S.A.	4 637
4.	HS Wrocław Sp. z o.o.	3 279
5.	Politechnika Opolska	2 862

No	Supplier	Turnover (in K PLN)
1.	VERACOMP S.A.	10 691
2.	ABC DATA S.A.	3 423
3.	UNIT4 TETA	3 237
4.	ARROW ESC	2 501

The Issuer discloses that it is not linked in terms of equity or organisation with any supplier or customer whose share in the Issuer's sales revenue accounts for 10% or more.

## 6. Disclosure on organisational or equity relations of the Issuer with other parties.

### Description of key investments, including capital investments

In 2014, the Issuer was equity-linked to the Centre of Electronic Clearance Polish ePayment [Centrum Rozliczeń Elektronicznych Polskie ePłatności S.A.] with its seat in Rzeszów. Other related parties of the Company are members of its management and supervisory bodies, and close family members of those people.

Entities equity-linked to the Issuer:

Name	Domicile	OPTeam stake in authorised capital (%)	OPTeam stake in votes (%)	Notes
Centrum Rozliczeń Elektronicznych Polskie ePłatności S.A. Centre of Electronic Clearance Polish ePayment	Rzeszów	50%	41.2%	The Company was established on 18 January 2010 and registered by the Regional Court in Rzeszów, 12th Commercial Division of the National Court Register on 21 January 2010.

The core business of Polish ePayment includes processing transactions with payment cards at POS terminals.

Moreover, the Company provides the option of selling GSM phone credits, running customer loyalty programmes or paying bills with the use of a product of Bank BPH – Transkasa and of BillBird S.A. – “Moje Rachunki”.

As of 31 December 2014, OPTeam S.A. held in its financial assets a 50% stake in Polskie ePłatności S.A.

Shareholders of the Centre of Electronic Clearance Polish ePayment as of 31 December 2014:

Description	Number of shares	Number of votes	Share of votes at the GMS (%)	Share nominal value in PLN	Share in equity (%)
OPTeam S.A. in Tajęcina	14 192 105	14 192 105	41.16%	14 192 105	50.00%
Polish Security Printing Works in Warsaw	14 192 105	20 288 158	58.84%	14 192 105	50.00%
<b>Total</b>	<b>28 384 210</b>	<b>34 480 263</b>	<b>100.00%</b>	<b>28 384 210</b>	<b>100.00%</b>

In 2014, the Issuer did not make capital investments.

## 7. Disclosure on significant transactions concluded by the Issuer or its subsidiary with related parties not at arm's length

Information about transactions concluded by the Issuer with related parties is disclosed in the Notes to the financial statement for 2014, Note no 31. The transactions were concluded in line with the arm's length principle.

## 8. Description of significant risk factors and threats, including the extent of exposure

### **8.1. Risk related to the effect of macroeconomic situation on the Issuer's operations**

The Issuer's financial situation depends on the economic situation in Poland and worldwide. The financial results generated by the Company are affected by: GDP growth rate, inflation rate, unemployment rate as well as government fiscal and monetary policy and changes in consumption. These factors exert a strong influence on purchases of ICT products. There is a risk that if the economic situation in Poland or worldwide deteriorates in the long term, consumer demand drops or the government introduces economic policies that might have a negative impact on the Company's market standing, the financial results it generates may decline.

. The Issuer's bidding activity in business sectors where the influence of macroeconomic factors does not impact heavily on investment decisions, as well as product and market diversification, should limit the potentially harmful consequences of macroeconomic factors on the Company's operations.

### **8.2. Risk related to technological changes in the sector and new product development**

The IT sector is characterised by the fast development of solutions and technologies, hence the product life cycle in the market is relatively short. The Issuer's operations depend to a large extent on the ability to apply cutting-edge technological solutions in its products and services.

There is a risk that new solutions may appear in the market that will cause the Issuer's products to become unattractive and fail to ensure the receipts anticipated during design and development stages. Moreover, there is a risk that new technological solutions designed or developed by the Issuer now or in the future fail to achieve the expected parameters, which would have a negative impact on the Issuer's ability to recover the costs incurred.

The Issuer analyses the new emerging market trends in IT technologies and product development and their potential applications. They also establish and maintain trade relations with key customers. These relations underlie activities aimed at adjusting the offered products to customer expectations. Staff are trained on

implementing new IT solutions. The Issuer makes efforts to maintain the high technological level of its proprietary products and services, continually expanding the scope of functionalities and applications and due to this the risk is minimal.

### **8.3. Risk of industry consolidation.**

Consolidation processes in the IT sector help reinforce the market position of several largest businesses, limiting growth potential of small and medium-sized enterprises in the ICT market. The strongest domestic businesses strive to take over weaker enterprises, especially from the SME sector, providing to niche segments of the IT market. As a result, the largest businesses expand their competences and gain access to new customer groups. If consolidation activities intensify significantly, the Issuer may lose its market position, which may lead to a decline in sales and financial performance of the Company.

The Issuer's Management Board anticipates dynamic growth of activity due to the development works completed in preceding years. The Issuer makes full use of the modern infrastructure and technological solutions available at the Design Center of Modern Technologies OPTeam S.A. in Tajęcina (currently, the Company's seat). The ongoing activities related to the development of proprietary products and building new skills in specialist services should help change the profile of Company sales towards increasing the share of proprietary products and specialist services.

The Company continues to expand geographically operating in three branches: in Warsaw, Lublin and Cracow. Their goal is to reach out to new customer with the Company's full product and service range. The Issuer is also open to taking over smaller businesses from the sector to expand its offer and scope of activity.

In the coming years, these activities should improve the rate of return on sales and increase the scale of operations, which should translate into increasing the Issuer's investment appeal.

### **8.4. Risk of competition.**

Poland's presence in the structures of the European Union brought new players into the Issuer's playing field, operating on an international scale. Those entities are not the Issuer's main competitors, however. Due to a better knowledge of the domestic market, Polish companies pose a bigger threat to its competitive position. There is a risk of intensified competition in the Issuer's business segments, and if the Investor's response is not quick enough, it may lead to loss of market share, decline in sales and performance.

The Issuer is moderately subject to the risk related to competition's operating. It should be highlighted that by having a numerous group of regular trade partners and a very flexible process of production and system implementation, as well as due to the adopted growth strategy, the Issuer should be able to considerably limit the effects of enhanced competition in its market.

#### **8.5. Risk related to the suppliers' changed commercial terms**

Within the IT system integration area, the Issuer supplies equipment and technologies from manufacturers which can be regarded as global market leaders. The bargaining power of those companies is often incomparably stronger than the Issuer's, and terms of cooperation with customers are usually determined centrally and are non-negotiable. In the Issuer's experience, an unfavourable change in the terms of cooperation with equipment and technology suppliers may not be transferred directly to the terms of cooperation with the Company and its customers. As a result, the Company's rate of return and liquidity may deteriorate, in spite of the supplier diversification policy in place.

#### **8.6. Risk related to IT projects executed by the Issuer.**

. The scope of the Issuer's operations includes providing IT services, particularly with regard to integration of advanced IT solutions, systems based on smart card technologies, ERP systems. Agreements concluded between the Issuer and its clients provide for the Issuer to execute certain activities comprising an IT project. In each project, proper cooperation is necessary between the project team originating from the Company and employees delegated by the service buyer. This generates a certain risk of human error. On the one hand, the conditions and circumstances of the service may be defined incorrectly by the service buyer's team, and on the other, the Issuer's staff may take an inappropriate approach. As a result, they may fail to deliver the right solution to the service buyer. This may lead to the latter incurring losses and consequently claiming damages from the Issuer, prolonging the involvement in the IT project, delaying payment. Such steps may have a negative impact on the Issuer's situation, hence the threat resulting from this risk is qualified as a medium one.

To minimise this risk factor, procedures have been put in place and are applied consistently in project management and project execution monitoring, including project finance, using implemented software. The Issuer has implemented such tools and continues to develop them. At present, further works are pending, aimed at correlating the project management solutions with the product structure offered by the Company.

#### **8.7. Financial instruments exposed to price, credit and other risks.**

The Company is not significantly exposed to risks related to financial instruments, seen as the main financial instruments as of the date of the report were cash in the Polish currency, trade and other receivables, shares in Polish ePayment, as well as liabilities under trade, loans, leases. Taking into account the above, due to a little range of transactions in foreign currency, the risk related to currency is insignificant.

In 2014, the Issuer extended loan sureties to Polish ePayment. There is a potential risk that grounds may emerge for the Bank to exercise their rights under loan sureties. According to the Issuer's Management Board,

looking at the potential of Polish ePayment and the business ratio analysis of its operations, that risk is insignificant.

## 9. Identification of proceedings at court, arbitration bodies of proper jurisdiction or public administration bodies

As of 31 December 2014 and throughout the period covered by this Report, OPTeam S.A. was not involved in proceedings at court or another body regarding liabilities or debts, whose individual or combined amounts would reach at least 10% of equity.

The only case in progress against OPTeam S.A. was brought in by Centrum Elektronicznych Usług Płatniczych eService S.A. with its seat in Warsaw, to establish intellectual property rights to payment terminal software developed by OPTeam S.A. The case is pending. At this stage of the proceedings, the Company sees no need to establish a provision for liabilities.

So far, there were 4 hearings related to the essence of the case - on 13.12.2012, 25.04.2013, 10 October 2013 and 20 February 2014. During the hearing of 10 October 2013, parties to the proceedings submitted a mutual motion to adjourn the hearing of that day and not take oral evidence from summoned witnesses due to pending talks related to amicable out-of-court settlement. To a mutual motion of the parties, the Court adjourned the hearing and set a next date of 20 February 2014 and obliged the parties to submit a draft settlement within 60 days. On 20 February 2014 due to lack of settlement signed by the parties as of the date of the hearing, the Court initiated evidentiary proceedings. Simultaneously, the Court set the next hearing date for 3 July 2014.

The case is pending and at this stage of the proceedings the Company sees no need to establish a provision for liabilities. The Management Board of OPTeam S.A. does not rule out the possibility that the pending proceedings might be settled amicably.

## 10. Disclosure on agreements related to borrowings.

Liabilities under borrowings as of 31 December 2014

Bank / Lender	Domicile	Contractual amount		Amount outstanding		Repayment date	Securities
		Currency	in PLN	Currency	in PLN		
Bank Pekao S.A. – multi-purpose credit line	Kraków	-	3, 000, 000.00	-	0.00	31.05.2015	- authorisation for the Bank granted by the Company to access its current account at Bank Pekao S.A. in Rzeszów registered pledge on fixed assets (plant and machinery) amounting to PLN 2 762 664.09 including assignment of rights under

							insurance policy, blank promissory note
Bank Pekao S.A. – non-revolving credit	Kraków	-	2, 000, 000.00	-	1, 486, 139.84	28.02.2015	<ul style="list-style-type: none"> <li>- authorisation for the Bank granted by the Company to access its current account in Bank Pekao S.A. in Rzeszów</li> <li>- OPTeam's statement of voluntary consent to debt enforcement</li> <li>- blank promissory note</li> </ul>
ING Bank Śląski S.A. – multi-product agreement, including: overdraft facility of PLN 5 M, bank sureties of PLN 2 M	Katowice	-	5, 000, 000.00	-	2, 514, 846.48	17.08.2015	<ul style="list-style-type: none"> <li>- capped mortgage on a property in Tajęcina, land &amp; mortgage register KW RZ1Z/00162028/1 amounting to PLN 8 050 000.00</li> <li>- assignment of rights under property insurance policy</li> <li>- blank promissory note</li> </ul>
<b>Total</b>			<b>10, 000, 000.00</b>		<b>4, 000, 986.32</b>		

## 11. Disclosure on loans, securities and bond issued and received in the course of the business year.

Contingent liabilities comprise insurance bonds granted to the Company and bank sureties related to performance bonds and bid bonds.

These bonds and sureties are temporary and result respectively from the terms of the product supply agreement and requirements of the tendering procedure. The Company predicts that the bonds and sureties in question will not have to be activated, except for the case of using the guaranteed sum (from insurance bond) in 2015 in relation to purchaser's withdrawal from the agreement, however in this case the total amount of paid guaranteed sum was returned to OPTeam by the subcontractor.

### Received bonds

Contingent liabilities	Status as of 31.12.2014	Status as of 31.12.2013
<b>Received insurance bonds, including:</b>	<b>2 155 771.87</b>	<b>1 365 391.44</b>
- performance bonds	2 155 771.87	1 165 391.44

- bid bonds in public tendering procedures	0.00	200 000.00
<b>Received bank sureties, including:</b>	<b>118 000.00</b>	<b>0.00</b>
- performance bonds	0.00	0.00
- bid bonds in public tendering procedures	118 000.00	0.00

### Guarantees extended

On 20.05.2014, the Management Board of OPTeam S.A. signed amendment no 2 to the loan surety agreement for the affiliated company Centre of Electronic Clearance Polish ePayment with its seat in Rzeszów, concluded on 25 February 2013. The sureties extended are a continuation of the sureties extended on 25.02.2011 and subsequently amended on 26.03.2012, 25.02.2013 and 14.02.2014.

By signing the surety agreements, the Issuer consented to extend joint and several surety with Polish Security Printing Works in Warsaw, the other shareholder of Polish ePayment, with regard to the loans granted by ING Bank Śląski to Polish ePayment:

- 1) for the PLN investment loan agreement amounting to a total of PLN 3,000,000 (three million zlotys) to be repaid by 01.10.2014. The surety covers the Issuer's pledge to settle all liabilities of Polish ePayment under the above-mentioned loan agreement. Moreover, the Issuer made a statement of consent to debt enforcement in compliance with the provisions of the Code of Civil Procedure with regard to all liabilities arising out of the surety agreement concluded on 25.02.2013. Pursuant to the statement referred to hereinabove, the Issuer consented to the Bank issuing a writ of execution up to PLN 4,500,000.00 (four million five hundred thousand zlotys) including authorisation of the Bank to apply to the court of proper jurisdiction to grant an enforcement clause up to 01.10.2017.
- 2) for the multi-product loan agreement of the total amount of PLN 9,000,000 (nine million zlotys) with repayment dates: up to 20.05.2015 – repayment of PLN 4,000,000 overdraft, up to 1.07.2015 – repayment of PLN 5,000,000 working capital facility. The surety covers the Issuer's pledge to settle all liabilities of Polish ePayment under the above-mentioned loan agreement. Moreover, the Issuer made a statement of consent to debt enforcement in compliance with the provisions of the Code of Civil Procedure with regard to all liabilities arising out of the surety agreement concluded on 25.02.2013 (along with amendments of 14.02.2014 and 20.05.2014). Pursuant to the statement referred to hereinabove, the Issuer consented to the Bank issuing a writ of execution up to PLN 13,500,000.00 (thirteen million five hundred thousand zlotys) including authorisation of the Bank to apply to the court of proper jurisdiction to grant an enforcement clause up to 07.07.2018.



Both of the above-mentioned loan agreements contain provisions putting the jointly and severally liable guarantors under an obligation to increase the capital of the Centre of Electronic Clearance Polish ePayment to the level required by the bank, in the case of the company going into negative equity. Moreover, the jointly and severally liable guarantors, in the case of losses incurred by the Centre of Electronic Clearance Polish ePayment that would lead to its capitals (understood for the sake of this proviso as the sum of equity and loans subordinated to the Bank) dropping to less than PLN 2,500,000.00 – will provide the Centre of Electronic Clearance Polish ePayment with a loan subordinated to the Bank, amounting to no more than PLN 2,000,000.00. The subordinated loan will be granted no later than within 2 months after the equity of Polish ePayment drops below PLN 2,500,000.00.

On 22.04.2013, the Management Board of OPTeam S.A. signed a surety agreement for the affiliated company Centre of Electronic Clearance Polish ePayment with its seat in Rzeszów. The agreement was signed by: OPTeam S.A. as the Surety, -Kolporter Sp. z o.o. spółka komandytowo-akcyjna (limited joint-stock partnership, formerly Kolporter S.A.) with its seat in Kielce - acting as the Seller, Centre of Electronic Clearance Polish ePayment with its seat in Rzeszów (hereinafter Polish ePayment) - acting as the Buyer. By signing the surety agreement, the Issuer has consented to guarantee the timely and complete repayment of the Buyer's liabilities, which may arise out of the open-ended cooperation agreement concluded between the Buyer and the Seller. The above-mentioned cooperation agreement involves the Seller providing goods to the Buyer for a fee. The surety includes the Buyer's future debt to the Seller in the full amount up to 7 million złotych (in words: seven million). The surety is interim and shall expire 12 months after the maturity date of the final invoice issued during the term of the cooperation agreement between the Seller and the Buyer.

Entity	Regon	Type of liability	Amount of liability ( PLN)	Period from-to
Centre of Electronic Clearance Polish ePayment with its registered seat in Rzeszów – security for the payment of debt under loan agreement concluded on 21.02.2011 no676/2011/00003876/00, granted by ING Bank Śląski S.A. (investment loan in PLN – capped at PLN 3,000,000, repayment date 1.10.2014)	180523400	loan suretyship	Surety up to PLN 4, 500, 000	From 21.02.2011 to 01.10.2017
Centre of Electronic Clearance Polish ePayment with its registered seat in Rzeszów – security for the payment of debt under multi-product loan agreement concluded on 21.02.2011 no 676/2011/00003875/00, granted by ING Bank Śląski S.A. with amendments from 1 to 5 (credit limit PLN 9,000,000, repayment dates: PLN 4,000,000 by 20.05.2015, PLN 5,000,000 by 1.07.2015)	180523400	loan suretyship	Surety up to PLN 13, 500, 000	From 21.02.2011 to 07.07.2018

Centre of Electronic Clearance Polish ePayment with its seat in Rzeszów - security for the payment of debt to Kolporter Sp. z o.o. under goods supply agreement for PeP, concluded on 22.04.2013	180523400	guarantee of liabilities	Surety up to PLN 7, 000, 000	From 22.04.2013 up to 12 months after the due date of the final invoice issued by Kolporter Sp. z o.o.
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## 12. Disclosure on how the Issuer used proceeds from the issue of securities in the period covered by the report.

In 2014, the Issuer did not issue shares or bonds

## 13. The Management Board's position on the viability of previously published performance forecasts

The Company did not publish forecasts for 2014.

## 14. Management of financial resources.

In 2014, the Issuer had financial resources – own funds and an investment loan, investment subsidies, allowing it to fully meet its financial liabilities, without the risk of losing financial liquidity.

## 15. Investment plan viability assessment, including capital investments.

In 2014, OPTeam S.A. did not execute capital investments. Outlay on replacement investments included the acquisition of tangible assets (IT equipment, furnishing, vehicles) and software licences.

## 16. Evaluation of extraordinary factors and events affecting the business result for the business year, including the extent of influence of those extraordinary factors or events on the generated result.

In the course of the 12 months ending 31 December 2014 there were no extraordinary events which would have a significant impact on the result of operations of OPTeam.

## 17. Characteristics of external and internal factors significant to the development of the Issuer's enterprise and a description of the Issuer's development outlook at least up to the end of the business year following the business year for which the financial statement was drawn up

The Issuer's Management Board regards the potential of the IT market in 2015 as similar to that of 2014 however, the situation in the IT market is highly demanding in terms of innovativeness and adjusting the offer to the market's needs, which requires from IT companies constant updating of their offers and flexible approach to commercial operating. The year 2015 is interim in the process of financing investments with European Union subsidies, which may result in postponing investment decisions by the customers.

Macroeconomic uncertainty translates directly into customers reducing their IT budgets. It has a significant impact on competitive activities and hinders attracting new clients, especially with regard to large IT projects. OPTeam participates in tendering procedures for those projects, and despite competing with large integrators, often manages to win such contracts, which helps reinforce the company's standing in the sector and its perception as a reliable integrator with a high project execution potential. OPTeam's offer in this scope is very competitive compared to other suppliers, because the company has lower operating costs within the Subcarpathian Science and Technology Park (SEZ EURO-PARK Mielec).

In 2014, the Management Board, in response to market expectations, undertook steps aimed at expanding the service range and reinforcing the sales of proprietary products and services, as well as reinforced the company's potential as an integrator – by expanding the product portfolio and building new competences (Teta, USOS).

The scope of the Management Board activities in 2014 included product portfolio reorganisation in terms of market opportunities, focusing on products and services which have the highest potential for repeated sales using the potential of the Company's own Data Center in all the markets where the Company is present. In the growing family of ITaaS services, a new service group HR OPTiCenter was launched – human resources and payroll outsourcing the first effects of which are visible in Q1 of 2015 generating stable monthly revenues.

Boosting the sales of products in the cloud computing service model, making use of the already available Data Center infrastructure will have a favourable influence on the stability of sales in consecutive years and gradual increase of generated profit.

The strategy for boosting the sales of proprietary products and services with the use of modern sales models (cloud, SaaS, ITaaS) across all markets will be continued.

According to the Issuer's Management Board, in 2015 considerable growth opportunities for the Company emerge in IT projects in the markets of energy, tertiary education and business, where the company instead of EU subsidies proposes other financing models and reorganization of the offer according to the market requirements.

The Company performed several financially significant contracts with large domestic universities in 2014. They provide for implementations of proprietary systems, ERP systems and integration services. In the business sector, too, the order portfolio for ERP implementations is substantial. In the sales plans for 2015 strong emphasis was placed on the energy market, where the Issuer's Management Board expects the announcement of large tenders for projects which the Company is prepared to execute.

An important element in building the Issuer's value, in the opinion of the Management Board, is the development of the Centre of Electronic Clearance Polish ePayment. The Company, in which the Issuer holds a 50% stake, continues a dynamic growth in terms of expanding the range of its customers.

In the first three years of business at Polish ePayment the priority was to build the operational potential, which entailed significant costs and investment outlay. In subsequent years, the Company intends to keep actively expanding the acceptance network and acquire new terminals with high uptake dynamics. Taking this into account, as well as an offensive strategy of building a terminal network and the Company's innovative products, the forecasts of dynamic increase of all the parameters at PeP in the future seem completely reasonable.

## 18. Changes in basic management principles of the Issuer's enterprise.

As of 1 January 2014, a new organisational structure was put in place. It was introduced to enhance the Company's operating effectiveness and to respond to current market expectations. The previous department-based structure was replaced with a more integrated approach to the Company's resources. One important element of the new structure is that smaller departments have been combined into larger units, which will enable them to execute large projects and make better use of all the resources at hand.

Since the beginning of 2014 OPTeam operates via 3 operating divisions supported by shared services departments. The first two divisions are commercial. The Institutional Sales Division deals with sales mainly through public tendering procedures. The other commercial unit – the Business Sales Division, focuses on the business sector, including industrial enterprises. The third operating division is the Project Execution Division. It comprises all of the software development and implementation resources related to project execution.

## 19. All agreements concluded between the Issuer and management officers, providing for compensation in the event of resignation or dismissal without cause, or if their dismissal or termination is due to the Issuer's consolidation through acquisition.

In 2014, the Issuer did not conclude agreements with management officers, providing for compensation in the event of resignation or dismissal without cause, or if their dismissal or termination is due to the Issuer's consolidation through acquisition.

## 20. Remuneration, bonuses or benefits, including under incentive or bonus programmes based on the Issuer's capital for management and supervisory officers.

Information regarding remuneration, specified separately for each management and supervisory officer, is presented in the Notes to the financial statement for 2014 – Note no 32.

In the current report no 4 of 13.01.2014 the Issuer disclosed transactions on the Issuer's shares involving management and supervisory officers that were completed in 2013. They were connected with the implementation of the provisions of the Incentive Programme of OPTeam S.A., the details of which were published in the Issuer's Prospectus approved on 08.06.2010.

## 21. Specification of the total number and nominal value of all of the Issuer's shares as well as shares in the Issuer's related parties, held by management and supervisory officers (individually).

As of 31.12.2014, OPTeam S.A. shares were held by the following management and supervisory officers:

Shareholder	Number of shares and votes at GMS of OPTeam SA	Nominal value in PLN	% of shares and votes at the GMS of OPTeam S.A.
Janusz Bober – Chairman of the Supervisory Board	1 372 523	137 252.30	18.80%
Andrzej Pelczar –Vice Chairman of the Supervisory Board	1 372 523	137 252.30	18.80%
Ryszard Woźniak - Vice President of the Management Board	1 378 512	137 851.20	18.88%
Wacław Szary –President of the Management Board	404 795	40 479.50	5.55 %
Bogdan Niziołek - Vice President of the Management Board	9 908	990.80	0.14%

As of the date of this report the number of shares held by supervisory and management officers did not change.

## 22. Disclosure on agreements known to the Issuer (including those concluded after the balance sheet date), which may in the future lead to changes in the stakes held by current shareholders.

The Issuer's Management Board has no information on agreements (including those concluded after the balance sheet date), which may in the future lead to changes in the stakes held by current shareholders.

## 23. Disclosure on the control system of the employee stock ownership plan.

In 2014, the Issuer did not implement an employee stock ownership plan.

## 24. Representation of the Management Board regarding corporate governance

In 2014, the Company complied with the principles of corporate governance collected in the Code of Best Practice for WSE Listed Companies, adopted on 19.10.2011 and on 21.11.2012 by the WSE Supervisory Board. The content of Best Practices is available on the web page of the Warsaw Stock Exchange in the section: <http://corp-gov.gpw.pl/publications.asp>

### 24. 1. Identification of corporate governance principle that the Issuer does not observe on a permanent basis.

I. Recommendations for Best Practice for Listed Companies	Statement of reasons for non-compliance
<p>Item 5. The company should have a remuneration policy and rules of defining the policy. The remuneration policy should in particular determine the form, structure, and level of remuneration of members of supervisory and management bodies. Commission Recommendation of 14 December 2004 on fostering an appropriate regime for the remuneration of directors of listed companies (2004/913/EC) and Commission Recommendation of 30 April 2009 complementing that Recommendation (2009/385/EC) should apply in defining the remuneration policy for members of supervisory and management bodies of the company.</p>	<p>The Company does not have a document laying down the rules of remuneration for the members of the Company's bodies. Remuneration of the Management Board is determined by the Supervisory Board, whereas the remuneration of the Supervisory Board is determined by the General Meeting. The range and amounts of remuneration are determined in proportion to the responsibility for the tasks and function in the given body</p>
<p>Item 9. WSE recommends that public companies and their shareholders ensure a balanced proportion of women and men in management and supervisory functions in companies, thus reinforcing the creativity and innovation of the companies' business.</p>	<p>The Company does not use a gender bias in appointments to positions or functions in management or supervisory bodies. Decisions on appointments to a given body are made autonomously by the authorised entities solely based on the candidates' qualifications and competence.</p>
II. Best Practice for Management Boards of listed companies.	
<p>Item 1.2a) A company shall publish on its corporate website (...) 2a – on an annual basis, in the fourth quarter - information about the participation of women and men respectively in the Management Board and in the Supervisory Board of the company in the last two years.</p>	<p>The Issuer publishes on its corporate website information regarding the composition of the Management Board and the Supervisory Board on an ongoing basis. Moreover, they provide investors with information on the changes in the composition of these bodies, hence they regard republishing this information as redundant.</p>

Item 1.9a) – “A company shall publish on its corporate website (...) 9a – a record of the General Meeting in audio or video format”.	The Issuer fulfills their disclosure obligations applicable to convening and procedure at the general meeting, especially through publishing current reports on the organisation and proceedings of the general meetings of OPTeam S.A. Such disclosures are also published on the Company's corporate website. The Issuer considers this approach to publishing information about the general meeting proceedings to be appropriate.
<b>III. Best Practice for Supervisory Board Members</b>	
Item 8. Annex I to the Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors (...) should apply to the tasks and activities of the committees of the Supervisory Board.	Seen as the Company's Supervisory Board is composed of the minimal legally required number of members, audit committees are not created within its framework, with the function fulfilled by the entire Supervisory Board. If the number of Supervisory Board members increases in the future, pursuant to applicable legal regulations, the appropriate committees will be established. The Supervisory Board, in its tasks and activities, does not apply Annex I to the EC Recommendation of 15 February 2005 on the role of non-executive or supervisory directors (....)
<b>IV. Best Practice of Shareholders.</b>	
Item 10. A company should enable its shareholders to participate in a General Meeting using electronic communication means through: 1) real-life broadcast of General Meetings, 2) real-life bilateral communication where shareholders may take the floor during a General Meeting from a location other than that of the General Meeting.	The Issuer is of the opinion that the principles currently in place at the Company regarding the participation in General Meetings, which are compliant with the requirements of the Code of Commercial Partnerships and Companies for listed companies and the approach to organising General Meetings, allow the shareholders to exercise their rights and protect their interests sufficiently. The application of the above-mentioned principle may create risks of a technical and legal nature and adversely affect the uninterrupted and secure general meeting proceedings.

**24.2.Characteristics of the internal control and risk management systems in place at OPTeam S.A. with regard to the process of drawing up financial statements and consolidated financial statements**

The internal control system at OPTeam S.A. is the basic tool ensuring a reliable assessment of operational risk. It provides information and financial data underlying the financial statements. Responsibility for the system lies with the Management Board. The internal control system is based on the following structure:

1) Verification of budget assumptions

The Company draws up an annual financial plan which is comprised of budgets prepared by individual operational departments. Compliance with budget assumptions is verified periodically by the Company's Management Board. At that time, measures are undertaken well in advance in order to limit or eliminate the risks to the execution of the assumed budget parameters.

2) Division of powers and responsibilities.

The Company has clearly divided powers and responsibilities. The Management Board verifies on an ongoing basis whether individual organisational units fulfill their obligations.

3) Verification of financial statements by independent external auditors.

Pursuant to the applicable legal regulations, the financial statements drawn up by the Management Board are verified by independent external auditors. Outcomes of the assessment are published.

Taking into account the input data to the risk analysis, the Management Board identifies risks related to the individual areas of the enterprise. Following the risk assessment, conclusions are formulated and decisions regarding the action plan are made. The aim is to eliminate uncertainty and optimally reduce the unfavourable factors which might disturb the organisation in certain areas. Such a verification is also periodically conducted by the Supervisory Board.

Moreover, the Management Board verifies the methods applied by individual organisational units to achieve their goals, their scopes of activities, provisions of internal regulations, procedures and internal normative acts of the Management Board.

**24.3. Identification of shareholders directly or indirectly holding significant stakes in OPTeam S.A.**

According to the information available to the Company, as of the publication date of the annual report for 2014 stakes exceeding 5% of the overall number of votes at the General Meeting of OPTeam S.A. were held by the following Shareholders:

Shareholders	Number of shares and votes at the GMS	% share in authorised capital and overall number of votes at the GMS
Janusz Bober	1 372 523	18.80 %
Andrzej Pelczar	1 372 523	18.80 %
Ryszard Woźniak	1 378 512	18.88 %
Wacław Irzeński	1 372 523	18.80 %
Wacław Szary	404 795	5.55 %
Other shareholders (less than 5 %)	1 399 124	19.17 %
<b>Total</b>	<b>7 300 000</b>	<b>100.00 %</b>

In 2014 the Issuer did not acquire own shares. The Company holds 334 own shares, remaining from settlement of transactions carried out in 2010.

The Management Board of OPTeam S.A. discloses that none of the shareholders hold special control powers related to the shares of OPTeam S.A. Nor are there any restrictions on exercising voting rights, or restrictions on



transferring security ownership rights, apart from the principles stipulated in the generally applicable regulations on trading in financial instruments.

**24.4. Description of rules governing appointments and dismissals of executive officers and their powers, especially the right to decide on issuing or redeeming shares.**

The Company's Management Board.

According to the provisions of the Articles of Association of OPTeam S.A., the Management Board consists of one or more members appointed for a joint term of office. Management Board Members, including the President, are appointed and dismissed by the Supervisory Board, which specifies the number of Management Board Members in the given term of office.

The mandate of a Management Board Member expires at the latest on the day of the General Meeting approving the financial statement for the last full business year in the course of the given term of office of the Management Board, so whose last day falling on 31 December was within the term of office of the Management Board counted in years from the date of appointment of the first Management Board Member of that term of office. The mandate of a Management Board Member, appointed prior to the end of the given term of office, expires at the same time as the mandates of all the other Management Board Members.

The Supervisory Board may dismiss a Management Board Member or the entire Board at any time. In the event of compelling reasons, the Supervisory Board may suspend some or all Management Board Members. If the entire Management Board is dismissed before the end of the term, the term of the new Management Board runs from the beginning.

Management Board Members may be dismissed or suspended by the General Meeting.

Works of the Management Board are directed by the President of the Management Board. Resolutions of the Management Board are passed by a simple majority of votes. In the case of split votes, the President's vote breaks the tie.

The detailed operating procedure of the Management Board, as well as issues which can be addressed to its individual members, are specified in the Bylaws of the Management Board adopted by the Management Board and approved by the Supervisory Board.

If the Management Board is composed of more than one person, to represent the Company two Board Members must cooperate or a Board Member jointly with the proxy.

To perform specific actions or specific types of actions, individuals may be authorised to act independently or in twos or threes within the scope of their powers. The Management Board keeps a record of the authorisations issued.

If the Management Board is composed of one person, the sole Management Board Member is authorised to make representations and sign on behalf of the Company.

In agreements, including those specifying terms of employment, and in other legal activities and disputes between the Company and Management Board Members, the Company shall be represented by the Supervisory Board. Representations on behalf of the Supervisory Board shall be made by a representative delegated by resolution of the Supervisory Board. The resolution of the Supervisory Board should specify terms of the agreement or legal activity referred to in the first sentence above.

The following issues require resolutions of the Management Board:

- a) to determine the development strategy for the Company and its Group,
- b) to approve the Company's material and financial plans,
- c) to approve the Company's asset and capital investment plans,
- d) to adopt organisational regulations specifying the Company's enterprise organisation,
- e) to decide on establishing or closing of the Company's organisational units,
- f) to approve the annual statement on the Company's operations, consolidated statement on the Group's operations and the annual financial statement of OPTeam S.A. and the Group's consolidated financial statement, in ample time providing for the Supervisory Board to express its opinion on those documents and for the General Meeting to approve them, pursuant to the applicable regulations,
- g) to determine the "Bylaws of the Management Board" and amend them,
- h) to appoint proxies and representatives,
- i) to convene Ordinary and Extraordinary General Meetings, as well as propose agendas and draft resolutions.

The detailed operating procedure of the Management Board is specified in the Bylaws of the Management Board.

Powers regarding decisions to issue or redeem shares, under the Code of Commercial Partnerships and Companies and the Company's Articles of Association, are vested in the General Meeting.

#### Supervisory Board.

The Supervisory Board exercises ongoing supervision over the Company's operations.

According to the Articles of Association, the Supervisory Board is composed of no fewer than 5 and no more than 7 members.

Apart from other competences specified in the Articles of Association, particularly Art. 22 section 2 of the Articles, in the Code of Commercial Partnerships and Companies and other legal regulations, the Supervisory Board is obliged to:

- a) once a year, draw up and present to the Ordinary General Meeting a brief assessment of the Company's

situation, including the evaluation of internal controls and risk management system,

- b) once a year, conduct and present to the General Meeting a self-evaluation of its work,
- c) consider and provide opinion on issues to be subject to resolutions at the General Meeting.

Apart from issues stipulated in the Act, other provisions of the Articles of Association or resolutions of the General Meeting, the powers and duties of the Supervisory Board include:

- a) to audit the annual Balance Sheet and Profit & Loss Statement and ensure their verification by certified auditors,
- b) to audit and express opinion on the Management Report,
- c) to submit to the General Meeting a written report on activities referred to in items a) and b),
- d) to approve the Company's long-term and annual material and financial plans, as well as asset and capital investment plans,
- e) to evaluate the Management Board's conclusions regarding distribution of profit or coverage of loss,
- f) to appoint and dismiss individual Management Board Members or the entire Board,
- g) to suspend some or all Management Board Members for cause,
- h) to determine rules of remuneration for the Management Board Members, conclude contracts with them and represent the Company in matters between the Company and a Management Board Member,
- i) to approve appointment of proxies,
- j) to consent to the disposal, acquisition or encumbrance of the Company's real property, share in property or perpetual usufruct of property,
- k) to consent to transactions involving incurring liabilities, debt exemption, disposal, acquisition or encumbrance of the Company's assets, if the amount of the given transaction should exceed PLN 4,000,000.00 (in words: four million);
- l) to consent to the Company making donations and sponsorship, if the amount of related transactions should exceed PLN 200,000.00 (in words: two hundred thousand),
- m) to delegate Supervisory Board Members to temporarily fulfil the duties of the Management Board Members who were suspended, dismissed or who are otherwise unable to perform their function, as well as in the case of dismissing the entire Management Board or when the Management Board is otherwise unable to act, and to determine remuneration due to the delegated Supervisory Board Members,
- n) to consent to establishing a branch of the Company,
- o) to select the certified auditor to audit the Company's financial statements
- p) to approve the Bylaws of the Management Board.

The Company did not appoint the audit committee, its functions are performed by the Supervisory Board Members, which is allowed under law and the Articles of Association (the Supervisory Board currently consists of

5 members).

The detailed operating procedure and powers of the Supervisory Board is specified in the Articles of Association and Bylaws of the Supervisory Board.

#### **24.5. Composition of supervisory and management bodies.**

The Issuer's Management Board up to 12 June 2014:

Andrzej Pelczar	President of the Management Board
Bogdan Niziolek	Vice President of the Management Board
Waclaw Szary	Vice President of the Management Board

The Issuer's Management Board after 12 June 2014 appointed by the Supervisory Board for the 4th term of office:

Waclaw Szary	President of the Management Board
Bogdan Niziolek	Vice President of the Management Board

#### Supervisory Board

The Issuer's Supervisory Board up to 12 June 2014:

Janusz Bober	Chairman of the Supervisory Board
Wiesław Roman Zaniewicz	Vice Chairman of the Supervisory Board
Janusz Gajdek	Secretary of the Supervisory Board
Marcin Lewandowski	Supervisory Board Member
Andrzej Ziemiński	Supervisory Board Member

The Issuer's Supervisory Board after 12 June 2014 (appointed for the 4th term of office by the GMS):

Janusz Bober	Chairman of the Supervisory Board
Andrzej Pelczar	Vice Chairman of the Supervisory Board
Wiesław Roman Zaniewicz	Secretary of the Supervisory Board
Marcin Lewandowski	Supervisory Board Member
Andrzej Ziemiński	Supervisory Board Member

#### **24.6. Description of principles for amending the Articles of Association of OPTeam S.A.**

Pursuant to Art. 26 item 5 of the Articles of Association, a resolution of the General Meeting is required to amend the Articles of Association of OPTeam S.A. The resolution on amending the Articles is passed by a  $\frac{3}{4}$  vote majority.

Operating procedure of the General Meeting, its fundamental powers, shareholders' rights and ways of exercising them.

The Company's General Meeting may proceed as an ordinary or extraordinary meeting.

The Ordinary General meeting is convened by the Management Board no later than within six months after the end of the business year. The Supervisory Board may convene the Ordinary General Meeting, if the Management Board fails to convene it within the timeframe stipulated in the Code of Commercial Partnerships and Companies.

The Supervisory Board or shareholders representing no less than half of the authorised capital or no less than half of the votes may convene the Extraordinary General Meeting. When the Extraordinary General Meeting is convened by shareholders, they appoint the chairperson of that Meeting.

The agenda of the General Meeting is decided by the Management Board. The Supervisory Board and shareholders representing no less than  $\frac{1}{20}$  part of the authorised capital may demand that particular matters are put on the agenda of the nearest General Meeting.

The demand to put issues on the agenda of the General Meeting should be submitted no later than 21 days prior to the appointed date of the Meeting and should include a statement of reasons or a draft resolution concerning the proposed item on the agenda. Changes in the agenda introduced by request of the shareholders should be announced by the Management Board no later than 18 days prior to the Meeting date in a manner appropriate to convening the General Meeting.

The following issues require resolutions of the General Meeting:

- 1) consider and approve the Company's annual financial statements, annual reports on operations, as well as the Group's consolidated financial statements and Group's report on activities for the prior business year,
- 2) acknowledge the fulfilment of duties by members of the Supervisory and Management Boards,
- 3) decide on distribution of profit and coverage of losses, as well as allotment of funds created from profit,
- 4) appoint Supervisory Board Members and determine rules of remuneration of Supervisory Board Members,
- 5) amend the Articles of Association, including increasing and reducing the authorised capital, unless the provisions of the Code of Commercial Partnerships and Companies or these Articles provide otherwise,
- 6) make any provisions regarding claims for compensation of damage inflicted during establishing the Company or exercising supervisory or management powers,
- 7) consent to the disposal or lease of the enterprise or an organisational unit thereof, and establishing limited property rights thereupon,

- 8) decide on share redemption and consent to the acquisition of shares to be redeemed as well as specify the terms of redemption,
- 9) consent to issuing bonds, including convertible bonds and senior bonds,
- 10) dissolve, liquidate and transform the Company and consolidate it with another company,
- 11) create and dissolve capital reserves and other capitals and funds of the Company,
- 12) approve the Bylaws of the Supervisory Board,
- 13) enact and amend Bylaws of the General Meeting.

Pursuant to the provisions of the Bylaws of the General Meeting, only people who were shareholders of the company sixteen days prior to the date of the General Meeting (registration date of participation in the General Meeting) are eligible to participate in it.

A person entitled under dematerialised bearer shares of a listed company may request, not before the publication of the General Meeting announcement and no later than on the first working day after registering participation in the General Meeting, that the securities depository should issue a personal certificate of entitlement to attend the General Meeting.

The Company determines the list of shareholders entitled to participate in the General Meeting pursuant to the list provided by the National Depository for Securities (KDPW), drawn up on the basis of personal certificates of entitlement to attend the General Meeting issued by the securities depository.

Proxy rights to attend the General Meeting and exercise voting rights shall be granted in writing or in electronic form. Proxy voting forms are available as of the date of convening the General Meeting on the Company's web site.

Shareholders notify the Company about appointing a proxy in electronic form, using the Company's email address provided in the General Meeting announcement.

In the notice, the shareholder should provide their telephone number and email address, as well as the proxy's telephone number and email, by means of which the Company may contact the Shareholder and proxy. The proxy notification should also specify the scope of authorisation, i.e. indicate the number of shares under which the voting rights will be exercised and the General Meeting date when they will be exercised.

Alongside the proxy notification in electronic form, the shareholder sends the letter of authorisation, excluding proxy voting instruction, a scan of their personal ID card or of another document identifying the authorising Shareholder and the proxy. If authorisation is granted by a body corporate or an organisational unit without legal personality but with legal capacity, the shareholder shall submit a scan of the register entry wherein it is registered or a scan of another document confirming due authorisation of persons acting on behalf of such an

entity. If authorisation is granted to a body corporate or an organisational unit without legal personality but with legal capacity, the shareholder shall additionally submit a scan of the register entry wherein the proxy is registered or a scan of another document confirming the existence of such an entity.

Notification about appointing and/or revoking a proxy in electronic form should be submitted no later than three working days prior to the General Meeting date.

The Company will undertake due measures to confirm the identity of the shareholder and proxy to verify the validity of authorisation granted in electronic form.

The detailed operating procedure of the General Meeting and powers of this governing body, as well as the powers of shareholders and how they can be exercised, are described in the appropriate provisions of the Articles of Association of OPTeam S.A. and the Bylaws of the General Meeting. These documents are published on the Company's website.

## 25. Disclosure on agreements with the certified auditor.

In 2014, the Issuer concluded the following agreements with the certified auditor, i.e.:

- 1) The agreement dated on 5 May 2014 concluded with HLB Sarnowski & Wiśniewski – current name: SWGK Audyt Sp.z o.o. with its seat in Poznań: 60-792 Poznań, ul.Wojskowa 4. The subject matter of the agreement was drawing up tax documentation for transactions indicated by the parties to the agreement.
- 2) The agreement dated on 23 July 2014 concluded with SWGK Audyt Sp. z o.o. with its seat in Poznań: 60-792 Poznań, ul.Wojskowa 4 (previous name: HLB Sarnowski & Wiśniewski), which subject matter was to audit the separate financial statement for the period from 01.01.2014 to 31.12.2014, to express the opinion about it and draw up a report, as well as review the interim financial statement of the Issuer for the period from 01.01.2014 to 30.06.2014 and drawing up a report on this review.

The disclosure concerning agreements with the certified auditor is presented in Note no 44 in the Notes to the annual financial statement for 2014.

### Management Board of OPTeam S.A.

- 1) Wacław Szary – President of the Management Board
- 2) Bogdan Niziołek – Vice President of the Management Board
- 3) Ryszard Woźniak – Vice President of the Management Board

Tajęcina, 18 March 2015.